

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	28 January 2016

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	31 December 2016
No. of securities held prior to change	Rhodes Capital Pty Ltd - 7,649,998 shares - 3,000,000 executive options Other related parties – 1,274,999 shares
Class	Unlisted executive options
Number acquired	Nil
Number disposed	1,500,000 Executive options exercisable @ \$0.169 expired unexercised on 31 December 2016 1,500,000 Executive options exercisable @ \$0.179 expired unexercised on 31 December 2016
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. of securities held after change	Rhodes Capital Pty Ltd - 7,649,998 shares Other related parties – 1,274,999 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	1,500,000 Executive options exercisable @ \$0.169 expired unexercised on 31 December 2016 1,500,000 Executive options exercisable @ \$0.179 expired unexercised on 31 December 2016

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

+ See chapter 19 for defined terms.