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ASX Announcement

6 FEBRUARY 2019

EXTRAORDINARY GENERAL MEETING – CHAIRMAN'S ADDRESS

Good morning ladies, gentlemen and fellow shareholders, and welcome to the Extraordinary General Meeting (“EGM”) of Empire Energy Group Limited (“Empire” or “the Company”).

My name is Paul Espie and I am the recently appointed Non-Executive Chairman of Empire. I will be chairing the meeting today.

Joining me today are my fellow Directors, Alex Underwood, CEO of Empire, John Gerahty and David Sutton. Linda Tang sends her apologies that she cannot attend.

Our Company Secretary, Lisa Dadswell, and her colleague Julian Rockett, are also present today as are representatives from the Company’s share registry, Computershare Investor Services. Justin Robinson of Computershare has been designated as the Returning Officer of the Meeting and is supported by his staff.

Also, here today is Professor John Warburton who, as announced earlier this week as part of our plans to strengthen the composition of the Board, will be appointed as a Non-Executive Director immediately after the meeting subject to Messrs Gerahty, Sutton, Underwood, and myself remaining as directors of the Company following the EGM.

There is no question that Prof Warburton’s extensive professional oil and gas experience in both operated and non-operated conventional and unconventional petroleum discovery will stand us in great stead as we develop Empire into a material Northern Territory focused upstream oil and gas company.

Professor Warburton, an internationally renowned Petroleum Geoscientist, is no stranger to Empire and its operations. He has been a Director of Empire’s wholly owned Northern Territory subsidiary, Imperial Oil & Gas Pty Limited (“Imperial”) since 2011 and was its Chief Executive Officer from 2011 to 2014. He continues to serve as a Non-Executive Director of Imperial. As CEO of Imperial, he was responsible for the identification of Empire’s Northern Territory assets in 2011.

I would also like to take a moment to thank David for his contribution and stewardship as Interim Chairman over the last six months. His appointment as Interim Chairman followed the untimely ill health and ultimate passing of the former CEO and Executive Chairman of Empire, Bruce McLeod. David will continue to serve on the Board as a Non-Executive Director subject to the outcome of this meeting.

With Empire now moving into a period of significant growth with a focus on our world-class Northern Territory McArthur and Beetaloo Basin assets, the Board recognised that the time was right to appoint a permanent Chairman with relevant experience.

I will now hand over to Empire's CEO Alex Underwood who will provide a brief update on the Company's operations.

Moving to today's meeting which has been requisitioned at by Global Energy and Resources Development Limited ("GERD") under section 249D of the Corporations Act, shareholders have received correspondence from both the Company and GERD. I am conscious that shareholders have probably received more communication than they would wish, and we would have preferred to be the case. I do apologise for this.

I would also add that this has been an unwelcome distraction for management and the board that has required significant time and resources, as well as incurring substantial costs at the expense of work on Empire's growth projects.

That said, I am pleased to say that voting participation has been very positive, with 81.7% of shareholders voting at the meeting (this compares to less than 11% voting at the last AGM of the Company).

In recent days, the Company has communicated with a significant number of shareholders who completed paper-based proxy forms sent by GERD on Empire's letterhead in the belief that they were voting in support of the Board's recommendations. In many cases they signed GERD's paper-based proxy forms after previously voting online in support of the Company's recommendations.

Despite the Company's concerns regarding the validity of several paper-based proxy forms tendered by GERD, the Company has elected not to challenge the validity of these forms and get on with the business of the company and focus on creating wealth for all shareholders.

Following the outcome of the vote, we understand that the will of shareholders, under the law, will be reflected in the composition of the Board, which will then focus on the exciting opportunities on our agenda.

In accordance with the Company's Constitution, I, as the Chair, will have the sole conduct of the meeting. I ask that questions or comments be properly confined to matters relevant to the requisitions under consideration.

Ladies and gentlemen, I will now move to the formal items of business of the meeting.

ENDS