

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme Empire Oil and Gas NL

ACN/ARSN 063 613 730

1. Details of substantial holder(1)

Name Mineral Resources Limited

ACN/ARSN (if applicable) 118 549 910

The holder ceased to be a substantial holder on 26/10 /2018

The previous notice was given to the company on 13/06/ 2016

The previous notice was dated 13/06/ 2016

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
26/10/18	Mineral Resources	Off-market	AUD1.00	19,826,294	19,826,294
	Limited	Transfer		F/P Ord	

shares

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer Annexure A	

4. Addresses

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

Name	Address
Mineral Resources Limited	1 Sleat Road, Applecross WA 6153

Signature

print name Derek Oelofse capacity Company Secretary

sign here _____ date 15 / 11 / 2018

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (5) Details of the consideration must include any and all benefits, money 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

THIS IS ANNEXURE 'A' OF 2 PAGES REFERRED TO IN FORM 605 'NOTICE OF CEASING
TO BE A SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN
RELATION TO EMPIRE OIL AND GAS NL ACN 063 613 730

Print Name Derek Oelofse

Capacity Company Secretary

Sign Here

Date 15/11/2018

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3. Associates

The associates of the substantial holder at the time of purchase of shares and since are as listed below:

Name and ACN/ABN (if applicable)	Nature of association	Date of change
Crushing Services International Pty Ltd (ACN 069 303 377)	Related Body Corporate	
P.I.H.A. Pty Ltd (ACN 061 356 812)	Related Body Corporate	
Process Minerals International Pty Ltd (ACN 063 988 894)	Related Body Corporate	
Polaris Metals Pty Ltd (ACN 085 223 570)	Related Body Corporate	
Eclipse Minerals Pty Ltd (ACN 097 974 813)	Related Body Corporate	
Mesa Minerals Limited (ACN 009 113 160)	Related Body Corporate	
Hitec Energy Pty Ltd (ACN 140 725 962)	Related Body Corporate	
Auvex Resources Pty Ltd (ACN 129 087 832)	Related Body Corporate	
Mineral Resources (Equipment) Pty Ltd (ACN 162 993 080)	Related Body Corporate	
PIHA (Water) Pty Ltd (ACN 162 627 358)	Related Body Corporate	
Steelpile Pty Ltd (ACN 169 849 987)	Related Body Corporate	
Kumina Iron Pty Ltd (ACN 169 725 973)	Related Body Corporate	
MRL Asset Management Pty Ltd (ACN 169 725 964)	Related Body Corporate	
Vigor Materials Handling Pty Ltd (ACN 602 182 463)	Related Body Corporate	
MRL Rail Pty Ltd (ACN 169 516 296)	Related Body Corporate	
MIS. Carbonart Pty Ltd (ACN 160 456 922)	Related Body Corporate	
Flotar Pty Ltd (ACN 608 310 014)	Related Body Corporate	
ACN 611 495 268 Pty Ltd	Related Body Corporate	
ACN 611 494 912 Pty Ltd	Related Body Corporate	
Wodgina Lithium Pty Ltd	Related Body Corporate	
Mineral Resources Transport Pty Ltd (ACN 158 718 195)	Related Body Corporate	Since 1/8/2016
ACN 616 667 442 Pty Ltd	Related Body Corporate	Since 4/1/2017
ACN 616 677 797 Pty Ltd	Related Body Corporate	Since 5/1/2017
ACN 616 678 249 Pty Ltd	Related Body Corporate	Since 5/1/2017
Bulk Ore Shuttle Systems Pty Ltd (ACN 621 413 803)	Related Body Corporate	Since 27/9/2017
Energy Resources Limited (ARBN 009 475 423)	Related Body Corporate	Since 8/11/2017
Cattamarra Farms Pty Ltd (ACN 158 097 431)	Related Body Corporate	Since 8/11/2017
Reed Advanced Minerals Pty Ltd (ACN 142 876 211)	Related Body Corporate	Since 6/10/2015
Reed Industrial Minerals Pty Ltd (ACN 138 805 722)	Related Body Corporate	Since 3/6/2016
ACN 623 115 088 Pty Ltd (ACN 623 115 088)	Related Body Corporate	Since 28/11/2017
Yilgarn Iron Pty Ltd (ACN 626 035 078)	Related Body Corporate	Since 8/5/2018
Iron Resources Pty Ltd (ACN 626 063 796)	Related Body Corporate	Since 9/5/2018
Bauxite Mineral Resources Pty Ltd	Related Body Corporate	Since 3/8/2018
ACN 627 949 535 Pty Ltd	Related Body Corporate	Since 3/8/2018
Magnetite Mineral Resources Pty Ltd	Related Body Corporate	Since 3/8/2018
Graphite Resources Pty Ltd	Related Body Corporate	Since 3/8/2018
ACN 625 973 006 Pty Ltd	Related Body Corporate	Since 4/5/2018