

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	Empire Energy Group Limited
ABN	29 002 148 361

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Bruce McLeod
Date of last notice	3 June 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Securities held by Rhodes Capital Pty Ltd. This Company acts as Trustee for the McLeod Super Fund. B W McLeod is a Director of this Company and a beneficiary of the Fund.
Date of change	1 June 2012
No. of securities held prior to change	Rhodes Capital Pty Ltd - 5,786,261 shares - 5,300,000 executive options B W McLeod – 255,429 shares Other related parties – 898,070 shares
Class	Unlisted executive options
Number acquired	2,000,000 options exercisable at \$0.35 expiring 31 December 2014 subject to minimum term of employment conditions.
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Options issued for nil consideration.

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No. of securities held after change	Rhodes Capital Pty Ltd - 5,786,261 shares - 5,300,000 executive options - 2,000,000 executive options exercisable \$0.35 expiring 31/12/14. B W McLeod – 255,429 shares Other related parties – 898,070 shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Executive options granted pursuant to Company Share Option Plan and approved by shareholders at AGM 31 May 2012.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – Closed period

Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Name of entity	Empire Energy Group Limited
ABN	29 002 148 361

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	David Sutton
Date of last notice	7 May 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (f) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Indirect interest held by Optex Exchange Pty Ltd (David Sutton Super Fund A/C) Mr Sutton is a director of the Company and beneficiary of the fund.
Date of change	1 June 2012
No. of securities held prior to change	Direct interest - 438,301 ordinary shares Indirect interest - 394,999 ordinary shares
Class	Unlisted executive options
Number acquired	750,000 options exercisable at \$0.35 expiring 31 December 2014 subject to minimum term of employment conditions.
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Options issued for nil consideration.
No. of securities held after change	Direct interest - 438,301 Indirect interest - Optex Exchange 266,666 - Other related parties 128,333 - Executive options exercisable @ \$0.35 expiring 31/12/14 -750,000

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Executive options granted pursuant to Company Share Option Plan and approved by shareholders at AGM 31 May 2012.</p>
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
<p>No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

Part 3 – Closed period

<p>Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?</p>	N/A
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	N/A
<p>If prior written clearance was provided, on what date was this provided?</p>	N/A

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Introduced 30/9/2001.

Name of entity	Empire Energy Group Limited
ABN	29 002 148 361

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Kevin Torpey
Date of last notice	6 June 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct and indirect interest
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Indirect interest held by Famallon Pty Ltd and Indecor Pty Ltd. Famallon acts as trustee of Torpey Family Super Fund. K A Torpey is a Director of both Famallon Pty Ltd and Indecor Pty Ltd.
Date of change	1 June 2012
No. of securities held prior to change	Direct interest – 118,055 ordinary shares Indirect interest – 2,073,394 ordinary shares
Class	Unlisted executive options
Number acquired	750,000 options exercisable at \$0.35 expiring 31 December 2014 subject to minimum term of employment conditions.
Number disposed	Nil
Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small>	Options issued for nil consideration.
No. of securities held after change	Direct interest – 118,055 ordinary shares Indirect interest - 2,073,394 ordinary shares - 750,000 Executive options exercisable @ \$0.35 expiring 31/12/14

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<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Executive options granted pursuant to Company Share Option Plan and approved by shareholders at AGM 31 May 2012.</p>
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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Nil
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
<p>No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed</p>	
Interest acquired	
Interest disposed	
<p>Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation</p>	
Interest after change	

Part 3 – Closed period

<p>Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?</p>	N/A
<p>If so, was prior written clearance provided to allow the trade to proceed during this period?</p>	N/A
<p>If prior written clearance was provided, on what date was this provided?</p>	N/A

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