

Appendix 5B

Mining exploration entity and oil and gas exploration entity quarterly report

Name of entity

Empire Energy Group Limited

ABN

29 002 148 361

Quarter ended ("current quarter")

December 2018

Consolidated statement of cash flows	Current quarter \$US	Year to date \$US
1. Cash flows from operating activities		
1.1 Receipts from customers	3,718,302	14,462,175
1.2 Payments for		
(a) exploration & evaluation	(200,332)	(748,347)
(b) development	(564,962)	(1,607,248)
(c) production	(1,731,610)	(6,929,071)
(d) staff costs	(185,312)	(727,543)
(e) administration and corporate costs	(582,973)	(2,511,372)
1.3 Dividends received (see note 3)	-	-
1.4 Interest received	1,170	2,589
1.5 Interest and other costs of finance paid	(625,563)	(3,029,644)
1.6 Income taxes paid	(199,809)	(399,623)
1.7 Research and development refunds	-	-
1.8 Other (provide details if material)	-	-
1.9 Net cash from / (used in) operating activities	(371,089)	(1,488,084)

2. Cash flows from investing activities		
2.1 Payments to acquire:		
(a) property, plant and equipment	-	(39,465)
(b) tenements (see item 10)	-	-
(c) investments	-	-
(d) other non-current assets	(1,500)	(15,279)
2.2 Proceeds from the disposal of:		
(a) property, plant and equipment	-	-
(b) tenements (see item 10)	-	-

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Consolidated statement of cash flows		Current quarter \$US	Year to date \$US
	(c) investments	-	-
	(d) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material) ^a	2,002,683	1,955,328
2.6	Net cash from / (used in) investing activities	2,001,183	1,900,584

^a \$US2,004,700 was received in the 4th quarter from proceeds in relation to life insurance policy held.

3.	Cash flows from financing activities		
3.1	Proceeds from issues of shares	70,580	11,991,405
3.2	Proceeds from issue of convertible notes	-	-
3.3	Proceeds from exercise of share options	-	-
3.4	Transaction costs related to issues of shares, convertible notes or options	(85,182)	(407,006)
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	(62,656)	(7,949,139)
3.7	Transaction costs related to loans and borrowings	(521,200)	(671,200)
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	(598,458)	2,964,060

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	3,261,477	918,056
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(371,089)	(1,488,084)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	2,001,183	1,900,584
4.4	Net cash from / (used in) financing activities (item 3.10 above)	(598,458)	2,964,060
4.5	Effect of movement in exchange rates on cash held	(137,336)	(138,839)
4.6	Cash and cash equivalents at end of period	4,155,777	4,155,777

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5. Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$US	Year to date \$US
5.1 Bank balances	4,103,521	4,103,521
5.2 Call deposits	52,256	52,256
5.3 Bank overdrafts	-	-
5.4 Other (provide details)	-	-
5.5 Cash and cash equivalents at end of quarter (should equal item 4.6 above)	4,155,777	4,155,777

6. Payments to directors of the entity and their associates	Current quarter \$US
6.1 Aggregate amount of payments to these parties included in item 1.2	74,308
6.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
6.3 Include below any explanation necessary to understand the transactions included in items 6.1 and 6.2	

- Fees paid to Tamarama Energy Services Pty Ltd for which A Underwood is a Director.
- Non-Executive Directors fees.

7. Payments to related entities of the entity and their associates	Current quarter \$US
7.1 Aggregate amount of payments to these parties included in item 1.2	-
7.2 Aggregate amount of cash flow from loans to these parties included in item 2.3	-
7.3 Include below any explanation necessary to understand the transactions included in items 7.1 and 7.2	

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8. Financing facilities available <i>Add notes as necessary for an understanding of the position</i>	Total facility amount at quarter end \$US	Amount drawn at quarter end \$US
8.1 Loan facilities	26.5 million	26.0 million
8.2 Credit standby arrangements	-	-
8.3 Other (please specify)	-	-
8.4 Include below a description of each facility above, including the lender, interest rate and whether it is secured or unsecured. If any additional facilities have been entered into or are proposed to be entered into after quarter end, include details of those facilities as well.		

The company has in place a \$26.5 million debt facility with Macquarie Bank Limited which matures in February 2022.

The Facility is secured against oil and gas assets held by the Company's US subsidiaries.

In October 2018 a new 3 year senior secured debt facility agreement was finalised with Macquarie, with an interest rate of LIBOR + 6.5% p.a.

9. Estimated cash outflows for next quarter	\$US
9.1 Exploration and evaluation	250,000
9.2 Development	-
9.3 Production	1,700,000
9.4 Staff costs	200,000
9.5 Administration and corporate costs	550,000
9.6 Other (Interest and Former CEO Termination Payment)	1,100,000
9.7 Total estimated cash outflows	3,800,000

10. Changes in tenements (items 2.1(b) and 2.2(b) above)	Tenement reference and location	Nature of interest	Interest at beginning of quarter	Interest at end of quarter
10.1 Interests in mining tenements and petroleum tenements lapsed, relinquished or reduced	Refer to attached schedule.			
10.2 Interests in mining tenements and petroleum tenements acquired or increased				

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Sign here:


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(Managing Director)

Date: 31 January 2019

Print name: Alexander Underwood

Notes

1. The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity that wishes to disclose additional information is encouraged to do so, in a note or notes included in or attached to this report.
 2. If this quarterly report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, AASB 6: Exploration for and Evaluation of Mineral Resources and AASB 107: Statement of Cash Flows apply to this report. If this quarterly report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
 3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
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LEASES ASSIGNED 10/1/2018-12/31/2018

<u>State</u>	<u>Contract/Deed Type</u>	<u>Operator</u>	<u>Empire ID</u>	<u>WI</u>	<u>NRI</u>	<u>Acres</u>	<u>Maturity</u>	<u>Status</u>	<u>Formation</u>
KS	O&G	Empire Energy E&P, LLC	150330005	0.92823329	0.73926147	160	6/07/1985	HBP, Producing	All Horizons
KS	O&G	Empire Energy E&P, LLC	150330006	0.92823329	0.73926147	320	22/06/1985	HBP, Producing	All Horizons
KS	O&G	Empire Energy E&P, LLC	150330007	0.92823329	0.73926147	160	22/06/1985	HBP, Producing	All Horizons
KS	O&G	Empire Energy E&P, LLC	150330008	0.92823329	0.73926147	160	6/07/1985	HBP, Producing	All Horizons
KS	O&G	Empire Energy E&P, LLC	150330009	0.92823329	0.73926147	120	22/06/1985	HBP, Producing	All Horizons

LEASE EXPIRED/PLUGGED 10/1/2018-12/31/2018

<u>State</u>	<u>Contract/Deed Type</u>	<u>Operator</u>	<u>Empire ID</u>	<u>WI</u>	<u>NRI</u>	<u>Acres</u>	<u>Maturity</u>	<u>Status</u>	<u>Formation</u>
KS	O&G	Empire Energy E&P, LLC	150090017	0.92823329	0.73926141	80	1/05/1953	Expired/Plugged	All Horizons