



EMPIRE ENERGY GROUP LIMITED
Level 7, 151 Macquarie Street
Sydney NSW 2000
T: 02 9251 1846
F: 02 9251 0244
(ASX: EEG)

ASX Announcement

23 January 2019

Dear Shareholders,

You have recently received correspondence from both Empire Energy Group Limited (“**Empire**” or “**the Company**”) (20 December 2018 ASX Announcement: “**Notice of Meeting / Proxy Form**”) and from Global Energy and Resources Development Limited (“**GERD**”) regarding the upcoming Extraordinary General Meeting (“**EGM**”) which will take place on 6 February 2019.

Attached as an Appendix to this letter are the Company’s responses to the assertions by GERD in their recent letter to shareholders.

Your Board of Directors cannot bow to pressure from individual shareholders particularly when they are seeking to take control of your Company.

It has been very pleasing to see the level of Shareholder engagement on this matter and to speak directly to several of you about your views regarding the strategic direction of our company. I encourage any shareholder who wishes to share their views on the Company’s strategy to call me at any time on 02 9251 1846.

If you have not already done so, I strongly encourage you to send in your proxy form so that your views can be voted on at the EGM. Attached to this letter are proxy forms which allow you to do so.

The Board of Directors (other than Linda Tang) urges all shareholders to vote:

- **AGAINST all the resolutions for Board changes (except resolution 5); and**
- **IN FAVOUR of resolution 5 - the removal of Linda Tang.**

Please read the information below in which I provide a strategy update and address a number of the statements made by GERD in the letter it sent to you which are in many instances false and in others misleading in pursuit of their goal to take control of your Company.



STRATEGY UPDATE

Empire's new Board and management has a clear strategy for value creation for our attractive asset base which can be summarised as follows:

1. Further build a Board of Directors and a management team with the experience and capability to guide Empire through what we believe will be a significant and sustained period of growth;
2. Further reduce debt through the optimisation of our US assets to focus on our world-class Northern Territory McArthur and Beetaloo Basin position; and
3. Build further our Northern Territory asset base focused on upstream oil and gas through strategic investment in the exploration, appraisal and development of our McArthur and Beetaloo Basin assets and potentially others to attract strong capital support.

Composition of the Board of Directors

Your Company is going through a period of significant change. I took on the CEO role less than six months ago and we are in the process of building a Board of Directors that is capable to execute our strategy.

The appointments of Mr Paul Espie AO and Mr John Gerahty were made only three months ago following consultation with a range of major shareholders. Our major Shareholders strongly endorsed the appointments, in recognition of their outstanding track records of value creation and stewardship of Australian public companies including resources companies, over many years.

The Board recognises that unconventional oil and gas geological and technical expertise is essential to complement the current Board capabilities.

A search is ongoing for suitable candidates with appropriate expertise, several being considered, the focus being on the experience in the unconventional shale gas.

Reduction of debt through optimisation of US assets

It has been my view since before I joined Empire that the debt position has been a significant drag on Empire's growth prospects and valuation and that the debt load should be reduced materially so that we can focus on unlocking the value of our Northern Territory assets and other prospects.

Empire's process of debt reduction commenced shortly after I joined the Company in May 2018. The Company carried out a competitive tender process to identify opportunities to refinance the US\$38 million loan to Macquarie Bank which was due to mature in February 2019. All proposals received from potential financiers required a substantial reduction in total debt.

The proposal from Macquarie was the most attractive with the lowest level of dilution of Empire Shareholders. We successfully negotiated a new US\$26.5 million 3-year debt facility with Macquarie including a US\$4 million conversion of debt to equity. This was conditional on Empire making a cash repayment of US\$7.5 million which was funded by an equity capital raising.

Following the successful August 2018 refinancing (during a time of challenging market conditions), Empire set to work identifying potential buyers for the US assets.



I am pleased to inform Shareholders that several confidentiality agreements have been signed with parties in the US and Australia interested in acquiring part or all of our US assets.

Empire is currently in negotiations with several parties but there is no guarantee as to what may eventuate, as market conditions fluctuate. We will only sell assets for fair value and in the best interests of all shareholders.

Northern Territory update

Planning for the 2019 exploration program is well advanced.

We have received nearly all of the required approvals for acquiring 2D seismic in EP187 and we will be tendering for seismic contracts in the next fortnight.

Our 2019 2D seismic program is fully funded and we expect to be in the field in April / May.

We understand that major operators in the Beetaloo Basin remain on track to execute their 2019 work programs which would involve the drilling and completion of fracture stimulated horizontal appraisal wells on their properties neighbouring ours.

These are exciting developments for Empire and the future of the McArthur / Beetaloo Basins.

Correspondence from GERD

GERD has recently sent a letter to all shareholders seeking their support to take control of the Board of Empire. Their letter contained a large number of false and misleading statements. The appendix attached to this document addresses the GERD assertions.

Thank you for your support. I look forward to an exciting year ahead for the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'Alex Underwood', written in a cursive style.

Alex Underwood

Chief Executive Officer and Managing Director

Empire Energy Group Limited



APPENDIX

COMPANY RESPONSE TO GERD ASSERTIONS IN ITS LETTER TO SHAREHOLDERS

GERD assertion	Empire Energy response
<p>Michael Tang does not own or beneficially control GERD. He is a US citizen and GERD is not controlled by 'the Chinese'.</p>	<p>Empire has numerous emails that demonstrate that Frank Magnus acts on the directions of Michael Tang in dealings with Empire Energy.</p> <p>Share certificates provided to Empire when GERD made its investment demonstrate that 100% of the issued capital of GERD was owned by Linda Tang, Michael Tang's daughter, at the time it made its initial investment in Empire.</p> <p>Furthermore, Empire has bank transfer documents that demonstrate that Michael Tang funded GERD's investment in Empire in May 2017.</p> <p>GERD's claim that Michael Tang is merely one of several consultants to GERD appears to be false and misleading.</p> <p>Shareholders are encouraged to visit the website of the Securities and Futures Commission of Hong Kong to review details of the outstanding matters related to Mr Tang. It states that Mr Tang is a Chinese / US dual citizen. More information can be found at the Hong Kong Securities and Futures Commission website, https://www.sfc.hk/web/EN/regulatory-functions/enforcement/have-you-seen-these-people/people-subject-to-arrest-warrants/tang-yan-tian-michael-(%E5%94%90%E5%BD%A5%E7%94%B0).html</p>
<p>The Board should be independent and unaligned</p>	<p>The proposed nominees are not independent or unaligned with GERD. They have long standing deep relationships with one another. At least three of the four proposed nominees were either co-founders or employees of a company called Global Oil Corporation ("GOC"), alongside Mr Magnus and Mr Tang.</p> <p>Edward Jacobson's CV and LinkedIn profile show that he was a co-founder of Global Oil Corporation ("GOC"), as were Mr Magnus and Mr Tang. Mr Jacobson also joined the Board of HKSE listed Company Smart Rich Energy (Finance) Holdings Limited on 3 January 2017 alongside Mr Magnus and Mr Tang.</p> <p>Bruce Garlick's CV states that he was the CFO of GOC in 2005 and subsequently MI Energy Limited, the company to which GOC recently sold all of its Chinese oil fields.</p> <p>James Hulme's CV states that he was the Vice President – Operations Manager of GOC.</p>
<p>There is not a shred of on-the-ground experience in</p>	<p>Alex Underwood has 15 years professional experience in natural resources at BHP Billiton Petroleum, Macquarie Bank and Commonwealth Bank of</p>



<p>the oil and gas industry amongst the board.</p>	<p>Australia. His banking roles were focused on the investment in, and valuation of upstream oil and gas projects and companies including a large number of ASX listed companies with assets in Australia and the US.</p> <p>Paul Espie AO and John Gerahty were appointed to the Board due to their skills and experience in value creation including many years on the Boards of a range of ASX listed resources companies.</p>
<p>The appointment to the Board of Paul Espie AO and John Gerahty was due to being close personal friends of the CEO</p>	<p>Paul Espie AO and John Gerahty, while known to the CEO, were appointed to the Board following consultation with major Shareholders who supported their appointment, their skills and experience.</p> <p>GERD subsequently opposed their appointment insisting that their lawyer, Richard O’Shannassy, who has subsequently been nominated as their proxy for the upcoming EGM, be appointed to the Board.</p> <p>GERD’s nominees have long-standing commercial and personal relationships with Mr Magnus and Mr Tang spanning over 20 years as detailed above.</p>
<p>The investment made by GERD is approximately twice that of Gerahty, Espie and Underwood combined.</p>	<p>GERD owns twice as many shares as Mr Gerahty, Mr Espie and Mr Underwood because it invested at lower prices. However, the dollar value of investments made by entities associated with Mr Gerahty, Mr Espie and Mr Underwood exceeds the dollar value of investments made by GERD.</p> <p>Current Directors have indicated their intention to invest further in Empire when appropriate.</p>
<p>A placement was done at a 40% discount to the prevailing EEG ASX market price. That exercise resulted in existing shareholders being unnecessarily diluted by the issue of 40 million new shares.</p>	<p>The capital raising in question was not conducted at a 40% discount.</p> <p>The raising was conducted when the Northern Territory fracking moratorium was still in place, the debt outstanding to Macquarie was 46% higher than it is today, and the company required working capital.</p> <p>GERD was offered and accepted the opportunity to participate in the raising.</p> <p>None of Mr Underwood, Mr Espie or Mr Gerahty were on the Board of Empire when the February 2018 raising was conducted. Mr Underwood’s employment at the Empire Group had not commenced at that time.</p> <p>GERD’s biggest investment in EEG, at 0.8c a share in mid-2017, was part of a capital raising arranged by Sanston Securities conducted at a 42% discount to the share price prior to the announcement of the capital raising at the time.</p>
<p>Mr Underwood made his own modifications to his remuneration package and, without any further consultation, submitted it to the Remuneration Committee for ratification.</p>	<p>Mr Underwood did not make modifications to his employment contract and present them to the Remuneration Committee for ratification. Any assertion by GERD to this effect is false and defamatory.</p> <p>There is currently no employment contract in place.</p>



	<p>The Chair of the Remuneration Committee, David Sutton, presented a remuneration package which was shaped by an independent remuneration consultant to the Remuneration Committee, but Linda Tang voted against it.</p> <p>Management should be incentivised to maximise shareholder value and the Company intends to seek Shareholder approval for a scheme on the advice of a highly respected independent Australian remuneration consultant at the appropriate time.</p>
There seems to be a rush on to sell the US assets.	This is not the case. The status of the proposed sale is outlined in the attached letter.



EMPIRE ENERGY GENERAL MEETING

We urge all Shareholders to vote:

- **AGAINST** all the resolutions for Board changes (except resolution 5); and
- **IN FAVOUR** of resolution 5 - the removal of Linda Tang.

Details of the General Meeting:

Date: 11am, 6 February 2019

Venue: Nexia Australia

Level 16, 1 Market Street

Sydney NSW 2000

Shareholders are urged to attend the meeting or vote by lodging **one** of the two proxy forms attached to this letter.

GREEN PROXY FORM – pre-completed form appointing the Chair of the meeting as your proxy who will vote against each of the Resolutions (other than Resolution 5) and in favour of Resolution 5.

WHITE PROXY FORM – an open form enabling you to cast your vote as you see fit and to appoint up to two proxies to attend and vote on your behalf or by appointing the Chair as your proxy.

How to lodge your proxy:

Please complete and sign the Proxy Form enclosed and ensure it is received no later than 11am (AEDT) on Monday, 4 February 2019.

Proxy forms can be returned in the following ways:

Hand deliveries: Computershare Investor Services Pty Limited

Yarra Falls, 452 Johnston Street

Abbotsford VIC 3067

Postal address: Computershare Investor Services Pty Limited

GPO Box 242

Melbourne VIC 3001

Fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Electronic: www.investorvote.com.au (or www.intermediaryonline.com for relevant intermediaries who participate in the Intermediary Online service)

Details of the Notice of Meeting can be found at:

<http://empireenergygroup.net/investorinformation/announcements/announcements2018/>



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ABN 29 002 148 361

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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<p>Vote online</p> <ul style="list-style-type: none"> • Go to www.investorvote.com.au or scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote. 	
<p>Your access information that you will need to vote:</p> <p>Control Number: 999999</p> <p>SRN/HIN: I9999999999 PIN: 99999</p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

For your vote to be effective it must be received by 11am (AEST) on Monday, 4 February 2019

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: 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 or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the 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 jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Empire Energy Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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) at the General Meeting of Empire Energy Group Limited to be held at Nexia Australia, Level 16, 1 Market Street, Sydney NSW 2000 on Wednesday, 6 February 2019 at 11am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

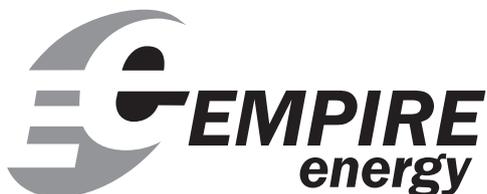
		For	Against	Abstain			For	Against	Abstain
Resolution 1	Removal of David Sutton as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Appointment of Joseph Samuel Graham as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Removal of Alexander Underwood as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Resolution 9	Appointment of James Eric Hulme as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Paul Espie as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Resolution 10	Appointment of Bruce Montgomery Garlick as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Removal of John Gerahty as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>					
Resolution 5	Removal of Linda Tang as a Director	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Removal of all other persons appointed as a Director on or after 0900 hours on the date of the Requisition up to and including the commencement of the Meeting	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Appointment of Edward (Ted) Patrick Jacobson as a Director	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote proxies against each item of business (other than Resolution 5, where he will vote in favour). In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



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(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000



Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

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Attending the Meeting

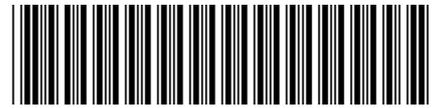
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the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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) at the General Meeting of Empire Energy Group Limited to be held at Nexia Australia, Level 16, 1 Market Street, Sydney NSW 2000 on Wednesday, 6 February 2019 at 11am (AEST) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Removal of David Sutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8	Appointment of Joseph Samuel Graham as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6	Removal of all other persons appointed as a Director on or after 0900 hours on the date of the Requisition up to and including the commencement of the Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7	Appointment of Edward (Ted) Patrick Jacobson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies against each item of business (other than Resolution 5, where he will vote in favour). In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /