

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Empire Energy Group Limited

ABN

29 002 148 361

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to
be issued

1. Fully paid ordinary shares (Shares)¹
2. Unlisted Options (Options)²
- 1 & 2 – Note: This Appendix 3B sets out the effect of the 1 for 10 share consolidation on the Company's securities.
The consolidation of security holders resulted in an entitlement of a fraction of a security in order to round up to the nearest whole number of securities as described in the notice of meeting for the Company's AGM held on 30 May 2019 where the consolidation was approved.
3. Performance Rights
4. Service Rights

- 2 Number of +securities issued or to
be issued (if known) or maximum
number which may be issued

1. 883 Fully paid ordinary shares
2. 4 Unlisted Options
3. 3,150,000 Performance Rights
4. 1,000,000 Service Rights

+ See chapter 19 for defined terms.

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| <p>3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)</p> | <ol style="list-style-type: none">1. 884 Fully paid ordinary shares issued continue to have the same terms.2. 4 Unlisted Options exercisable at \$0.30 per share and expiring on 26/09/2020 (The exercise price for each option issued, as with all consolidated options is multiplied by 10, otherwise terms remain the same.)3. 3,150,000 Performance Rights issued to the Managing Director under the terms of the Empire Energy Group Limited Rights Plan approved by shareholders on 30 May 20194. 1,000,000 Service Rights issued to the Managing Director under the terms of the Empire Energy Group Limited Rights Plan approved by shareholders on 30 May 2019 |
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⁺ See chapter 19 for defined terms.

<p>4 Do the ⁺securities rank equally in all respects from the ⁺issue date with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional ⁺securities do not rank equally, please state:</p> <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<ol style="list-style-type: none"> Yes No. Shares issued on exercise of the unlisted options will rank equally. No. If the Performance Rights vest in accordance with the Rights Plan rules, and then if the vested Rights are converted to ordinary shares, they will rank equally with other shares on issue. No. If the Service Rights vest in accordance with the Rights Plan rules, and then if the vested Rights are converted to ordinary shares, they will rank equally with other shares on issue.
<p>5 Issue price or consideration</p>	<p>1 – 4 All securities under this Appendix 3B were issued for nil consideration.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>1 – 2 - To satisfy the rounding up (to the nearest whole number) obligations to complete the 1 for 10 security consolidation in each class of securities.</p> <p>3 – As part the Company's Long Term Incentive Plan described in the Notice of Annual General Meeting for the AGM held on 30 May 2019.</p> <p>4 - To compensate for the loss of deferred equity-linked compensation from previous employers as described in the Notice of Annual General Meeting for the AGM held on 30 May 2019.</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	

⁺ See chapter 19 for defined terms.

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6e	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)					
6f	Number of ⁺ securities issued under an exception in rule 7.2					
6g	If ⁺ securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the ⁺ issue date and both values. Include the source of the VWAP calculation.					
6h	If ⁺ securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements					
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements					
7	⁺ Issue dates <small>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</small> <small>Cross reference: item 33 of Appendix 3B.</small>	14 June 2019				
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table border="1"> <tr> <th>Number</th> <th>⁺Class</th> </tr> <tr> <td>231,309,301 (Post Consolidation)</td> <td>Fully paid ordinary shares</td> </tr> </table>	Number	⁺ Class	231,309,301 (Post Consolidation)	Fully paid ordinary shares
Number	⁺ Class					
231,309,301 (Post Consolidation)	Fully paid ordinary shares					
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the ⁺ securities in section 2 if applicable)	<table border="1"> <tr> <th>Number</th> <th>⁺Class</th> </tr> <tr> <td>See attached</td> <td></td> </tr> </table>	Number	⁺ Class	See attached	
Number	⁺ Class					
See attached						
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable				

⁺ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not Applicable
13	Ratio in which the +securities will be offered	Not Applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Not Applicable
23	Fee or commission payable to the broker to the issue	Not Applicable

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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not Applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not Applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not Applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	⁺ Issue date	Not Applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ☒ ⁺Securities described in Part 1
- (b) ☐ All other ⁺securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 ☐ If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 ☐ If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 ☐ A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought					
39	+Class of +securities for which quotation is sought					
40	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another +security, clearly identify that other +security)</p>					
42	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in clause 38)	<table border="1"><thead><tr><th>Number</th><th>+Class</th></tr></thead><tbody><tr><td></td><td></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

Quotation agreement

- 1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those ⁺securities should not be granted ⁺quotation.
 - An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here:

Date: 14 June 2019

Print name: Julian Rockett
 Company Secretary

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⁺ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	126,523,718* (*1,265,237,176 – Pre-consolidation);
Add the following: <ul style="list-style-type: none"> Number of fully paid +ordinary securities issued in that 12-month period under an exception in rule 7.2 Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval Number of partly paid +ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	**18,978,558 - ordinary shares 10/8/2018 **56,021,442 - ordinary shares 26/9/2018 **28,584,700 – ordinary shares 26/10/2018 (** Post Consolidation no. of Shares) 883 ordinary shares - per this Appendix 3B 3,150,000 Performance Rights – per this Appendix 3B 1,000,000 Service Rights – per this Appendix 3B
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	NIL
“A”	234,259,301

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	35,138,895
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12-month period <i>not counting</i> those issued: <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 Note: <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	NIL
“C”	NIL
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	35,138,895
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	NIL
Total [“A” x 0.15] – “C”	35,138,895 <i>[Note: this is the remaining placement capacity under rule 7.1]</i>

⁺ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	Not Applicable
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	Not Applicable
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12-month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	Not Applicable
“E”	Not Applicable

+ See chapter 19 for defined terms.

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	Not Applicable
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Not Applicable
Total [“A” x 0.10] – “E”	Not Applicable <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

Appendix 3B
New Issue Announcement

Q9. Number and class of all securities not quoted on ASX

No. of Options - Post Consolidation	Number Quoted	Exercise Price Post Consolidation	Expiry date
100,000	NIL	0.28	25/08/2019
1,300,000	NIL	0.30	30/12/2021
500,000	NIL	0.30	30/12/2020
300,000	NIL	0.30	30/12/2021
300,000	NIL	0.30	30/12/2021
1,700,000	NIL	0.30	30/12/2022
37,500,004 (4 options added post consolidation with round up under this Appendix 3B)	NIL	0.30	26/09/2020
1,000,000	NIL	0.32	31/07/2020
600,000	NIL	0.30	26/10/2020
12,000,000	NIL	0.32	31/12/2021
600,000	NIL	0.30	30/12/2021
Other securities (Post Consolidation)			
250,000	Unquoted Performance Rights		
3,150,000	Performance Rights		
1,000,000	Service Rights		

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+ See chapter 19 for defined terms.