

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Name of entity

Empire Energy Group Limited

ABN

29 002 148 361

Quarter ended ("current quarter")

June 2019

Consolidated statement of cash flows		Current quarter \$US	Year to date (6 months) \$US
1. Cash flows from operating activities			
1.1 Receipts from customers		3,552,189	7,350,299
1.2 Payments for			
(a) exploration & evaluation		(177,460)	(356,301)
(b) development		(71,222)	(451,320)
(c) production		(1,738,085)	(3,846,485)
(d) staff costs		(312,504)	(536,354)
(e) administration and corporate costs		(603,126)	(1,486,857)
1.3 Dividends received (see note 3)		-	-
1.4 Interest received		1,091	2,309
1.5 Interest and other costs of finance paid		(579,765)	(1,151,487)
1.6 Income taxes paid		(101,165)	(175,261)
1.7 Research and development refunds		-	-
1.8 Other (provide details if material)		-	-
1.9 Net cash from / (used in) operating activities		(30,047)	(651,457)

2. Cash flows from investing activities			
2.1 Payments to acquire:			
(a) property, plant and equipment		(1,600)	(1,600)
(b) tenements (see item 10)		-	-
(c) investments		-	-
(d) other non-current assets		(14,606)	(25,990)
2.2 Proceeds from the disposal of:			
(a) property, plant and equipment		-	-

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Consolidated statement of cash flows		Current quarter \$US	Year to date (6 months) \$US
	(b) tenements (see item 10)	-	-
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material) ^a	2,000,000	2,000,000
2.6	Net cash from / (used in) investing activities	1,983,794	1,972,410

^a Includes \$2,000,000 cash deposit received from Mai Oil, Inc in relation to Kansas Asset sale which is refundable in limited circumstances

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	-	-
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	(381,602)	(639,163)
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	(381,602)	(639,163)

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,281,257	4,155,777
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(30,047)	(651,457)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	1,983,794	1,972,410
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(381,602)	(639,163)
4.5	Effect of movement in exchange rates on cash held	(27,220)	(11,385)
4.6	Cash and cash equivalents at end of period	4,826,182	4,826,182

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$US	Previous quarter \$US
5.1	Bank balances	4,771,620	3,227,460
5.2	Call deposits	54,562	53,797
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	4,826,182	3,281,257

6.	Payments to directors of the entity and their associates	Current quarter \$US
6.1	Aggregate amount of payments to these parties included in item 1.2	76,888
6.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3	Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	
<ul style="list-style-type: none">Fees paid to Tamarama Energy Services Pty Ltd of which A Underwood is a Director.Fees paid to Insight Exploration Pty Ltd of which J Warburton is a Director.Non-Executive Directors fees.		

7.	Payments to related entities of the entity and their associates	Current quarter \$US
7.1	Aggregate amount of payments to these parties included in item 1.2	-
7.2	Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3	Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	

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8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$US	Amount drawn at quarter end \$US
8.1 Loan facilities	26.5 million	25.4 million
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

The company a \$26.5 million debt facility with Macquarie Bank Limited which matures in February 2022.

The Facility is secured against oil and gas assets held by the Company's US subsidiaries.

During the quarter, principal repayments of \$381,602 were made from US operations free cash flow.

As at 30 June 2019, the Facility was in compliance with all covenants.

9. Estimated cash outflows for next quarter	\$US
9.1 Exploration and evaluation	1,250,000
9.2 Development	-
9.3 Production	1,800,000
9.4 Staff costs	250,000
9.5 Administration and corporate costs	500,000
9.6 Other (Principal Repayments and Interest)	1,270,000
9.7 Total estimated cash outflows	5,070,000

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	See schedule attached			
10.2 Interests in mining tenements and petroleum tenements acquired or increased				

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here: 

Managing Director

Date: 31 July 2019

Print name: Alexander Underwood

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.

Changes in tenements

Changes to Lease holdings 1 April 2019 through to 30 June 2019

<u>Expired State</u>	<u>County</u>	<u>Minerals</u>	<u>Operator</u>	<u>Empire ID</u>	<u>NRI</u>	<u>WI</u>	<u>Acres</u>	<u>Maturity</u>	<u>Status</u>	<u>Formation</u>
NY	Seneca	O&G	Empire Energy E&P, LLC	310990617	0.8438	1.0000	209.8	26/05/2019	Leased, DelayRental	All Horizons

Note: For a full list of petroleum tenements held by the Company and its subsidiaries please refer to the ASX Announcement dated 29 March 2019 titled 'Petroleum Tenements'.