

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	1 July 2013

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	Indirect interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	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 July 2013
No. of securities held prior to change	Rhodes Capital Pty Ltd - 6,091,451 shares - 7,300,000 executive options B W McLeod – 165,239 shares Other related parties – 898,070 shares
Class	Ordinary fully paid and unlisted executive options
Number acquired	83,605 ordinary fully paid shares 1,500,000 options exercisable @ \$0.18 expiring 31/12/15 1,500,000 options exercisable @ \$0.17 expiring 31/12/15
Number disposed	2,000,000 options exercisable @ \$0.15 expired on 1/7/13 1,650,000 options exercisable @ \$0.17 expired on 1/7/13
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$7,471 – ordinary shares Options were issued for nil consideration

+ See chapter 19 for defined terms.

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No. of securities held after change	Rhodes Capital Pty Ltd - 6,175,056 shares - 6,650,000 executive options B W McLeod – 165,239 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	Ordinary shares - On-market trade 3,650,000 executive options expired unexercised. 3,000,000 executive options were granted pursuant to Company Share Option Plan and approved by Shareholders at AGM 31 May 2013.

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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