



ACN 092 471 513

14 February 2012

**SECTION 708A(5)(E) NOTICE  
ISSUE OF SECURITIES WITHOUT A DISCLOSURE DOCUMENT**

Empire Resources Limited gives the following notice under section 708A(5)(e) of the Corporations Act 2001 ("Act") as notionally modified by Australian Securities and Investments Commission Class Order 09/425 (CO 09/425). CO 09/425 was made under section 741(1) of the Corporations Act to give conditional class order relief from Chapter 6D for shares offered by ASX-listed companies to existing members under a Share Purchase Plan ('SPP'). Under the SPP, an offer was made to shareholders to issue up to 30,000,000 fully paid ordinary shares in the company to raise up to \$1,500,000 without disclosure to investors under Part 6D.2 of the Corporations Act, as notionally modified by CO 09/425.

1) on 14 February 2012 the Company issued the following securities in the company under the SPP:-

<b>Type:</b>	Shares
<b>Class/Description:</b>	Ordinary (fully paid)
<b>ASX Code:</b>	ERL
<b>Date of Issue:</b>	14 February 2012
<b>Number Issued:</b>	7,750,000
<b>Issue Price per Security</b>	A\$0.05

2) the Company issued the Shares without disclosure to investors in accordance with Part 6D.2 of the Act;

3) as at the date of this notice the Company has complied with:

- the provisions of Chapter 2M of the Act as they apply to the Company; and
- section 674 of the Act;

4) as at the date of this notice, there is no information which is "excluded information" within the meaning of section 708A(7) of the Act.

**Simon Storm**  
Company Secretary

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**PRINCIPAL AND REGISTERED OFFICE**

53 Canning Highway  
Victoria Park WA 6100

Tel: +61 (0)8 9361-3100  
Fax: +61 (0)8 9361-3184

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