

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	18 April 2011

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	Direct and indirect interest
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Securities held by Eastern & Pacific Capital Pty Ltd. This Company acts as Trustee for the McLeod Super Fund and McLeod Family Holdings. B W McLeod is a Director of this Company and a beneficiary of the Fund. B W McLeod is not a beneficiary of McLeod Family Holdings.
Date of change	19 May 2011
No. of securities held prior to change	Eastern & Pacific Capital - 5,318,082 shares - 5,300,000 executive options B W McLeod - 340,277 shares
Class	Fully paid ordinary shares
Number acquired	833,333 fully paid ordinary shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$100,000

+ See chapter 19 for defined terms.

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No. of securities held after change	Eastern & Pacific Capital - 6,151,415 shares - 5,300,000 executive options B W McLeod - 340,277 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	Issue of shares pursuant to private placement to professional and sophisticated investors following shareholder approval at the Annual General Meeting held 17 May 2011.

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	N/A
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?	No
If prior written clearance was provided, on what date was this provided?	17 May 2011

+ See chapter 19 for defined terms.