

Empire Diversified Energy, Inc.

Delaware Corporation

401 East Las Olas Blvd.

Suite 1400

Fort Lauderdale, FL, 33301

Telephone: 954-332-2423

Corporate Website: www.empirediversifiedenergy.com

SIC Code: 5052

Annual Report

For the period ending 4rd Quarter and Annual Report ending December 31, 2018
(the "Reporting Period")

The number of shares outstanding of our Common Stock is 168,042,311 as of May 15, 2019

The number of shares outstanding of our Common Stock was 162,307,496 as of December 31, 2018

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934): **No: X**

Indicate by check mark whether the company's shell status has changed since the previous reporting period: **No: X**

Indicate by check mark whether a change in control of the company has occurred over this reporting period: **No: X**

Part A General Company Information

Item 1 The exact name of the issuer and its predecessor (if any).

Empire Diversified Energy, Inc. December 22, 2014
Electric Moto Corporation, Inc. November 13, 2007
Panther Mountain Water Park March 31, 1986

Item 2 The address of the issuer's principal executive offices.

Empire Diversified Energy, Inc.
401 East Las Olas Blvd
Suite 1400

Fort Lauderdale, FL, 33301

Phone: 954-332-2423

Fax: 954-332-2301

Investor Relations: Michael Kelly at above address. Email: Mkelly@empirede.com

Empire Minerals, Inc
401 East Las Olas Blvd
Suite 1400
Fort Lauderdale, FL, 33301
Phone: 954-332-2423

Empire Minerals of Ohio Corporation
44995 Dickerson Church Road. P.O. Box 305
Cadiz, OH, 43907
Phone: 843-276-6208
Fax: 954-301-0106
Email: mkelly@empirede.com

Item 3 The jurisdiction(s) and date of the issuer's incorporation or organization.

Delaware, Date of Incorporation: March 31, 1986. Current Status: Active and in Good Standing

Part B Share Structure

Item 4 The exact title and class of securities outstanding.

Authorized Shares: 1,500,000,000 a/o 12/31/2018

Outstanding Shares: 162,307,496 a/o 12/31/2018

Restricted Shares: 152,858,235 a/o 12/31/2018

Unrestricted Shares: 9,449,261 a/o 12/31/2018

Float : 9,449,261 a/o 12/31/2018

Preferred Stock: 5,000,000 authorized , none issued

Common Stock CUSIP: 191644 102 Ticker Symbol: MPIR

Item 5 Par or stated value and description of the security.

- A. Par or stated value of the Common Stock: \$0.001. Each share of common stock has one voting right
- B. Preferred Stock: Unissued

Item 6 The number of shares or total amount of the securities outstanding for each class of securities authorized.

- i (i) Period end date; December 31, 2018
- ii (ii) Number of shares authorized; 1,500,000,000
- iii (iii) Number of shares outstanding; 162,307,496
- iv (iv) Freely tradable shares (public float); 9,449,261
- v (v) Number of beneficial shareholders owning at least 100 shares; 513
- vi (vi) Total number of shareholders of record. 912

Item 7 The name and address of the transfer agent*.

Continental Stock Transfer and Trust Company
One State Street
30th Floor
New York, NY, 10004-1561
Contact: Margaret Villani, Executive Vice President
Phone: 212-509-4000
Fax: 212-845-3218

Continental Stock Transfer and Trust is registered under the Exchange Act: the SEC is the regulatory authority.

Part C Business Information

Item 8 The nature of the issuer's business.

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.); Corporation
 2. the year that the issuer (or any predecessor) was organized; 1986
 3. the issuer's fiscal year end date; December 31. Securities quoted on OTCQX U.S. must have at least 50 beneficial shareholders each owning at least 100 shares. Securities quoted on OTCQX U.S. Premier must have at least 100 beneficial shareholders each owning at least 100 shares. Yes, in compliance
 4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding; no
 5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets; December 2014
 6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments; no
 7. any change of control; yes, at time of merger, December 22, 2014
 8. any increase of 10% or more of the same class of outstanding equity securities; yes, at the time of merger
 9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization; yes 1 for 900 on December 22, 2014
 10. any delisting of the issuer's securities by any securities exchange; and no
 11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved. no
- B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes; 5052
2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations; development stage

Company Description

Empire Diversified Energy, Inc. (EDE or the Company) is an OTC Markets public company which seeks to create an integrated system of Green Energy projects, which address the broad range of environmental needs that the Energy Industry currently faces. The Company was incorporated in Delaware in 1986 as Panther Mountain Water Park. In April 2004, following an asset purchase, Panther Mountain Water Park began doing business as Electric Moto Corporation, specializing in electric powered vehicles. In December 2014, the Company changed its name to Empire Diversified Energy, Inc. and completed a 1:900 (one for nine hundred) reverse stock split.

The Company is based in Fort Lauderdale Florida and currently has 5 Employees. Empire Diversified Energy's common stock trades under the symbol MPIR. The Company is

currently in the development stage. Since January 1, 2015, the Company has incurred net losses of (\$5,949,872) through December 31, 2018.

Our Strategic Business Plan articulates the mission, goals, objectives, strategic and marketing direction for 2018–2020. This plan represents a three - year roadmap toward a successful, mature organization that actively addresses organizational development, and enhanced efficiencies.

Mission Statement

Empire Diversified Energy's (EDE) primary mission is to serve the challenges of the Energy Industry with innovated solutions primarily related to the safe removal and disposal of Coal Combustion Residue (CCR), commonly referred to as coal ash, from the nations utilities storage ponds.

Our secondary mission is to provide and develop renewable alternative clean energy sources such as more efficient hybrid fuel. We believe it is incumbent upon our Company to use its talent and resources to fully develop and push to market these cleaner energy alternatives as responsible corporate citizens.

In summary, our mission is to help clean up our existing environment and develop clean fuel sources in the future to ensure the environment remains clean and pure for future generations.

3. whether the issuer has at any time been a "shell company";⁴ issuer, MPIR has never been a shell company, and currently conducting operations in the core businessis now a development stage company

The issuer must attest that it is not currently a shell company. If the issuer discloses that it was formerly a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12-point type:

4 For the purpose of this section a "shell company" means an issuer, other than a business combination related shell company, as defined by Securities Act Rule 405, or an asset-backed issuer, as defined by Item 1101(b) of Regulation AB, that has:

- (1) No or nominal operations; and
- (2) Either:
 - (A) No or nominal assets;
 - (B) Assets consisting solely of cash and cash equivalents; or
 - (C) Assets consisting of any amount of cash and cash equivalents and nominal other assets.

"We were not previously a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction with a legal opinion from a qualified attorney."

Item 9 The nature of products or services offered: Coal used for blending

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer: from business plan or website (www.empirediversifiedenergy.com)

DTE Dickerson Acquisition

Empire completed its acquisition on the DTE Dickerson property in May 2017 and the Company's plan of operations is as follows:

- The Dickerson Property has coal refuse and coal waste, which can be removed and blended at other nearby established coal mines.
- The Dickerson Property is located within 20-mile radius of several established mining complexes, which will allow DTE to customize blends of coal
- The refuse coal and waste coal will be blended with ROM coal, which will be suitable for power plants and other providers of energy.
- The market price for the blended coal will be at a discount to the NYMEX coal price, thus providing savings to the consumer.
- The blended coal can be easily loaded into railcars or barges, both of which are accessible to the Dickerson Property.

Assets in the Dickerson LLC included the following: (i) 436 acres of mineral rights located in Cadiz, Ohio, including all coal, coal slurry, coal waste and coal refuse located within the property; (ii) surety bond in the amount of \$1,203,500; (iii) a slurry disposal area; (iv) prep plant; and (v) various permits

While there have been no mining operations for more than 5 years, it is believed that there remains more than three million tons of refuse coal. At various times the property was mined by U.S. Steel and CONSOL Energy Inc.

To commence operations, it will be necessary for us to:

- Acquire the requisite equipment, including D- 10 -front end loader, water pumps and screeners.
- Consummate purchase agreements with buyers.

The local mines in the area will allow DTE to blend and customize its coal specification to meet both international and domestic coal orders at a reduced price per ton. We have agreed in principle with a local mining company that they will sell us 70,000 tons of run of mine coal per month that we will blend with our refuse and waste coal at a ratio of 70% run of mine coal and 30% refuse and waste coal. Because of the proximate location of the local mining complex and our Dickerson Property, the cost of delivering the blended coal will be kept to a minimum.

Pro Forma Estimates for DTE Dickerson, site owned by Empire Minerals of Ohio Corp, a 100% wholly owned subsidiary of Empire Diversified Energy, Inc.

DTE Dickerson	2019	2020	2021
Sales/ Tons	200,000	360,000	450,000
Sales Price Ton	\$ 26.00	\$ 30.00	\$ 33.00
Sales	\$ 5,200,000	\$ 10,800,000	\$ 14,850,000
Cost/pt Labor & Equip.	\$ 9.00	\$ 11.00	\$ 13.00
Cost/pt Added Fees	\$ 3.70	\$ 3.70	\$ 3.70
Cost/pt Scale & Accounting	\$ 0.60	\$ 0.60	\$ 0.60
Inland Logistics (handling)	\$ 3.00	\$ 3.00	\$ 3.00
Sub Total Cost/per ton	\$ 16.30	\$ 18.30	\$ 20.30
SG&A with royalties	\$ 4.50	\$ 4.50	\$ 4.50
Total Cost per ton	\$ 20.80	\$ 22.80	\$ 24.80
Total Cost	\$ 4,160,000	\$ 8,208,000	\$ 11,160,000
Gross Profit	\$ 1,040,000	\$ 2,592,000	\$ 3,690,000

EDE's CCR Remediation Bundled Program

Initial Market Assessment

Empire Diversified Energy Inc. uses a bundled program approach that takes advantage of the round-trip logistics. The Company's bundled program secures qualified landfills, adjacent to railroad access and coal mines. The coal ash will be removed from the utility settling basins, ponds, landfills or surface impoundments, then transported and deposited in Subtitle D certified landfills. The unit train, rather than returning empty to the power plant (deadhead), will proceed to Empire Diversified Energy Inc. proposed processing sites to be loaded with solid fuel and delivered to the designated power plant, creating a cost efficient (up to 50%) logistical round trip. This program can provide tremendous savings for the client and substantial profit margins for the Company.

In June of 2016 a cost saving, turnkey solution was created when Empire Diversified Energy, Inc. and Waste Management National Services, Inc. jointly signed a Master Services Agreement (MSA). Waste Management, Inc. is the leading provider of comprehensive environmental solution services in the United States. All Waste Management landfills surpass current government regulations. Under the terms of this MSA, Waste Management National Services can offer Superfund Indemnification as well as assistance to EDE's customers for CCR Remediation Services.

Proposed Acquisitions and Development

Empire Diversified Energy Inc. in conjunction with its wholly owned subsidiaries Empire Minerals, Inc. and Empire Minerals of Ohio, Inc. has identified several key acquisitions to allow the organization to acquire undervalued assets in logistics and natural gas storage. This includes but not limited to barge and railroad loadout facilities, transfer stations and developing underground storage and pipeline facilities.

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H. the need for any government approval of principal products or services and the status of any requested government approvals.

Item 10 The nature and extent of the issuer's facilities. (DTE Dickerson site)

Please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Part D Management Structure and Financial Information

Item 11 The name of the chief executive officer, members of the board of directors, as well as control persons.

Frank Rosso, Chief Executive Officer and Director,
Richard Tuorto, Chairman of the Board and President,
Edward Oppel, Director and Chairman of Audit Committee,
Larry Chimerine, Director and Audit Committee Member,

5% ownership: Robert Lancellotti, Stein Levorsen
Administrator: Michael Kelly

A. Officers and Directors.

Richard Tuorto

401 East Las Olas Blvd, Suite 1400, Fort Lauderdale, FL,33301

Chairman of the Board and President of Empire Diversified Energy

Mr. Richard Tuorto is the Co-Founder and serves Co-Chairman of the Board for Empire Diversified Energy. Mr. Tuorto has served in the public sector for over 40 years and is recognized as one of the foremost M&A specialists in the coal and waste management industries. Mr. Tuorto has owned, operated, managed and developed over \$500 Million in assets for public concerns over the last four decades, including coal mines, processing plants, transfer stations, landfills and proprietary transportation technologies.

Other Affiliation: President of Blaze Logistics, LLC

Common shares owned of Empire Diversified Energy: 28,265,500, 19.4%

Compensation: Annual Salary \$200,000 is being deferred

No Regulatory or Legal Issues.

Frank Rosso

401 East Las Olas Blvd, Suite 1400, Fort Lauderdale, FL,33301

Chief Executive Officer and Board Member, Interim Chief Financial Officer, Audit Committee Member

Mr. Rosso is one of the Co-Founders of Empire Diversified Energy Inc., a Delaware corporation formed in 2015. Mr. Rosso has been a top executive in the energy business for more than ten years now; both in Colombia, South America and the Appalachian Regions of the United States. From 1986 to 1997 Mr. Rosso worked at several major Wall Street firms including Morgan Stanley, Gruntal and Dean Witter. During this period, Mr. Rosso held the positions of Corporate Finance Director, Syndication Manager and Vice President of Investments.

Other Affiliation: President of Empire Global Coal, Inc., LLC

Common shares owned of Empire Diversified Energy: 28,266,500, 19.4%

Compensation: Annual salary of \$240,000 is being deferred

No Regulatory or Legal Issues.

Dr. Lawrence Chimerine

401 East Las Olas Blvd, Suite 1400, Fort Lauderdale, FL,33301

Director and Audit Committee Member

Dr. Lawrence Chimerine is President, Radnor International Consulting Inc., in Radnor, PA; and Partner and Member of the Investment Committee of Miller Investment Management (formerly Strategic Capital Advisors) in West Conshocken, PA. He is the former Chairman, Chief Executive, and Chief Economist of Chase Econometrics and The WEFA Group.

From 1965 to 1979, Dr. Chimerine was Manager of the U.S. Economic Research and Forecasting for the IBM Corporation. He left IBM to assume the chairmanship at Chase Econometrics, and in 1987, was appointed chairman and CEO of the WEFA Group. During the 1990's, in addition to founding and operating Radnor International Consulting, Dr. Chimerine was Managing Director and Chief Economist at the Economic Strategy Institute (ESI) in Washington, D.C.

Dr. Chimerine's latest books include, Business Opportunities and Practices in the Far East and the Handbook for Raising Capital, both published by Dow Jones-Irwin. Dr. Chimerine appears regularly on the Lehrer News Hour, Adam Smith's "Money World", Wall Street Week, Today, Good Morning America, Crossfire, C-Span, CNBC, This Week, ABC Evenings, NBC Nightly News, and other popular television programs

Other Affiliation: President of Radnor Consulting, LLC.

Common shares owned of Empire Diversified Energy: 3,783,333, 2.6%

Compensation: None

No Regulatory or Legal Issues.

Edward Oppel

401 East Las Olas Blvd, Suite 1400,
Fort Lauderdale, FL, 33301

Director and Chairman of Audit Committee

Vice-President-PSA Constructors, Inc. 2015-Present

Representing the company in the Marine and Ports industry to provide Construction Management and Engineering services to Ports worldwide. PSA is located in Orlando, Florida with multiple offices throughout the United States and has over 25 years' experience in the energy and transportation industries. We offer consulting services in the Energy, Maritime and Airport industries, Logistics and, Infrastructure improvements.

Commissioner – Port of Palm Beach

2005-2015

Mr. Oppel was Chairman of the Board of the Port of Palm Beach District which is a Special Taxing District established in its present form by the Florida Legislature in 1915. The Port's governing body is a five-member board of commissioners elected by the residents of the District. Its boundaries encompass approximately 927 miles or approximately 50% of Palm Beach County.

Compensation: none

Number and class of the issuer's securities beneficially owned by each such person.

3,183,333 common shares, 2.2%

B. Legal/Disciplinary History: None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; none

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or none

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities. none

C. Disclosure of Family Relationships. Describe any family relationships⁵ among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities. None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction: n/a

1. The name of the related person and the basis on which the person is related to the issuer;

2. The related person's interest in the transaction;

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);n/a

4. The approximate dollar value of the related person's interest in the transaction; and n/a

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction. n/a

⁵ The term "family relationship" means any relationship by blood, marriage or adoption, not more remote than first cousin. n/a

1. For the purposes of paragraph D of this Item 11, the term “related person” means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer’s equity securities, immediate family members⁶ of any such person, and any person (other than a tenant or employee) sharing the household of any such person.

2. For the purposes of paragraph D of this Item 11, a “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

3. The “amount involved in the transaction” shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:

a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer’s last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and

b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer’s last fiscal year and all amounts of interest payable on it during the last fiscal year.

4. In the case of a transaction involving indebtedness:

a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and

b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities or such person’s family members.

5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.

6 “Immediate family members” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law.

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6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to have an indirect material interest for purposes of paragraph D of this Item 11 where:

a. The interest arises only:

i. From such person’s position as a director of another corporation or organization that is a party to the transaction; or

ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or

iii. From both such position and ownership; or

b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.

7. Disclosure need not be provided pursuant to paragraph D of this Item 11 if:

a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.

8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

Item 12 Financial information for the issuer's most recent fiscal period. Posted, included by reference to website and otc markets

Instruction to Item 12: The issuer shall post the financial statements required by this Item 12 through www.OTCIQ.com under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Financial Report") The issuer

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must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item 12 can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

1) balance sheet; completed

2) statement of income; completed

3) statement of cash flows; completed

- 4) statement of changes in stockholders' equity (for Annual Reports only);
- 5) financial notes; completed
- 6) audit letter, if period ending is fiscal year completed

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (U.S. GAAP or IFRS, as applicable) by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statements are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

Item 13 Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

Please provide the financial statements described in Item 12 above for the issuer's two preceding fiscal years.

Instruction to Item 13: The issuer shall either (i) attach the financial statements required by this Item 13 to its initial disclosure or (ii) post such financial statements through www.OTCIQ.com as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross-reference to the specific location where the information requested by this Item 13 can be found in the incorporated documents.

Item 14 Beneficial Owners.

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

Position	Full Legal Name	Address	# of shares Beneficially Owned	%
CEO	Frank J. Rosso	2760 S.E. 13th Ct Pompano Beach, FL, 33062	27,912,750	17.2%
Chairman	Richard Tuorto	255 Mill St. , Ehrhardt, SC, 29801	32,929,500	20.3%
Director:	Lawrence Chimerine	4740 South Ocean. Highland Beach, FL, 33487	3,783,333	2.3%
Director	Edward Oppel	10767 Grande Blvd, West Palm Beach, FL, 33413	3,183,333	2.0%
	Haveland Trading Corporation., Robert Lancellotti	P.O. Box 154. Congers, NY, 10920	14,564,054	9.0%
	Stein Levorsen	Frysjavaeien 33 0411, Oslo, Norway	13,858,250	8.5%

Item 15 The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

1. Investment Banker: None

2. Promoter None

3. Securities Counsel: Greenberg Traurig, LLC., 401 East Las Olas Blvd, 20th Floor, Fort Lauderdale, FL, 33301

Phone: (954) 765-0500, Fax: (954) 765-1477, E-mail: PerezF@gtlaw.com

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

ASSURANCE DIMENSIONS, 5489 Wiles Road, Unit 303 | Coconut Creek, FL 33073, michael.naparstek@aduscpa.com Office: 754.205.6417 ext. 236 | Fax: 754.205.6519

5. Public Relations Consultant Tom Ronk, Buyins.net, tomronk@gmail.com, tel:(949)230-7680,

6. Investor Relations Consultant: Tom Ronk, Buyins.net, tomronk@gmail.com, tel:(949)230-7680,

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the name, address, telephone number and email address of each advisor.

Item 16 Management's Discussion and Analysis or Plan of Operation.

Instructions to Item 16

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

A. Plan of Operation. Information from the Business Plan or Corporate Website (www.empirediversifiedenergy.com)

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;

Empire completed its acquisition on the DTE Dickerson property in May 2017 and the Company's plan of operations is as follows:

The Dickerson Property has coal refuse and coal waste, which can be removed and blended at other nearby established coal mines.

The Dickerson Property is located within 20-mile radius of several established mining complexes, which will allow DTE to customize blends of coal

The refuse coal and waste coal will be blended with ROM coal, which will be suitable for power plants and other providers of energy.

The market price for the blended coal will be at a discount to the NYMEX coal price, thus providing savings to the consumer.

The blended coal can be easily loaded into railcars or barges, both of which are accessible to the Dickerson Property.

Assets in the Dickerson LLC included the following: (i) 436 acres of mineral rights located in Cadiz, Ohio, including all coal, coal slurry, coal waste and coal refuse located within the property; (ii) surety bond in the amount of \$1,203,500; (iii) a slurry disposal area; (iv) prep plant; and (v) various permits

While there have been no mining operations for more than 5 years, it is believed that there remains more than three million tons of refuse coal. At various times the property was mined by U.S. Steel and CONSOL Energy Inc.

The local mines in the area will allow DTE to blend and customize its coal specification to meet both international and domestic coal orders at a reduced price per ton. We have agreed in principle with a local mining company that they will sell us 70,000 tons of run of mine coal per month that we will blend with our refuse and waste coal at a ratio of 70% run of mine coal and 30% refuse and waste coal. Because of the proximate location of the local mining complex and our Dickerson Property, the cost of delivering the blended coal will be kept to a minimum.

Pro Forma Estimates for DTE Dickerson, site owned by Empire Minerals of Ohio Corp, a 100% wholly owned subsidiary of Empire Diversified Energy, Inc

DTE Dickerson	2019	2020	2021
Sales/ Tons	200,000	360,000	450,000
Sales Price Ton	\$ 26.00	\$ 30.00	\$ 33.00
Sales	\$ 5,200,000	\$ 10,800,000	\$ 14,850,000
Cost/pt Labor & Equip.	\$ 9.00	\$ 11.00	\$ 13.00
Cost/pt Added Fees	\$ 3.70	\$ 3.70	\$ 3.70
Cost/pt Scale & Accounting	\$ 0.60	\$ 0.60	\$ 0.60
Inland Logistics (handling)	\$ 3.00	\$ 3.00	\$ 3.00
Sub Total Cost/per ton	\$ 16.30	\$ 18.30	\$ 20.30
SG&A with royalties	\$ 4.50	\$ 4.50	\$ 4.50
Total Cost per ton	\$ 20.80	\$ 22.80	\$ 24.80
Total Cost	\$ 4,160,000	\$ 8,208,000	\$ 11,160,000
Gross Profit	\$ 1,040,000	\$ 2,592,000	\$ 3,690,000

ii. a summary of any product research and development that the issuer will perform for the term of the plan;

Hybrid Alternative Fuel Pellet (HAFP's)

The Company is planning to develop new forms of Hybrid Fuel Pellets, the Hybrid Alternative Fuel Pellet or HAFP, currently in the Research and Development stage. These proprietary pellets aim to reduce the amount of coal used in power plants. By introducing sustainable biomass energy pellets to replace a significant portion of coal as well as the petroleum coke currently used, the environmental quality of traditional energy generation is greatly enhanced while maintaining full energy output. In laymen's terms, we will keep the BTUs consistent with current output levels at the plant while burning a much cleaner and greener fuel for the environment.

iii. any expected purchase or sale of plant and significant equipment; and

iv. any expected significant changes in the number of employees. The number of employees will increase depending on the acquisition of biomass power plants, transfer stations, activated carbon equipment, and any other property acquisitions. Details are in Empire Diversified Energy Business Plan

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity; none
- ii. Internal and external sources of liquidity; expected revenue from DTC Dickerson PO
- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures; none
- iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations; pricing on raw materials
- v. Any significant elements of income or loss that do not arise from the issuer's continuing operations; no
- vi. The causes for any material changes from period to period in one or more-line items of the issuer's financial statements; and no
- vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.no

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.n/a

C. Off-Balance Sheet Arrangements. none

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1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item 16 to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding. none

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements; none
- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits; n/a
- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; none

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances. none

2. As used in paragraph C of this Item 16, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has: none

i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation; no

ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets; no

iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both no

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indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Instructions to paragraph C of Item 16 none

i. No obligation to make disclosure under paragraph C of this Item 16 shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.

ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information.

iii. For purposes of paragraph C of this Item 16 only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.

iv. Generally, the disclosure required by paragraph C of this Item 16 shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item 16, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

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4th Quarter 2018 Share Issuance

Issued to on December 14, 2018 from the Treasury of Empire Diversified Energy, Inc.

- a. Tom Ellingsen.....55,000 shares... Oslo, Norway
- b. Asmund Baklien.....330,000 shares, Oslo, Norway
- c. Blaze Logistics, LLC.. 4,664,000 shares, Charleston, SC.
- d. Gabriel Place...100,000 shares, Canton, GA
- e. Albert & Marsha Greengold, JTWROS...25,000 shares, Holtsville, NY
- f. Drew Arvay...200,000 shares Cupertino, CA
- g. ARNN c/o Neil A. Curcio & Robert Bongiorno...100,000 shares, Woodbridge, NJ,
- h. Sylvia Howell...50,000 shares.. Hallandale, FL

A. List below any events, in chronological order, that resulted in direct changes to the total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. n/a

The list shall include all offerings of securities, including debt convertible into equity securities, whether private or public, and shall indicate:

Asmund Bakklien, debenture converted into 330,000 shares of restricted common stock of the Company on 8-15-18

Tom Ellingsen, debenture converted into 55,000 shares of restricted common stock of the Company on 8-15-18

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

B. List below and describe any issuance of Promissory Notes, Convertible Notes, or Convertible Debentures. In responding to this item, please provide the date of execution of the Note or the Agreement, a description of the reason for the issuance, the outstanding balance and any interest accrued. Provide the maturity dates for each Note or Agreement, their conversion terms, names of beneficial owners or holders and the exact class of security such Notes or Agreement may be converted to. Also, specify if the Note is Secured or Unsecured and whether or not it is in Default.

1. Dr. Lawrence Chimierine, \$100,000, 10% Senior Convertible Debenture, Issue Date April 7, 2017, Maturity Date November 6, 2018. Conversion Rate: \$0.10 per common share. Proceeds used for acquisition of DTE Dickerson site in Cadiz, OH described previously throughout this disclosure document. Maturity date has been extended

2. Naerings Investors A/S, \$50,000, 10% Senior Convertible Debenture. Issue Date April 7, 2017, Maturity Date November 6, 2018. Conversion Rate: \$0.10 per common share. Proceeds used for acquisition of DTE Dickerson site in Cadiz, OH described previously throughout this disclosure document. Maturity Date has been extended.

3.. M&JM Holdings, LLC \$525,000, 10% Secured Debenture. Issue Date October 4, 2018. Maturity Date, October 4, 2019. Proceeds used to make final lump sum payment to complete 100% ownership of the mineral rights of the DTE Dickerson site in Cadiz, Ohio along with working capital for the site

4. James Cole, \$10,000, 12% Convertible Debenture, convertible at \$0.50 per share. Issue date 9/10/2018. Maturity date 9/10/2019. Proceeds used for working capital.

5. Nichols Primpas, \$57,500, 12% Convertible Debenture, convertible at \$0.50 per share. Issue date 12/31/2018. Maturity date 12/31/2019. Proceeds used for working capital.

6. Claes Malmstrom, \$50,000, 12% Convertible Debenture, convertible at \$0.50 per share. Issue date 11/26/2018. Maturity date 11/26/2019. Proceeds used for working capital

7. Scott Crawford, \$55,000, 12% Convertible Debenture, convertible at \$0.50 per share. Issue date 11/3/2018. Maturity date 11/3/2019. Proceeds used for working capital

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Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:
Item 18 Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through www.OTCIQ.com or was entered into not more than two years before such posting. Also include the following contracts: DTE Dickerson PO

1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price; n/a

2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements; Dickerson purchase order

3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or purchasing equipment at discount, list equipment

4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer. no

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance. No, but formal employments highlighting terms and conditions

C. The following management contracts or compensatory plans need not be included:

1) Ordinary purchase and sales agency agreements;

2) Agreements with managers of stores in a chain organization or similar organization;

- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

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Item 19 Articles of Incorporation and Bylaws.

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EMPIRE DIVERSIFIED ENERGY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF APRIL, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EMPIRE DIVERSIFIED ENERGY, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF MARCH, A.D. 1986.

15 MAY -4 PM 12:03
TALLAHASSEE, FLORIDA



2087126 83

150579666

You may verify this certificate
at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2330234

DATE: 04-28-15

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

Empire Diversified Energy, Inc.

* * *

BY-LAWS

* * *

ARTICLE I

OFFICES

Section 1. The registered office shall be in the City of Fort Lauderdale, County of Broward, State of Florida.

Section 2. The corporation may also have offices at such other places both within and without the State of Florida as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II

MEETING OF STOCKHOLDERS

Section 1. All meetings of the stockholders for the election of directors shall be held at such place as may be fixed from time to time by the board of directors, or at such other place either within or without the State of Florida as shall be designated from time to time by the board of directors and stated in the notice of the meeting. Meetings of stockholders for any other purpose may be held at such time and place, within or without the State of Florida, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual meetings of stockholders shall be held on the second Tuesday of May, if not a legal holiday, and if a legal holiday, then on the next secular day following, at 9 a.m., or at such other date and time as shall be designated from time to time by the board of directors and stated in the notice of the meeting, at which they shall elect by a plurality vote a board of directors, and transact such other business as may properly be brought before the meeting.

Section 3. Written notice of the annual meeting stating the place, date and hour of the meeting shall be given to each stockholder entitled to vote at such meeting not less than twenty (20) days nor more than thirty (30) days before the date of the meeting.

Section 4. The officer who has charge of the stock ledger of the corporation shall prepare and make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, during ordinary business hours, for a period of at least ten (10) days prior to the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting, or, if not so specified, at the place where the meeting is to be held. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present.

Section 5. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute or by the certificate of incorporation, may be called by the president and shall be called by the president or secretary at the request in writing of a majority of the board of directors, or at the request in writing of stockholders owning a majority in amount of the entire capital stock of the corporation issued and outstanding and entitled to vote. Such request shall state the purpose or purposes of the proposed meeting.

Section 6. Written notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than three (3) days nor more than ten (10) days before the date of the meeting, to each stockholder entitled to vote at such meeting.

Section 7. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice.

Section 8. The holders of a majority of the stock issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business except as otherwise provided by statute or by the certificate of incorporation. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than thirty (30) days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 9. When a quorum is present at any meeting, the vote of the holders of a majority of the stock having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the certificate of incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 10. Unless otherwise provided in the certificate of incorporation each stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of the capital stock having voting power held by such stockholder, but no proxy shall be voted on after years from its date, unless the proxy provides for a longer period.

Section 11. Unless otherwise provided in the certificate of incorporation, any action required to be taken at any annual or special meeting of stockholders of the corporation, or any action which may be taken at any annual or special meeting of such stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

ARTICLE III DIRECTORS

Section 1. The number of directors which shall constitute the whole board shall be not less than one (1) nor more than seven (7). Thereafter, within the limits above specified, the number of directors shall be determined by resolution of the board of directors or by the stockholders at the annual meeting. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 2 of this Article, and each director elected shall hold office until his successor is elected and qualified. Directors need not be stockholders.

Section 2. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by a majority of the directors then in office, though less than a quorum, or by a sole remaining director, and the directors so chosen shall hold office until the next annual election and until their successors are duly elected and shall qualify, unless sooner displaced. If there are no directors in office, then an election of directors may be held in the manner provided by statute. If, at the time of filling any vacancy or any newly created directorship, the directors then in office shall constitute less than a majority of the whole board (as constituted immediately prior to any such increase), the Court of Chancery may, upon application of any stockholder or stockholders holding at least ten percent of the total number of the shares at the time outstanding having the right to vote for such directors, summarily order an election to be held to fill any such vacancies or newly created directorships, or to replace the directors chosen by the directors then in office.

Section 3. The business of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these by-laws directed or required to be exercised or done by the stockholders.

MEETINGS OF THE BOARD OF DIRECTORS

Section 4. The board of directors of the corporation may hold meetings, both regular and special, either within or without the State of Florida.

Section 5. The first meeting of each newly elected board of directors shall be held at such time and place as shall be fixed by the vote of the stockholders at the annual meeting and no notice of such meeting shall be necessary to the newly elected directors in order legally to constitute the meeting, provided a quorum shall be present. In the event of the failure of the stockholders to fix the time or place of such first meeting of the newly elected board of directors, or in the event such meeting is not held at the time and place so fixed by the stockholders, the meeting may be held at such time and place as shall be specified in a notice given as hereinafter provided for special meetings of the board of directors, or as shall be specified in a written waiver signed by all of the directors.

Section 6. Regular meetings of the board of directors may be held without notice at such time and at such place as shall from time to time be determined by the board.

Section 7. Special meetings of the board may be called by the president on one (1) days' notice to each director, either personally or by mail or by facsimile communication; special meetings shall be called by the president or secretary in like manner and on like notice on the written request of two directors unless the board consists of only one director; in which

case 4 special meetings shall be called by the president or secretary in like manner and on like notice on the written request of the sole director.

Section 8. At all meetings of the board, a majority of directors shall constitute a quorum for the transaction of business and the act of a majority of the directors' present at any meeting at which there is a quorum shall be the act of the board of directors, except as may be otherwise specifically provided by statute or by the certificate of incorporation. If a quorum shall not be present at any meeting of the board of directors the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 9. Unless otherwise restricted by the certificate of incorporation or these by-laws, any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting, if all members of the board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 10. Unless otherwise restricted by the certificate of incorporation or these by-laws, members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of the board of directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

COMMITTEES OF DIRECTORS

Section 11. The board of directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee.

In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the board of directors to act at the meeting in the place of any such absent or disqualified member.

Any such committee, to the extent provided in the resolution of the board of directors, shall have and may exercise all the powers and authority of the board of directors in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the General Corporation Law of Florida to be submitted to stockholders for approval or (ii) adopting, amending or repealing any by-law of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 12. Each committee shall keep regular minutes of its meetings and report the same to the board of directors when required.

Section 13. Unless otherwise restricted by the certificate of incorporation or these by-laws, the board of directors shall have the authority to fix the compensation of directors. The

directors may be paid their expenses, if any, of attendance at each meeting of the board of directors and may be paid a fixed sum for attendance at each meeting of the board of directors or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor. Members of special or standing committees may be allowed like compensation for attending committee meetings.

REMOVAL OF DIRECTORS

Section 14. Unless otherwise restricted by the certificate of incorporation or by law, any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of shares entitled to vote at an election of directors.

ARTICLE IV NOTICES

Section 1. Whenever, under the provisions of the statutes or of the certificate of incorporation or of these by-laws, notice is required to be given to any director or stockholder, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director or stockholder, at his address as it appears on the records of the corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States Mail. Notice to directors may also be given by facsimile telecommunication.

Section 2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these by-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE V OFFICERS

Section 1. The officers of the corporation shall be chosen by the board of directors and shall be a Chief Executive Officer, a Chief Financial Officer and a President. The board of directors may also choose to add vice presidents, and one or more secretaries and assistants and one or more treasurers and assistants. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 2. The board of directors at its first meeting after each annual meeting of stockholders shall choose a Chief Executive Officer, a President, and a Chief Financial Officer. Any number of offices may be held by the same person, unless the certificate of incorporation or these by-laws otherwise provide.

Section 3. The board of directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the board.

Section 4. The salaries of all officers and agents of the corporation shall be fixed by the board of directors.

Section 5. The officers of the corporation shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the board of directors may be removed at

any time by the affirmative vote of a majority of the board of directors. Any vacancy occurring in any office of the corporation shall be filled by the board of directors.

THE CHIEF EXECUTIVE OFFICER

Section 6. Unless otherwise provided, the chief executive officer of the corporation, shall preside at all meetings of the stockholders and the board of directors, shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board of directors are carried into effect.

Section 7. He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

THE PRESIDENT

Section 8. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, the president shall perform the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. The president shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

THE SECRETARY AND ASSISTANT SECRETARY

Section 9. The secretary shall attend all meetings of the board of directors and all meetings of the stockholders and record all the proceedings of the meetings of the corporation and of the board of directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the stockholders and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall have custody of the corporate seal of the corporation and he, or an assistant secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such assistant secretary. The board of directors may give general authority to any other officer to affix the seal of the corporation and to attest the affixing by his signature.

Section 10. The assistant secretary, or if there be more than one, the assistant secretaries in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the secretary and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

THE CHIEF FINANCIAL OFFICER AND ASSISTANT TREASURERS

Section 11. The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

Section 12. He shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and the board of directors, at its regular meetings, or when the board of directors so requires, an account of all his transactions as treasurer and of the financial condition of the corporation.

Section 13. If required by the board of directors, he shall give the corporation a bond (which shall be renewed every six years) in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 14. The assistant treasurer, or if there shall be more than one, the assistant treasurers in the order determined by the board of directors (or if there be no such determination, then in the order of their election) shall, in the absence of the treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the treasurer and shall perform such other duties and have such other powers as the board of directors may from time to time prescribe.

ARTICLE VI CERTIFICATES FOR SHARES

Section 1. The shares of the corporation shall be represented by a certificate or shall be uncertificated, certificates shall be signed by, or in the name of the corporation by, the chairman or vice chairman of the board of directors, or the president or a vice president, and by the treasurer or an assistant treasurer, or the secretary or an assistant secretary of the corporation.

If the corporation shall be authorized to issue more than one class of stock or more than one series of any class, the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights shall be set forth in full or summarized on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, provided that, except as otherwise provided in section 202 of the General Corporation Law of Florida, in lieu of the foregoing requirements, there may be set forth on the face or back of the certificate which the corporation shall issue to represent such class or series of stock, a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights. Within a reasonable time after the issuance or transfer of uncertificated stock, the corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to Sections 151, 156, 202(a) or 218(a) of 8

the General Corporation Law of Florida or a statement that the corporation will furnish without charge to each stockholder who so requests the powers, designations, preferences and relative participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions of such preferences and/or rights.

Section 2. Any of or all the signatures on a certificate may be facsimile in case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if he were such officer, transfer agent or registrar at the date of issue.

LOST CERTIFICATES

Section 3. The board of directors may direct a new certificate or certificates or uncertificated shares to be issued in place of any certificate or certificates theretofore issued by the corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates or uncertificated shares, the board of directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or his legal representative, to advertise the same in such manner as it shall require and/or to give the corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the corporation with respect to the certificate alleged to have been lost, stolen or destroyed.

TRANSFER OF STOCK

Section 4. Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignation or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. Upon receipt of proper transfer instructions from the registered owner of uncertificated shares such uncertificated shares shall be cancelled, and issuance of new equivalent uncertificated shares or certificated shares shall be made to the person entitled thereto and the transaction shall be recorded upon the books of the corporation.

FIXING RECORD DATE

Section 5. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix, in advance, a record date, which shall not be more than sixty days nor less than ten days. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting: provided, however, that the board of directors may fix a new record date for the adjourned meeting.

REGISTERED STOCKHOLDERS

Section 6. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of Florida.

ARTICLE VII
GENERAL PROVISIONS
DIVIDENDS

Section 1. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 2. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

ANNUAL STATEMENT

Section 3. The board of directors shall present at each annual meeting, and at any special meeting of the stockholders when called for by vote of the stockholders, a full and clear statement of the business and condition of the corporation.

CHECKS

Section 4. All checks or demands for money and notes of the corporation shall be signed by such officer or officers or such other person or persons as the board of directors may from time to time designate.

FISCAL YEAR

Section 5. The fiscal year of the corporation shall be fixed by resolution of the board of directors

SEAL

Section 6. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Delaware". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. However, it is not necessary to affix a corporate seal to any document. 10

INDEMNIFICATION

Section 7. The corporation shall indemnify its officers, directors, employees and agents to the fullest extent permitted by the General Corporation Law of Florida.

ARTICLE VIII
AMENDMENTS

Section 1. These by-laws may be altered, amended or repealed or new by-laws may be adopted by the stockholders or by the board of directors, when such power is conferred upon the board of directors by the certificate of incorporation at any regular meeting of the stockholders or of the board of directors or at any special meeting of the stockholders or of the board of directors if notice of such alteration, amendment, repeal or adoption of new by-laws be contained in the notice of such special meeting. If the power to adopt, amend or

repeal by-laws is conferred upon the board of directors by the certificate of incorporation it shall not divest or limit the power of the stockholders to adopt, amend or repeal by-laws.

Item 20 Purchases of Equity Securities by the Issuer and Affiliated Purchasers. none

A. In the following tabular format, provide the information specified in paragraph (B) of this Item 20 with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item 20) of shares or other units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES

Period

Column (a)

Total Number of Shares (or Units) Purchased

Column (b)

Average Price Paid per Share (or Unit)

Column (c)

Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs

Column (d)

Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs

Month #1

(identify beginning and ending dates)

Month #2

(identify beginning and ending dates)

Month #3

(identify

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beginning and ending dates) n/a

Total

B. The table shall include the following information for each class or series of securities for each month included in the period covered by the report:

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

2. The average price paid per share (or unit) (Column (b)).

3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).

4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)). Instructions to paragraphs (B)(3) and (B)(4) of this Item 20:

- a. In the table, disclose this information in the aggregate for all plans or programs publicly announced.
- b. By footnote to the table, indicate:
 - i. The date each plan or program was announced;
 - ii. The dollar amount (or share or unit amount) approved;
 - iii. The expiration date (if any) of each plan or program;
 - iv. Each plan or program that has expired during the period covered by the table; and
 - v. Each plan or program the issuer has determined to terminate prior to expiration, or under which the issuer does not intend to make further purchases.

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C. For purposes of this Item 20, "Affiliated Purchaser" means: no or n/a

- 1. A person acting, directly or indirectly, in concert with the issuer for the purpose of acquiring the issuer's securities; or
- 2. An affiliate who, directly or indirectly, controls the issuer's purchases of such securities, whose purchases are controlled by the issuer, or whose purchases are under common control with those of the issuer; provided, however, that "Affiliated Purchaser" shall not include a broker, dealer, or other person solely by reason of such broker, dealer, or other person effecting purchases on behalf of the issuer or for its account, and shall not include an officer or director of the issuer solely by reason of that officer or director's participation in the decision to authorize purchases by or on behalf of the issuer.

Item 21 Issuer's Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Michael Kelly, certify that: 1. I have reviewed this annual disclosure statement of Empire Diversified Energy, Inc.; 2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and 3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: May 16, 2019



Frank Rosso
Chief Executive Officer

