

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 30/09/01 Amended 01/01/11

| | |
|-----------------------|-----------------------------|
| 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 | Alexander Oscar Espie Underwood |
| Date of last notice | 27 July 2018 |

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.

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|--|--|
| Direct or indirect interest | Direct and Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Indirect interest held by Tamarama Energy Services Pty Limited as Trustee for the A.O. E Underwood Family Trust. Mr Underwood is a director of the Company and beneficiary of the Trust. |
| Date of change | 26 September 2018 |
| No. of securities held prior to change | Direct - 8,000,000 Ordinary shares Indirect <ul style="list-style-type: none"> • 1,500,000 ordinary shares • 1,500,000 ordinary shares escrowed until 13/4/2019 • 1,500,000 ordinary shares escrowed until 13/4/2020 • 3,000,000 unlisted options expiring on 30/12/2021 vested until 18/4/2019 @ \$0.03 • 3,000,000 unlisted options expiring on 30/12/2021 vested until 18/4/2020 @ \$0.03 |
| Class | Ordinary shares and Unlisted Options |

+ See chapter 19 for defined terms.

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| | |
|---|---|
| <p>Number acquired</p> | <p>Indirect</p> <ul style="list-style-type: none"> • 5,000,000 Ordinary shares • 2,500,000 Unlisted Options expiring 26/9/2020 @ \$0.03 |
| <p>Number disposed</p> | <p>N/A</p> |
| <p>Value/Consideration <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p> | <ul style="list-style-type: none"> • Ordinary shares were issued for cash consideration of \$0.02 per share. • The issue price for the options was nil. |
| <p>No. of securities held after change</p> | <p>Direct - 8,000,000 Ordinary shares</p> <p>Indirect</p> <ul style="list-style-type: none"> • 6,500,000 ordinary shares • 1,500,000 ordinary shares escrowed until 13/4/2019 • 1,500,000 ordinary shares escrowed until 13/4/2020 • 3,000,000 unlisted options expiring on 30/12/2021 vested until 18/4/2019 @ \$0.03 • 3,000,000 unlisted options expiring on 30/12/2021 vested until 18/4/2020 @ \$0.03 • 2,500,000 unlisted options expiring 26/9/2020 @ \$0.03 |
| <p>Nature of change <small>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</small></p> | <p>Issue of Ordinary shares and Placement of options as part of the capital raising approved by shareholders on 20 September 2018.</p> |

+ See chapter 19 for defined terms.

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.

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

Part 3 – ⁺Closed period

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|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No |
| 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.