

# 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.

<b>Name of entity</b>	<b>Empire Energy Group Limited</b>
<b>ABN</b>	<b>29 002 148 361</b>

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.

<b>Name of Director</b>	Bruce McLeod
<b>Date of last notice</b>	23 May 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.

<b>Direct or indirect interest</b>	Direct and indirect interest
<b>Nature of indirect interest (including registered holder)</b> 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.
<b>Date of change</b>	3 June 2011
<b>No. of securities held prior to change</b>	Eastern & Pacific Capital - 5,744,595 shares - 5,300,000 executive options B W McLeod - 255,429 shares Ordinary Related Parties - 491,668 shares
<b>Class</b>	Fully paid ordinary shares
<b>Number acquired</b>	- 406,402 fully paid ordinary shares acquired by related parties of B W McLeod - 41,666 fully paid ordinary shares acquired by Eastern & Pacific Capital Pty Ltd.
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$53,768

+ See chapter 19 for defined terms.

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<b>No. of securities held after change</b>	Eastern & Pacific Capital - 5,786,261 shares - 5,300,000 executive options B W McLeod - 255,429 shares Ordinary Related Parties – 898,070 shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of shares at \$0.12 each pursuant to subscriptions to offer under the Company's Share Purchase Plan.

**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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	
<b>Name of registered holder (if issued securities)</b>	
<b>Date of change</b>	
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	
<b>Interest acquired</b>	
<b>Interest disposed</b>	
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	
<b>Interest after change</b>	

**Part 3 – Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a closed period where prior written clearance was required?</b>	No
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

+ See chapter 19 for defined terms.