

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holder

To Company Name/Scheme EMPIRE OIL & GAS NL

ACN/ARSN ACN 063 613 730

1. Details of substantial holder (1)

Name MINERAL RESOURCES LIMITED

ACN/ARSN (if applicable) 118 549 910

The holder became a substantial holder on 13 / 6 / 2016

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) |
|-------------------------|----------------------|--------------------|------------------|
| Ordinary shares | 19,826,294 | 19,826,294 | 19.36% |
| Options | 1,426,359 | - | - |

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 paragraph 3 of Annexure A | |

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 |
|-----------------------------|---------------------------------|--|--|
| Mineral Resources Limited | Mineral Resources Limited | N/A | 19,826,294 ordinary shares and 1,426,359 options |

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 | |
| Mineral Resources Limited | 13 June 2016 | \$8,921,832.30 | \$0 | 19,826,294 ordinary shares and 1,426,359 options |

6. Associates

The reason 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 Paragraph 6 of Annexure A | |

7. Addresses

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

| Name | Address |
|---------------------------------|---------|
| Refer Paragraph 7 of Annexure A | |

Signature

Print name Bruce Goulds capacity Company Secretary/CFO

sign here



date 13/06/2016

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 name 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, 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.

THIS IS ANNEXURE 'A' OF 3 PAGES REFERRED TO IN FORM 603 'NOTICE OF INITIAL
SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN RELATION TO
EMPIRE OIL & GAS NL ACN 063 613 730

Print Name

Bruce Goulds

Capacity Company Secretary/CFO

Sign Here



Date

13/06/2016

THIS IS ANNEXURE 'A' OF 3 PAGES REFERRED TO IN FORM 603 'NOTICE OF INITIAL SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN RELATION TO EMPIRE OIL & GAS NL ACN 063 613 730

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 |
|---|--|--|
| Mineral Resources Limited | Holder of the securities | 19,826,294 ordinary shares and 1,426,359 options |
| Crushing Services International Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| P.I.H.A. Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Process Minerals International Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Polaris Metals Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Eclipse Minerals Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Mesa Minerals Limited | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Hitec Energy Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Auvex Resources Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Mineral Resources (Equipment) Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| PIHA (Water) Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Steelpile Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Mineral Construction Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Mineral Services Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Vigor Materials Handling Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| MRL Rail Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| MIS. Carbonart Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| Flotar Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| ACN 611 495 268 Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| ACN 611 494 912 Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |
| ACN 611 488 932 Pty Ltd | Pursuant to section 608 of the Corporations Act 2001 (Cth) | Nil |

THIS IS ANNEXURE 'A' OF 3 PAGES REFERRED TO IN FORM 603 'NOTICE OF INITIAL SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN RELATION TO EMPIRE OIL & GAS NL ACN 063 613 730

6. Associates

The reason 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 |
|---|------------------------|
| 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 |
| Mineral Construction Pty Ltd (ACN 169 725 973) | Related Body Corporate |
| Mineral Services 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 |
| ACN 611 488 932 Pty Ltd | Related Body Corporate |

7. Addresses

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

| Name | Address |
|---|----------------------------------|
| Crushing Services International Pty Ltd (ACN 069 303 377)) | 1 Sleat Road, Applecross WA 6153 |
| P.I.H.A. Pty Ltd (ACN 061 356 812)) | 1 Sleat Road, Applecross WA 6153 |
| Process Minerals International Pty Ltd (ACN 063 988 894) | 1 Sleat Road, Applecross WA 6153 |
| Polaris Metals Pty Ltd (ACN 085 223 570) | 1 Sleat Road, Applecross WA 6153 |
| Eclipse Minerals Pty Ltd (ACN 097 974 813) | 1 Sleat Road, Applecross WA 6153 |
| Mesa Minerals Limited (ACN 009 113 160) | 1 Sleat Road, Applecross WA 6153 |
| Hitec Energy Pty Ltd (ACN 140 725 962) | 1 Sleat Road, Applecross WA 6153 |
| Auvex Resources Pty Ltd (ACN 129 087 832) | 1 Sleat Road, Applecross WA 6153 |
| Mineral Resources (Equipment) Pty Ltd (ACN 162 993 080) | 1 Sleat Road, Applecross WA 6153 |
| PIHA (Water) Pty Ltd (ACN 162 627 358) | 1 Sleat Road, Applecross WA 6153 |
| Steelpile Pty Ltd (ACN 169 849 987) | 1 Sleat Road, Applecross WA 6153 |
| Mineral Construction Pty Ltd (ACN 169 725 973) | 1 Sleat Road, Applecross WA 6153 |
| Mineral Services Pty Ltd (ACN 169 725 964) | 1 Sleat Road, Applecross WA 6153 |
| Vigor Materials Handling Pty Ltd (ACN 602 182 463) | 1 Sleat Road, Applecross WA 6153 |
| MRL Rail Pty Ltd (ACN 169 516 296) | 1 Sleat Road, Applecross WA 6153 |
| MIS. Carbonart Pty Ltd (ACN 160 456 922) | 1 Sleat Road, Applecross WA 6153 |
| Flotar Pty Ltd (ACN 608 310 014) | 1 Sleat Road, Applecross WA 6153 |
| ACN 611 495 268 Pty Ltd | 1 Sleat Road, Applecross WA 6153 |
| ACN 611 494 912 Pty Ltd | 1 Sleat Road, Applecross WA 6153 |
| ACN 611 488 932 Pty Ltd | 1 Sleat Road, Applecross WA 6153 |