



EMPIRE ENERGY GROUP LIMITED

Australian Office

A.B.N 29 002 148 361

Level 7, 151 Macquarie Street

Sydney NSW 2000 Australia

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6 March 2018

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

RE: EXTRAORDINARY GENERAL MEETING

Please be advised an Extraordinary General Meeting of Empire Energy Group Limited will be held at the office of Nexia Australia, Level 16, 1 Market Street Sydney on Friday 6 April 2018 at 10.00am.

A copy of the Notice of Extraordinary General Meeting together with an Explanatory Statement and proxy form as despatched to shareholders is attached.

Yours faithfully

A handwritten signature in black ink, appearing to read 'R Ryan', with a horizontal line extending to the right.

R Ryan
Company Secretary



NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT

*Extraordinary General Meeting of
Empire Energy Group Limited
ABN 29 002 148 361
will be held at
Level 16, 1 Market Street,
Sydney NSW 2000
On Friday, 6 April 2018 at 10.00am*

IMPORTANT INFORMATION

This document is important. Please read it carefully and if you require assistance, consult your legal or financial adviser.

NOTICE OF EXTRAORDINARY GENERAL MEETING EMPIRE ENERGY GROUP LIMITED

Notice is hereby given that an Extraordinary General Meeting of members of Empire Energy Group Limited ABN 29 002 148 361 ("**Company**") will be held at the offices of Nexia Australia, at the time and date listed below to consider and vote on the resolution specified in this notice.

Time and date of meeting: 10.00am Friday, 6 April 2018
Place of meeting: Level 16, 1 Market Street, Sydney NSW

The business to be considered at the Extraordinary General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Statement, which contains information in relation to the following resolutions. If you are in any doubt as to how you should vote on the proposals set out in this Notice of Meeting, you should consult your financial or other professional adviser.

AGENDA

Resolution 1: Approval of issue of Placement Shares

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of Listing Rule 7.1, and for all other purposes, Shareholder approval is given for the Company to issue of up to 75,000,000 ordinary shares at an issue price of \$0.0125 to sophisticated and/or professional investors on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by any person who may participate in the proposed issue of shares and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, if this Resolution is passed and votes cast by each of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

Resolution 2: Ratify past issue of securities

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the past issue of 57,110,890 fully paid ordinary shares to professional and/or

sophisticated investors on the terms and conditions set out in the explanatory statement accompanying this notice.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 2 by any person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 3: Ratify past issue of securities for Services Rendered

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the past issue of 13,544,567 fully paid ordinary shares to 153 Fish Capital Pte Ltd on the terms and conditions set out in the explanatory statement accompanying this notice.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3 by 153 Fish Capital Pte Ltd and any of its associates.

However, the Company need not disregard a vote if:

- (e) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (f) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 4: Ratify past issue of securities

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the past issue of 73,000,000 fully paid ordinary shares to sophisticated and/or professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- (g) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
 - (h) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.
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Resolution 5: Ratify past issue of options

To consider and, if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the past issue of 5,000,000 unlisted options in the Company to Baillieu Holst Ltd (or nominee/s) on the terms and conditions set out in the explanatory statement accompanying this notice."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 5 by any person who participated in the issue and any of their associates.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (j) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

By Order of the Board of Directors



R Ryan
Secretary

DATED 20 February 2018

This Notice of Meeting is accompanied by an explanatory statement to shareholders which explains the purpose of the Meeting and the resolution to be considered at the Meeting.

How to Vote

You may vote by attending the meeting in person, by proxy or corporate representative.

Voting in Person

To vote in person attend the meeting on the date and place as set out below. The meeting will commence at 10:00am (Sydney time).

Time and date of meeting: 10.00am Friday, 6 April 2018
Place of meeting: Level 16, 1 Market Street, Sydney

Voting by Proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting, so that it is received no later than 10.00am (Sydney time) on 4 April 2018, being 48 hours prior to the meeting. Proxy forms received later than this time will be invalid.

Hand deliveries:	The Secretary Empire Energy Group Limited Level 7 151 Macquarie Street Sydney NSW 2000	Postal address:	Empire Energy Group Limited Level 7 151 Macquarie Street Sydney NSW 2000
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Alternatively you can fax your proxy form so that it is received no later than 10:00am (Sydney time) on 4 April 2018 on the fax number listed below.

Fax Number: +61 2 9251 0244

Your Proxy Form is enclosed

This is an important document. Please read it carefully. If you are unable to attend the Extraordinary General Meeting please complete the enclosed Proxy Form and return it in accordance with the instructions set out on that form.

Votes of Members

On a show of hands, each Shareholder present in person or by proxy (or, in the case of a body corporate, by a representative) at the Extraordinary General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) at the Extraordinary General Meeting shall have one vote for each share held provided that all shares are fully paid.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for shareholders of Empire Energy Group Limited ("**Company**") in connection with the business to be transacted at the Extraordinary General Meeting to be held at 10.00am on Friday 6 April 2018 at Level 16, 1 Market Street, Sydney and contains explanatory and other information for Shareholders in relation to the resolutions set out in the attached Notice of Meeting.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the proposed resolutions.

The Directors recommend that Shareholders vote in favour of Resolutions 1 to 5 and intend to cast all votes controlled by them and any undirected proxies they hold in favour of the resolutions.

If you are in doubt about what to do in relation to the resolutions, you should consult your financial or other professional adviser.

Resolutions

None of the resolutions are inter-conditional. Accordingly, if Shareholders do not approve one of the resolutions, other resolutions may still be approved by Shareholders.

Resolutions 1 to 5 are ordinary resolutions, which require a simple majority of votes cast (in person, by proxy or, in the case of a body corporate Shareholder, by corporate representative) by Shareholders entitled to vote on the resolution.

Resolution 1: Approval of Issue of Placement Shares

On 12 February 2018 the Company announced the placement of 150 million fully paid ordinary shares ("**Placement shares**") to sophisticated and institutional investors at an average issue price of \$0.0125 per share, raising A\$1,875,000 (before costs).

The Placement shares were to be issued with the issue of 75,000,000 Placement shares under ASX Listing Rule 7.1 and 75,000,000 Placement shares to be issued under Listing Rule 7.1A.

The ASX raised concerns with the proposed placement of new shares under Listing Rule 7.1 (having no minimum price requirement) and 7.1A (having a minimum price requirement) respectively to occur on the same day.

The ASX did not suggest that the Company breached any Listing Rule but rather the spirit of the Listing Rules.

The Board of Directors of the Company determined to proceed with the capital raising of \$1,875,000 by way of two tranches with both tranches being issued at \$0.0125 under Listing Rule 7.1:

- Tranche 1 of 75,000,000 shares to be issued at \$0.0125 and allotted under the Company's existing capacity under Listing Rule 7.1.

73,000,000 Tranche 1 shares were issued on 16 February 2018. Due to a delay with cleared funds the remaining 2,000,000 Tranche 1 were issued on 22 February 2018 under Listing Rule 7.1.

- Tranche 2, being 75,000,000 shares at an issue price of \$0.0125 to be issued under Listing Rule 7.1 subject to approval by shareholders at a Extraordinary General Meeting of the Company.

Tranche 2 shares if approved will be issued to a number of parties at an issue price of \$0.0125 being the same price as the previously allotted Tranche 1 shares. It is noted that the same parties who participated in the placement of Tranche 1 shares will take up Tranche 2 shares. This resolution seeks Shareholder approval for the issue of the Tranche 2 Placement Shares pursuant to Listing Rule 7.1.

Under Listing Rule 7.1, subject to certain exceptions, a listed Company is prohibited from issuing or agreeing to issue shares without shareholder approval if, in doing so, it would mean that the number of shares issued in the preceding 12 month period would exceed 15% of the number of fully paid ordinary shares on issue at the beginning of the 12 month period. Shareholder approval is sought for Resolution 1 as the Placement exceeds the Company's current placement capacity under Listing Rule 7.1. Approval of Resolution 1 will also enable the Company to retain its placement capacity under Listing Rules 7.1 and 7.1A.

In accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Proposed Placement Shares which are the subject of Resolution 1:

Maximum number of securities to be issued	75,000,000 Shares
Issue price of securities	\$0.0125 per Share
Terms of the Securities	The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.
Allottees	Professional and/or sophisticated investors. The allottees will not be related parties of the Company.
Intended use of funds raised	The funds raised from the issue of the Shares will be applied: <ul style="list-style-type: none"> - to keep the Company's Northern Territory tenements in good standing; - facilitate discussions and negotiations with potential Northern Territory Farmout partner/s; - to strengthen the management team; and - general working capital requirements;
Issue date and date of allotment	As soon as possible following Shareholder approval and in any event, within 3 months of the date of the Extraordinary General Meeting.
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution.

Resolutions 2, 3, 4 & 5: Ratify past issue of securities and options

The Company is seeking subsequent Shareholder approval under Resolutions 2 to 5 for the issue of Shares and Options to professional and/or sophisticated investors pursuant to ASX Listing Rule 7.4 so that such Shares and Options and the issue of [5,000,000] Shares on exercise of the Options are not taken into account in determining the Company's capacity to issue up to 15% of its issued Shares, if required, in the next 12 months without the need to obtain further Shareholder approval.

Under ASX Listing Rule 7.1, a listed company may (in general terms) only issue new Equity Securities up to 15% of its capital (calculated on a rolling 12 month basis). The issues of the securities which are the subject of the resolutions 2 to 5 were made within the ASX Listing Rule 7.1 placement limit.

Each allottee of the Shares and Options is a professional and/or sophisticated investor (as the case may be) for the purposes of section 708(8) or 708(11) of the Corporations Act (as applicable) and did not acquire (or in the case of Shares to be issued by the Company on exercise of the Options, the Company understands that the relevant investor will not acquire) the Options with the purpose of selling or transferring all or any of them or granting, issuing or transferring interests in or options over them, except where disclosure to investors is not required under sections 708 or 708A of the Corporations Act.

ASX Listing Rule 7.4 allows for subsequent shareholder approval of issues of equity securities for the purposes of Listing Rule 7.1 if the Company did not breach the ASX Listing Rule 7.1 placement limit at the time of issue and the holders of ordinary shares subsequently approve the issue. The Company is now seeking approval for the issue of these securities in the manner provided by ASX Listing Rule 7.4.

In accordance with the requirement of Listing Rule 7.5, the following information is provided in relation to the ratification:

Shares in relation to resolution 2:

Date of issue	3 May 2017
Number of securities issued	57,110,890
Class and type of equity security	Fully paid ordinary shares ranking equally with all other fully paid ordinary shares
Summary of terms	Shares issued as a private placement.
Names of persons who received securities or basis on which those persons were determined	Granted to sophisticated and/or professional investors. The allottees under Resolution 2 were not related parties of the Company
Price	\$0.008
Use of cash consideration	Funds raised were utilised to: - provide equity for the acquisition of undervalued USA oil assets - Development of existing Kansas and Oklahoma assets held by the company - For negotiations and work programs undertaken in the Northern Territory; and - General working capital purposes
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution

Shares in relation to resolution 3:

Date of issue	22 June 2017
Number of securities issued	13,544,567
Class and type of equity security	Fully paid ordinary shares ranking equally with all other fully paid ordinary shares
Summary of terms	Issued for services rendered to the Company as a fee offset
Names of persons who received securities or basis on which those persons were determined	Granted to 153 Fish Capital Pte Ltd

Price	Deemed issue price \$0.008
Use of cash consideration	No cash was raised from the issue of these shares
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution

Shares in relation to resolution 4:

Date of issue	16 February 2018
Number of securities issued	73,000,000
Class and type of equity security	Fully paid ordinary shares ranking equally with all other fully paid ordinary shares
Summary of terms	Shares issued as a private placement. Funds raised will be used for funding obligations to keep the Company's Northern Territory tenements in good standing, facilitate discussions and negotiations with potential Northern Territory Farmout partner/s, to strengthen the management team and working capital requirements.
Names of persons who received securities or basis on which those persons were determined	Granted to sophisticated and/or professional investors. The allottees under Resolution 4 were not related parties of the Company
Price	\$0.0125
Use of cash consideration	Funds raised will be used for: <ul style="list-style-type: none"> - funding obligations to keep the Company's Northern Territory tenements in good standing; - facilitate discussions and negotiations with potential Northern Territory Farmout partner/s; - to strengthen the management team; and - working capital requirements.
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution

Options in relation to resolution 5:

Date of issue	16 February 2018
Number of securities issued	5,000,000
Class and type of equity security	Unlisted options
Summary of terms	Issued for services rendered to the Company for assistance in capital raising on the following terms: 5,000,000 options exercisable at \$0.03 expiring 31 January 2020.
Names of persons who received securities or basis on which those persons were determined	Granted to Baillieu Holst Ltd (or nominee/s), the Lead Manager of the capital raising which occurred in February 2018

Price	Options granted for nil consideration
Use of cash consideration	No cash was raised from the issue of these options
Voting exclusion statement	Refer to the Notice of Meeting for details of the voting exclusion statement for the resolution

Glossary

In the Notice of Meeting and this Explanatory Statement the following defined terms have the following meanings:

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of the ASX.

Board means the board of Directors of the Company.

Business Day has the meaning given to that term in the ASX Listing Rules.

Company means Empire Energy Group Limited (ABN 29 002 148 361).

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means each of the directors of the Company.

Dollar or **\$** means the lawful currency of the Commonwealth of Australia.

Equity Securities means includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Extraordinary General Meeting means the extraordinary general meeting convened by the Notice of Meeting.

Notice of Meeting means the notice of meeting that accompanies this Explanatory Statement.

Option means an option to purchase a Share.

Share means an ordinary share in the capital of the Company that is fully paid or credited as fully paid (as the case may be).

Shareholder means a registered holder of Shares in the Company.

EMPIRE ENERGY GROUP LIMITED

(ABN 29 002 148 361)

("Company")

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

TO BE HELD AT 10.00AM ON FRIDAY 6 APRIL 2018

("Meeting")

PROXY FORM

Completed proxy forms may be returned in person or by post to the secretary of the Company at the adjacent address

or

by email to info@empiregp.net

or

by fax to: 02 9251 0244

To: The Secretary
Empire Energy Group Limited
Level 7, 151 Macquarie Street
Sydney NSW 2000

I/We
[please print]

of
[please print]

being a member of Empire Energy Group Limited (ABN 29 002 148 361) appoint:

Name of Proxy:.....

Address of Proxy:

or, failing attendance of the individual or body corporate named above, or if no individual or body corporate is named in this form, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting (and at any adjournment thereof) on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit).

If the Chairman of the Meeting is appointed as proxy or appointed as proxy by default, the Chairman of the meeting intends to vote any undirected proxies in favour of Resolutions 1-5 as set out below.

ITEMS OF BUSINESS

Please mark **X** to indicate your directions.

RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1. Ordinary resolution to approve issue of 75,000,000 placement shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ordinary resolution to ratify past issue of 57,110,890 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ordinary resolution to ratify past issue of 13,544,567 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ordinary resolution to ratify past issue of 73,000,000 securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ordinary resolution to ratify past issue of 5,000,000 options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGNATURE OF MEMBER (S)

Individual or Member 1

[Signature box for Member 1]

Sole Director/Company Secretary

Member 2

[Signature box for Member 2]

Director

Member 3

[Signature box for Member 3]

Director/Company Secretary

Contact Name _____ Contact daytime Telephone _____ Date ____ / ____ / ____

NOTES ON PROXIES:

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a Member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specified portion of the Member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: If this form is executed under a power of attorney and you have not already lodged the relevant power of attorney with the registry, please attach a certified photocopy of the power of attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

For your vote to be effective the completed proxy form must be received by 10.00am on 4 April 2018, being 48 hours prior to the Meeting.