



EMPIRE OIL & GAS NL

ABN 55 063 613 730
229 Stirling Highway
CLAREMONT 6010 WESTERN AUSTRALIA
TELEPHONE +61 8 9284 6422
FACSIMILE +61 8 9284 6588
EMAIL info@empireoil.com.au
WEB www.empireoil.com.au

08 November 2012

The Manager
The Australian Securities Exchange
The Company Announcements Office
Level 4/20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

RE: ANNUAL GENERAL MEETING, 28 NOVEMBER 2012

In accordance with Listing Rule 3.17, please find attached a letter from me, as the Company's Managing Director, concerning the Company's Annual General Meeting to be held on 28 November, 2012.

This letter is being mailed to Shareholders today, 8 November, 2012.

Yours faithfully

JL CRAIG MARSHALL
Managing Director
EMPIRE OIL & GAS NL

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7 November 2012

Dear Shareholder

RE: ANNUAL GENERAL MEETING - 28 NOVEMBER 2012

As you know, the current Board of Empire consisting of Dr Bevan Warris, Neil Joyce, Jeff MacDonald and myself decisively withstood challenge by Mr Eddie Smith and his team consisting of Robert Downey, Bernard Crawford and himself at the general meeting of the Company held on 30 October 2012 which was requisitioned by Mr Smith and others. The Shareholders of Empire overwhelmingly rejected Mr Smith and his team.

It was most disappointing to learn that on 31 October 2012 (the day after Mr Smith and his team had been overwhelmingly rejected by Empire's shareholders) that Mr Smith and his team nominated for election as directors at a further general meeting of the Company ("**spill meeting**") to be held on 12 December 2012 in the event that at the AGM on 28 November 2012:

- 1 25% or more of shareholders eligible to vote, vote against the adoption of the 2012 Remuneration Report (Resolution 1); and
- 2 50% or more of shareholders eligible to vote, vote in favour of the Company holding a "spill meeting" at which Messrs Warris, Joyce and MacDonald would cease to hold office (Resolution 2).

I, as Managing Director of your Company, will not be the subject of any spill because the legislation specifically excludes its application to managing directors. I will continue to be your Managing Director whatever the outcome of the resolutions on 28 November 2012.

Because of the intervention of Mr Smith and his team in this process, I feel compelled to highlight the following features of the Remuneration Report which I hope will persuade you to vote **for** the Remuneration Report and against the Spill Resolution. They are:

- The total remuneration package for your 4 directors, including myself as managing director, for 2012 was **\$785,149**.
- This amounts to a **reduction of \$863,026** on last year's total remuneration package.

It is clear that Mr Smith and his team are using the prospect of a so-called second strike in relation to the 2012 Remuneration Report as a way of trying once again to gain control of your Company at a “spill meeting”.

Such a use is not the intended purpose of the legislative changes regarding remuneration reports. Shareholders have the opportunity at the AGM to express again their support for the current Board and also disappointment at the renomination of Messrs Smith, Crawford and Downey by either lodging a proxy or attending in person to vote **for** Resolution 1 and **against** Resolution 2. If Resolution 2 is not passed at the AGM, the “spill meeting” scheduled for 12 December 2012 will not be required which will result in a substantial cost and administration saving for the Company and allow it, once again, to focus solely on bringing its assets into production without the distractions of a third general meeting within a two month period.

To ensure that voting on Resolutions 1 and 2 at the AGM is not treated as a re-run of Mr Smith’s unsuccessful attempt to take control of your Company on 30 October 2012, I urge shareholders to vote **for Resolution 1** namely the Remuneration Report and **against Resolution 2** namely the Spill Resolution.

I also urge shareholders to vote **for** the re-election of Mr Neil Joyce as a director of your Company (Resolution 3). Mr Joyce has provided excellent service and wise counsel to the Board over many years and the Board looks forward to his re-election at this critical time in the history of the Company.

I attach a proxy form indicating how such a vote should be marked on your proxy form. If you are happy to vote in that manner, please sign the proxy and return it to the Company by mail or fax it to the Company on (08) **9284 6588**.

If you have any queries, please let me know.

Yours sincerely



JL Craig Marshall
Managing Director
EMPIRE OIL & GAS NL

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PROXY FORM

229 STIRLING HIGHWAY
CLAREMONT
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EMAIL info@empireoil.com.au
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APPOINTMENT OF A PROXY

I/We being a member(s) of Empire Oil & Gas NL hereby appoint

THE CHAIRMAN

(Write here the name of the person you are appointing)

or failing the person named, or if no person is named, the Chairman as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Empire Oil & Gas NL to be held in the Tawarri Reception Centre, The Esplanade, Dalkeith, Western Australia 6009 on Wednesday, 28 November 2012 at 10.00 am (WST) and at any adjournment of that meeting.

VOTES ON ITEMS OF BUSINESS

(Voting directions to your proxy – please mark 'X' to indicate your directions)

	FOR	AGAINST	ABSTAIN*
ITEM 1. ADOPTION OF REMUNERATION REPORT	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 2. CONDITIONAL SPILL RESOLUTION	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
ITEM 3. RE-ELECTION OF DIRECTOR - NEIL JOYCE	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

If the Chairman is appointed as your proxy, or may be appointed by default, and you have not marked any of the above boxes, you acknowledge that you are expressly authorising the Chairman to exercise your proxy even if he has an interest in the outcome of a resolution and that the votes cast by the Chairman for those resolutions other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote any undirected proxies in favour of all resolutions, except the Conditional Spill Resolution which, if applicable, he intends to vote against.

APPOINTMENT OF A SECOND PROXY

<input type="checkbox"/>	I/We wish to appoint a second proxy	AND	<input type="text"/>	%	OR	<input type="text"/>
	Mark with an 'X' if you wish to appoint a second proxy		State the percentage of your voting rights			State the number of shares for this Proxy Form

AUTHORISED SIGNATURE(S)

This section **must be signed** in accordance with the instructions overleaf to enable your directions to be implemented.

..... INDIVIDUAL/SECURITY HOLDER 1 Individual/Sole Director and Sole Company Secretary SECURITY HOLDER 2 Director SECURITY HOLDER 3 Director/Company Secretary
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CONTACT DETAILS

..... Contact Email address (.....) Contact Telephone Number
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VOTING BY PROXY - HOW TO COMPLETE THE PROXY FORM

1. YOUR NAME AND ADDRESS DETAILS

Please complete your name and address as it appears on the share register of Empire Oil & Gas NL.

2. APPOINTMENT OF A PROXY

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Empire Oil & Gas NL.

3. VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4. APPOINTMENT OF A SECOND PROXY

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- indicate that you wish to appoint a second proxy by marking the box;
- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form; and
- return both forms together.

5. AUTHORISED SIGNATURE/S

You must sign this form as follows in the spaces provided:

- **Joint Holding** in the case of joint holders the proxy form must be signed by at least one of the holders. Where it is signed by more than one holder, the vote of the person first named in the Company register shall be accepted to the exclusion of the vote of the other joint holder(s).
- **Power of Attorney** if signed under a Power of Attorney, the Power of Attorney (or a certified copy) must be lodged with the Company at least 48 hours before the meeting.
- **Companies** a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate 'Certificate of Appointment of Representative' should be produced prior to admission.

LODGEMENT OF PROXY FORM

This Proxy Form and any Power of Attorney or other authority under which it is signed (or a copy or facsimile which appears on its face to be an authentic copy of the proxy, power or authority) must be received no later than 48 hours before the commencement of the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by facsimile to the registered office on:

(08) 9284 6588 (within Australia) or
+61 8 9284 6588 (outside Australia)

or by mail or delivery to the registered office of the Company at:

229 Stirling Highway
Claremont
Western Australia 6010
Australia