



ACN 092 471 513

**NOTICE OF GENERAL MEETING
OF SHAREHOLDERS**

3 MAY 2016

10.00 AM

AT

**LEVEL 4
130 STIRLING STREET
PERTH
WESTERN AUSTRALIA 6000**

For personal use only

NOTICE OF GENERAL MEETING

The attached "Explanatory Memorandum" should be read in conjunction with this Notice of Meeting.

NOTICE IS HEREBY GIVEN that a General Meeting of shareholders of Empire Resources Limited ACN 092 471 513 ("**the Company**") will be held at 9 am at Level 4, 130 Stirling Street, Perth WA 6000 on **3 May 2016**, to conduct the following business:

BUSINESS OF THE MEETING

RESOLUTION 1 – RATIFICATION OF PREVIOUS SHARE ISSUE – NOVEMBER 2015

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve and ratify the prior issue of 10,000,000 fully paid ordinary shares at 1.0 cent per share on 19 November 2015 to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

Voting Exclusion

The Company will disregard any votes cast by or on behalf of a person who participated in the placement and any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 2 – RATIFICATION OF PREVIOUS SHARE ISSUE – FEBRUARY 2016

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve and ratify the prior issue of 10,000,000 fully paid ordinary shares at 1.0 cent per share on 29 February 2016 to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

Voting Exclusion

The Company will disregard any votes cast by or on behalf of a person who participated in the placement and any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 3 – APPROVAL FOR ISSUE OF OPTIONS TO DAVID SARGEANT (DIRECTOR)

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"For the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Directors to issue 7,440,000 Options to Mr David Sargeant (or his nominee) in accordance with the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 4 – APPROVAL FOR ISSUE OF OPTIONS TO ADRIAN JESSUP (DIRECTOR)

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"For the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Directors to issue 7,440,000 Options to Mr Adrian Jessup (or his nominee) in accordance with the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 5 – APPROVAL FOR ISSUE OF OPTIONS TO THOMAS REVY (DIRECTOR)

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"For the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Directors to issue 1,435,000 Options to Mr Thomas Revy (or his nominee) in accordance with the terms and conditions set out in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director and his nominee and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and

(d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

RESOLUTION 6 – APPROVAL FOR ISSUE OF OPTIONS TO DAVID ROSS (EXPLORATION MANAGER)

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"For the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 5,787,000 Options to Mr David Ross (or his nominee) in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast by David Ross (and his nominee) or any of his associates and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 7 – PROPOSED ISSUE OF FURTHER SHARES PURSUANT TO A PLACEMENT

To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to that number of Shares as, when multiplied by the issue price, will raise up to \$500,000 on the terms and conditions set out in the Explanatory Statement."

Voting exclusion:

The Company will disregard any vote cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of Shareholder and any associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 8 – RATIFICATION OF PREVIOUS SHARE ISSUE – MARCH 2016

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve and ratify the prior issue of 5,000,000 fully paid ordinary shares at 1.0 cent per share on 31 March 2016 to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

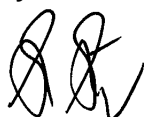
Voting Exclusion

The Company will disregard any votes cast by or on behalf of a person who participated in the placement and any of their respective associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board



Simon Storm
Company Secretary
31 March 2016

PROXIES

1. A Proxy Form is enclosed with this Notice.
2. A member may appoint not more than 2 proxies. A proxy need not be a member.
3. Where a member appoints 2 proxies and does not specify the proportion or number of the member's votes each proxy may exercise half of the member's rights.
4. An instrument appointing a proxy or a power of attorney may not be treated as valid unless:
 - (a) in the case of a proxy, the Proxy Form, and, if it is executed by an attorney, the relevant power of attorney or a certified copy of it; and
 - (b) in the case of an attorney, the power of attorney or a certified copy of it, to the satisfaction of the Directors is or are deposited at the Company's registered office at 53 Canning Highway, Victoria Park, Western Australia or on fax number (08) 9361-3184 by no later than 48 hours before the time fixed for holding the meeting.
5. An instrument appointing a proxy must be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a body corporate, either under its common seal if it has a common seal, or under the hand of an officer or duly authorised attorney or duly authorised representative.
6. The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5pm (WST) on 1 May 2016. Accordingly, transactions registered after this time will be disregarded in determining entitlements to attend and vote at the meeting.

OTHER

Words, which are defined in the Explanatory Memorandum, have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering the Notice of Meeting and the Explanatory Memorandum, the following words are defined here:

"ASX" means Australian Securities Exchange Limited (ACN 008 624 691).

"Board" means the board of directors of the Company.

"Company" means Empire Resources Limited ACN 092 471 513.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Director" means a director of the Company.

"Dollar" or "\$" means Australian Dollars.

"Employee" includes an officer, employee or contractor of, or consultant to, the Company.

"Equity Security" - as defined in the Listing Rules, being a share, unit, right to a share or unit or option, a convertible security, any security that ASX decides is an equity security but not a security ASX decides to classify as a debt security.

"Explanatory Memorandum" means the explanatory memorandum set out and attached to this Notice of Meeting.

"Key Management Personnel" is a member of the key management personnel as disclosed in the Remuneration Report.

"Listing Rules" means the listing rules of ASX.

"Notice of Meeting" or "Notice" means this notice of General Meeting.

"Option" means an option to acquire a Share.

"Proxy Form" means the proxy form accompanying this Notice of Meeting.

"Resolution" means a resolution set out in this Notice of Meeting.

"Shareholder" means a holder of Shares.

"Shares" means fully paid ordinary shares in the capital of the Company.

"WST" means Western Standard Time.

**EMPIRE RESOURCES LIMITED
EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the General Meeting of Shareholders to be held on **3 May 2016** (“the Meeting”).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

BUSINESS OF THE MEETING

RESOLUTION 1 – RATIFICATION OF PREVIOUS SHARE ISSUE – NOVEMBER 2015

On 19 November 2015 the Company issued 10,000,000 fully paid ordinary shares at a price of 1.0 cent per Share.

Whilst the issue made on 19 November 2015 did not require the prior approval of Shareholders as it was within the Company’s existing 15% placement capacity, the purpose of this resolution is to give approval to the allotment of these Shares in accordance with the requirements of Listing Rule 7.4 to provide the Company with the flexibility to issue further securities in accordance with the limits under the Listing Rules should the need arise in the future.

The following information is provided to Shareholders in accordance with the requirements of Listing Rule 7.5:

- (a) the number of Shares allotted and issued was 10,000,000;
- (b) the Shares were issued at an issue price of 1.0 cent per Share;
- (c) the Shares were fully paid ordinary shares in the capital of the Company;
- (d) the allottees of the Shares were sophisticated and professional investors introduced by William Buck Financial Services (WA) Pty Ltd; and
- (e) the funds raised from the issue of the Shares were used to fund ongoing exploration and development related expenditure and for working capital requirements of the Company.

The approval given under this resolution is not given for any other purpose other than to provide the Company with the flexibility to issue further securities.

RESOLUTION 2 – RATIFICATION OF PREVIOUS SHARE ISSUE – FEBRUARY 2016

On 29 February 2016 the Company issued 10,000,000 fully paid ordinary shares at a price of 1.0 cent per Share.

Whilst the issue made on 29 February 2016 did not require the prior approval of Shareholders as it was within the Company’s existing 15% placement capacity, the purpose of this resolution is to give approval to the allotment of these Shares in accordance with the requirements of Listing Rule 7.4 to provide the Company with the flexibility to issue further securities in accordance with the limits under the Listing Rules should the need arise in the future.

The following information is provided to Shareholders in accordance with the requirements of Listing Rule 7.5:

- (a) the number of Shares allotted and issued was 10,000,000;
- (b) the Shares were issued at an issue price of 1.0 cent per Share;
- (c) the Shares were fully paid ordinary shares in the capital of the Company;
- (d) the allottees of the Shares were Oserian Pty Ltd and Ikon Management Pty Ltd – 5,000,000 shares and Gregory Mark Thrift & Jane Elizabeth Thrift <GM & JE Thrift Super Fund A/c> – 5,000,000 shares; and

- (e) the funds raised from the issue of the Shares were used to fund ongoing exploration and development related expenditure and for working capital requirements of the Company.

The approval given under this resolution is not given for any other purpose other than to provide the Company with the flexibility to issue further securities.

RESOLUTION 3, 4 AND 5 – APPROVAL FOR ISSUE OF OPTIONS TO DAVID SARGEANT, ADRIAN JESSUP AND THOMAS REVY (DIRECTORS)

1.1 General

As noted in the Interim Financial Report for the half year ended 31 December 2015, the Directors have resolved to settle all outstanding Directors' fees and other employee entitlements through the issue of Options.

Entitlement to \$238,800 will be settled through the issue of 16,315,000 share Options, each exercisable into one ordinary share in the Company at 2.5 cents each. The options will have a 3 year term.

In addition, the previous arrangement the Directors had with the Company, whereby \$282,080 in outstanding fees at 30 June 2015 would be paid, contingent on the Company raising additional funds, have now been waived.

The Company has agreed to issue the following Options to Messrs David Sargeant, Adrian Jessup and Thomas Revy (or their nominees) on the terms and conditions set out below.

David Sargeant	Adrian Jessup	Thomas Revy
7,440,000	7,440,000	1,435,000

1.2 Vesting Conditions of the Options

The options will vest on the issue date.

The Options will otherwise be issued on the terms and conditions set out in Schedule 1.

1.3 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. Chapter 2E prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

A "related party" is widely defined under the Corporations Act, and includes the Directors of the company under section 228 of the Corporations Act. As such, the Directors of the Company are related parties of the Company for the purposes of section 208 of the Corporations Act.

A "financial benefit" is construed widely and in determining whether a financial benefit is being given, section 229 of the Corporations Act requires that any consideration that is given is disregarded, even if the consideration is adequate. It is necessary to look at the economic and commercial substance and the effect of the transaction in determining the financial benefit. Section 229 of the Corporations Act includes as an example of a financial benefit, the issuing of securities or the granting of an option to a related party.

The issue of the Options, under Resolutions 3, 4 and 5 constitutes the provision of a financial benefit to a related party.

It is the view of the Directors that the proposed issue of Options pursuant to Resolutions 3, 4 and 5 fall within the "reasonable remuneration" exception under Section 211 of the Corporations Act given the circumstances of the Company and the settlement of \$520,880 in outstanding Directors fees.

Accordingly, the Directors have determined not to seek Shareholder approval for the purposes of Section 208 of the Corporations Act for the issue of the Options, however Shareholder approval is still required to be sought for the purposes of Listing Rule 10.11.

1.4 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

1.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the maximum number of Options to be issued is 16,315,000;
- (b) The Options will be issued as follows;
 - (i) David Sargeant (or nominee) - 7,440,000
 - (ii) Adrian Jessup (or nominee) - 7,440,000
 - (iii) Thomas Revy (or nominee) - 1,435,000
- (c) the Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Options are being issued for nil cash consideration with the Options issued on the following terms:-

Grant Date*	Number	Exercise Price	Expiry Date
03-May-16	16,315,000	2.5 cents	03-May-19

* - assuming approved by Shareholders

- (e) the Options issued will be on the terms and conditions set out in Schedule 1; and
- (f) no funds raised will be raised from the issue.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Option issue as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of options to David Sargeant, Adrian Jessup and Thomas Revy (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

1.6 Additional Information

- a) the value of the Options and the pricing methodology is set out in Schedule 2;
- b) if the Options granted to the Director are exercised, a total of 16,315,000 Shares would be issued. This will increase the number of Shares on issue from 279,201,475 to 295,516,475 (assuming that no other Options are issued or Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.84%.
- c) If, at any time any of the Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Options, there may be a perceived cost to the Company.
- d) the primary purpose of the grant of the Options is to settle all outstanding liabilities with Directors and conserve cash for use towards exploration and development activities for the Company's share of the Penny's Find project

RESOLUTION 6 – APPROVAL FOR ISSUE OF OPTIONS TO DAVID ROSS (EXPLORATION MANAGER)

1.1 General

As noted in the Interim Financial Report for the half year ended 31 December 2015, the Directors resolved to settle all outstanding Directors' fees and other employee entitlements through the issue of Options.

Entitlement to \$84,708 will be settled through the issue of 5,787,000 share Options, each exercisable into one ordinary share in the Company at 2.5 cents each. The options will have a 3 year term.

In addition, the previous arrangement Mr Ross had with the Company, whereby \$254,005 in outstanding fees at 30 June 2015 would be paid, contingent on the Company raising additional funds, has now been waived.

The Company has agreed to issue the following Options to Mr David Ross (or his nominee) on the terms and conditions set out below.

1.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (a) the maximum number of Options to be issued is 5,787,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Options are being issued for nil cash consideration with the Options issued on the following terms:-

Grant Date*	Number	Exercise Price	Expiry Date
03-May-16	5,787,000	2.5 cents	03-May-19

* - assuming approved by Shareholders

- (d) the Options issued will be on the terms and conditions set out in Schedule 1; and
- (f) no funds raised will be raised from the issue.

RESOLUTION 7 – PROPOSED ISSUE OF FURTHER SHARES PURSUANT TO A PLACEMENT

The Company proposes to raise up to \$500,000 by the issue of new Shares (Placement). Funds raised from the Placement will be used for exploration and development of the Company's share of the Penny's Find project and general working capital purposes.

Listing Rule 7.1 provides that subject to certain exceptions, a listed company may not issue shares or options to subscribe for shares equal to more than 15% of that company's issued share capital in any 12 months without obtaining shareholder approval.

This resolution seeks Shareholder approval for the issue of up to that number of Shares as, when multiplied by the issue price, will raise up to \$500,000.

The passing of this resolution will allow the Directors to issue the Shares to raise further funds during a period of 3 months after the Meeting without using the Company's placement capacity under Listing Rule 7.1. None of the subscribers for the shares issued pursuant to Shareholders' approval obtained under this Resolution will be related parties of the Company for the purposes of Listing Rule 10.11.

Listing Rule 7.3 - Information to be provided to Shareholders

The following information is required by Listing Rule 7.3 in relation to the Placement.

(a) The maximum number of Shares to be issued by the Company will be an amount which is sufficient to raise up to \$500,000 based on an issue price determined by the Directors (subject to the limitations set out in the ASX Listing Rules).

(b) It is expected that the Placement will be completed, and that the Shares will be issued progressively, no later than 3 months after the date of the Meeting.

(c) The price at which the Shares will be issued will be determined by the Directors based on market conditions at the time of issue. Because of the volatility in market conditions it is not possible for the Directors to determine the issue price as at the date of this Explanatory Memorandum being circulated to Shareholders. The issue price for the Shares will be at least 80% of the volume weighted average market price for Shares over the last 5 days on which sales in Shares were recorded before either:

(i) the issue date of the Shares; or

(ii) if a prospectus is issued in relation the Shares, the date of the prospectus.

(d) The Shares will be issued to professional and sophisticated investors, or if a prospectus is issued, to successful applicants under that prospectus including members of the general public.

(e) The Shares will be issued on the same terms as, and will rank equally in all respects with, the Company's existing Shares.

(f) The funds raised from the issue of the Shares will be used by the Company for exploration and development of the Company's share of the Penny's Find project and general working capital purposes.

RESOLUTION 8 – RATIFICATION OF PREVIOUS SHARE ISSUE – MARCH 2016

On 31 March 2016 the Company issued 5,000,000 fully paid ordinary shares at a price of 1.0 cent per Share.

Whilst the issue made on 31 March 2016 did not require the prior approval of Shareholders as it was within the Company's existing 15% placement capacity, the purpose of this resolution is to give approval to the allotment of these Shares in accordance with the requirements of Listing Rule 7.4 to provide the Company with the flexibility to issue further securities in accordance with the limits under the Listing Rules should the need arise in the future.

The following information is provided to Shareholders in accordance with the requirements of Listing Rule 7.5:

(a) the number of Shares allotted and issued was 5,000,000;

(b) the Shares were issued at an issue price of 1.0 cent per Share;

(c) the Shares were fully paid ordinary shares in the capital of the Company;

(d) the allottees of the Shares were Puritan Style Pty Ltd (2,500,000 Shares) and Caliza Pty Ltd (2,500,000 Shares); and

(e) the funds raised from the issue of the Shares are to be used to fund ongoing exploration and development related expenditure and for working capital requirements of the Company.

The approval given under this resolution is not given for any other purpose other than to provide the Company with the flexibility to issue further securities.

EMPIRE RESOURCES LIMITED
ACN 092 471 513
TERMS AND CONDITIONS OF UNLISTED OPTIONS

1. No monies will be payable for the issue of the Unlisted Options ("Options").
2. A certificate will be issued for the Options.
3. The Options will expire three years from the date of issue ("**Expiry Date**") and may be exercised at any time before the Expiry Date ("**Exercise Period**").
4. Subject to conditions 12 and 13 the Option is a right in favour of the option holder to subscribe for one fully paid ordinary share in the capital of the Company ("**Share**").
5. Shares allotted to option holders on exercise of the Options will be issued at a price of 2.5 cents each ("**Exercise Price**").
6. The Exercise Price of Shares the subject of the Options will be payable in full on exercise of the Options.
7. Options will be exercisable by the delivery to the registered office of the Company of a notice in writing stating the intention of the option holder to:
 - (a) exercise all or a specified number of Options; and
 - (b) pay the subscription monies in full for the exercise of each Option.The notice must be accompanied by an Option certificate and a cheque made payable to the Company for the subscription monies for the Shares. An exercise of only some Options shall not affect the rights of the option holder to the balance of the Options held by him.
8. The Company will allot the resultant Shares and deliver the share certificate or holding statement within ten business days of the exercise of the Option.
9. Options will not be listed for official quotation on the Australian Stock Exchange Limited ("**ASX**").
10. The Options will not be transferable.
11. There will be no participating entitlements inherent in the Options to participate in new issues of capital which may be offered to shareholders during the currency of the Options. Prior to any new pro rata issue of securities to shareholders, holders of Options will be notified by the Company in accordance with the requirements of the Listing Rules of the Australian Stock Exchange.
12. In the event of a bonus issue the number of Shares over which the Options are exercisable may be increased by the number of Shares which the option holders would have received if the Options had been exercised before the record date for the bonus issue.
13. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the expiry date, all rights of an option holder are to be changed in a manner consistent with the ASX Listing Rules.
14. Shares allotted pursuant to an exercise of Options will rank, from the date of allotment, equally with existing ordinary fully paid Shares of the Company in all respects.
15. The Company will in accordance with the Listing Rules make application to have Shares allotted pursuant to an exercise of Options listed for official quotation.
16. The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.
17. An option holder can exercise the Options should there be a Change in Control.

"**Control**" means the ownership directly or indirectly of greater than 90% of the voting rights in a company or other legal entity.

"**Change in Control**" means the persons who have Control of the Company cease to have Control of it, or one or more persons acquires Control of it after the issue of Options.

VALUATION OF OPTIONS

The Options to be issued to Messrs David Sargeant, Adrian Jessup and Thomas Revy (or their nominees) pursuant to Resolutions 3, 4 and 5 have been valued by internal management.

Using the assumptions set out below, the Options were ascribed the following value:

Assumptions:	
Valuation date	08-Mar-16
Market price of Shares (cents)	1.5
Exercise price (cents)	2.5
Expiry date (length of time from issue)	3 years
Risk free interest rate	2.0%
Volatility (discount)	270%
Indicative value per Option using Black Scholes pricing model (cents)	1.46
Value of Options (\$)	238,807

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

EMPIRE RESOURCES LIMITED

REGISTERED OFFICE:
53 CANNING HIGHWAY
VICTORIA PARK WA 6100

ACN: 092 471 513

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPLECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Tuesday 3 May 2016 at Level 4, 130 Stirling Street, Perth, Western Australia 6000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. RATIFICATION OF PREVIOUS SHARE ISSUE - NOVEMBER 2015

For Against Abstain*

2. RATIFICATION OF PREVIOUS SHARE ISSUE - FEBRUARY 2016

3. APPROVAL FOR ISSUE OF OPTIONS TO DAVID SARGEANT (DIRECTOR)

4. APPROVAL FOR ISSUE OF OPTIONS TO ADRIAN JESSUP (DIRECTOR)

5. APPROVAL FOR ISSUE OF OPTIONS TO THOMAS REVY (DIRECTOR)

6. APPROVAL FOR ISSUE OF OPTIONS TO DAVID ROSS (EXPLORATION MANAGER)

7. PROPOSED ISSUE OF FURTHER SHARES PURSUANT TO A PLACEMENT

8. RATIFICATION OF PREVIOUS SHARE ISSUE - MARCH 2016

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:00am WST on Sunday 1 May 2016.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535
Applecross WA 6953 AUSTRALIA

Street Address Alexandria House
Suite 1, 770 Canning Highway
Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

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PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

