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19 April 2013

Dear Shareholder,

RE: NON RENOUNCEABLE ENTITLEMENT ISSUE OF SHARES

As you may be aware, Empire Oil & Gas NL (**Empire** or the **Company**) announced to ASX Limited on 19 April 2013 a pro rata non-renounceable entitlements offer to eligible shareholders on the basis of one (1) new share for every nine (9) shares held at the record date at an issue price of \$0.01 per share (**New Share**) (**Offer**).

Based on the Company's current issued capital, the Offer will result in 619,430,743 New Shares being issued and will raise a minimum of approximately \$6.19 million (before transaction costs).

The New Shares will rank equally with all existing ordinary shares from their date of issue. Application for quotation of the New Shares on the ASX was made on 19 April 2013.

The Entitlement Issue is being made to all registered shareholders as at close of business on 1 May 2013 (Record Date) whose registered address on Empire's share register is in Australia or New Zealand. Shareholders on the Record Date whose registered address on Empire's share register is outside Australia or New Zealand (Non-Qualifying Foreign Holders) will not be eligible to participate in the Offer. The decision has been made by Empire taking into account the small number of Non-Qualifying Foreign Holders in each jurisdiction, the small number and value of New Shares which would otherwise have been offered to those Non-Qualifying Foreign Holders, and the costs of complying with the legal and regulatory requirements in those jurisdictions.

It has been determined that you are a Non-Qualifying Foreign Holder because your registered address on Empire's share register is outside Australia and New Zealand and accordingly we regret that you will not be eligible to participate in the Offer.

Empire lodged an offer document containing the full details of the Offer with ASX on 19 April 2013 (Offer Document), including an indicative timetable as set out in section 3.2 of the Offer Document and details with respect to Overseas Shareholders as set out in section 3.10 of the Offer Document. The Offer Document is available on the ASX website (company announcements section, ASX code: EGO) at www.asx.com.au.

If you have any queries in relation to the above, please contact your professional adviser or the Company Secretary, Kim Hogg, on (61-8) 6389 2688 during normal business hours.

Yours faithfully

JL Craig Marshall
Managing Director
EMPIRE OIL & GAS NL