



ACN 092 471 513

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

FRIDAY 29 NOVEMBER 2013

11.00 AM

AT

**THE VIC HOTEL
226 HAY STREET
SUBIACO
WESTERN AUSTRALIA 6008**

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NOTICE OF ANNUAL GENERAL MEETING

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Empire Resources Limited ACN 092 471 513 ("**the Company**") will be held at the The Vic Hotel, 226 Hay Street, Subiaco, 6008, Western Australia on **Friday 29 November 2013 at 11 a.m.**, to conduct the following business:

BUSINESS OF THE MEETING

ANNUAL REPORT 2013

To receive and consider the financial report together with the Directors' report (including the remuneration report) and auditor's report for the financial year ended 30 June 2013.

ORDINARY BUSINESS – RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

To consider and, if thought fit to pass, with or without amendment, the following resolution as a non-binding resolution:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Directors' Report in the Annual Report for the year ended 30 June 2013".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any of the Key Management Personnel listed in the Remuneration Report and any of their closely related parties. 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.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 1.

RESOLUTION 2 – TO RE-ELECT MR THOMAS REVY AS A DIRECTOR

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

"That Mr Thomas Revy, who retires as a Director in accordance with rule 3.6 of the Company's Constitution and, being eligible, having offered himself for re-election, is hereby re-elected as a Director".

RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

To consider and, if thought fit, to pass the following resolution as a **special** resolution:

"That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting."

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons.

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.

Important note: The proposed allottees of any Equity Securities under the Additional 10% Placement Capacity are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Capacity), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

RESOLUTION 4 – RATIFICATION OF PREVIOUS SHARE ISSUE – SEPTEMBER 2013

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 2.0 cents per share on 20 September 2013 to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

Voting Exclusion: The Company will disregard any votes cast on Resolution 4 by or on behalf of a person who participated in the placement or 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 5 – ISSUE OF SHARES

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

"That pursuant to and in accordance with Listing Rule 7.1 of the Listing Rules of ASX Limited and for all other purposes, the Company be authorised to allot and issue up to 30,000,000 fully paid ordinary shares in the capital of the Company to sophisticated and professional investors introduced by William Buck Financial Services (WA) Pty Ltd at an issue price of not less than 80% of the volume weighted average trading price of the Company's Shares on ASX over the 5 trading days prior to the date of issue of the Shares."

Voting Exclusion: The Company will disregard any votes cast on this Resolution 5 by any sophisticated and professional investors introduced by William Buck Financial Services (WA) Pty Ltd or their nominee and any person associated with them who may participate in the share issue.

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 6 – APPROVAL OF SHARE ISSUE

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

"That for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders of the Company approve the issue of 400,000 fully paid ordinary shares to Redfeather Holdings Pty Ltd and 600,000 fully paid ordinary shares to Resource Assets Pty Ltd on 26 October 2013 and 400,000 fully paid ordinary shares to Redfeather Holdings Pty Ltd and 600,000 fully paid ordinary shares to Resource Assets Pty Ltd on 26 October 2014 at an issue price of not less than 80% of the volume weighted average trading price of the Company's Shares on ASX over the 5 trading days prior to the date of issue of the Shares, as part consideration for the Point Kidman Gold Project."

Voting Exclusion

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

All Shareholders are invited to attend. An Explanatory Memorandum to Shareholders follows this notice.

By Order of the Board



Simon Storm
Company Secretary

22 October 2013

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. In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that all securities of the Company registered as at 48 hours before the time appointed for the meeting will be taken for purposes of the meeting, to be held by the persons who are registered holders thereof at 11am (WST) on 27 November 2013. 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 annual general meeting.

“*Option*” means an option to apply for one Share.

“*Plan*” or “*Share Plan*” means the Empire Resources Option Plan.

“*Proxy Form*” means the proxy form accompanying this Notice of Meeting.

“*Remuneration Report*” as set out in the Directors’ Report in the Annual Report for the year ended 30 June 2013.

“*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 annual general meeting of Shareholders to be held on **29 November 2013** (“the Meeting”).

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

BUSINESS OF THE MEETING

Annual Report 2013

Section 317 of the Corporations Act requires the Directors to lay before the annual general meeting the financial report, Directors’ report (including the remuneration report) and the auditor’s report for the last financial year that ended before the annual general meeting.

In accordance with section 250S of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports but no formal resolution to adopt the reports will be put to Shareholders at the annual general meeting (save for Resolution 1 for the adoption of the remuneration report).

ORDINARY BUSINESS – RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to a non-binding vote of Shareholders. The Annual Report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Managing Director and non-executive Directors. The Annual Report is available on the Company’s website at www.resourcesempire.com.au.

The provisions of the Corporations Act dealing with the non-binding vote on the remuneration report have recently been amended. The Corporations Act still provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the directors. However, in addition, the Corporations Act now provides that if the Company’s Remuneration Report resolution receives a “no” vote of 25 per cent or more of votes cast at the Meeting, the Company’s subsequent remuneration report must explain the Board’s proposed action in response or, if the Board does not propose any action, the Board’s reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% “no” vote.

In addition, the Corporations Act now sets out a ‘two strikes’ re-election process. Under the ‘two strikes’ re-election process, if the Company’s remuneration report receives a ‘no’ vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, ‘two strikes’), a resolution (the ‘spill resolution’) must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the ‘spill meeting’) to consider the appointment of all of the Directors who stand for re-appointment (other than the Managing Director). If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the ‘spill meeting’ must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment). Further information will be provided on the ‘spill resolution’ and ‘spill meeting’ for any annual general meeting at which the Company may face a ‘second strike’.

The remuneration levels for directors, officer and senior managers are competitively set to attract and retain appropriate directors and key management personnel.

The chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

RESOLUTION 2 – TO RE-ELECT MR THOMAS REVY AS A DIRECTOR

In accordance with rule 3.6 of the Company's Constitution, at each annual general meeting of the Company one third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest to but not exceeding 1/3 need to retire from office by rotation, but no Director may retain office for more than 3 years without submitting himself or herself for re-election even though the submission results in more than 1/3 of the Directors retiring from office.

Accordingly, Mr Revy is required to retire by rotation at the forthcoming annual general meeting, and being eligible, offers himself for re-election as a Director.

All Directors, with the exception of Mr Revy, recommend Shareholders approve this Resolution concerning his re-appointment.

A biography of Mr Revy is included in the 2013 Annual Report.

RESOLUTION 3 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

1.1 Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities of up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (*Additional 10% Placement Facility*). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 3 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 3 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 1.2 (b) of this Notice of Annual General Meeting below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility as it provides additional flexibility and capacity to the fund raising alternatives that would otherwise normally be available to the Company.

1.2 Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) Minimum Issue Price

Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue one class of Equity Securities, being Shares.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were conducted immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) Dilution

As at the date of this Notice of Annual General Meeting, the Company has 181,645,921 Shares on issue. Accordingly, if Shareholders approve Resolutions 3 the Company will have the capacity to issue approximately 18.165 million Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

(A x D) – E

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- a) *plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;*
- b) *plus the number of partly paid shares that became fully paid in the 12 months;*
- c) *plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;*
- d) *less the number of fully paid shares cancelled in the 12 months.*

Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not participate in the issue. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Annual General Meeting.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		50% decrease in issue price (cents)	Issue price (cents)	50% increase in issue price (cents)
		0.80	1.6	2.4
Current Variable A	Voting Dilution [Ⓜ]	10%	10%	10%
181,645,921	Number of Shares	18,164,592	18,164,592	18,164,592
	Funds raised (\$)	\$145,317	\$290,633	\$435,950
50% increase in current Variable A	Voting Dilution [Ⓜ]	10%	10%	10%
272,468,882	Number of Shares	27,246,888	27,246,888	27,246,888
	Funds raised (\$)	\$217,975	\$435,950	\$653,925
100% increase in current Variable A	Voting Dilution [Ⓜ]	10%	10%	10%
363,291,842	Number of Shares	36,329,184	36,329,184	36,329,184
	Funds raised (\$)	\$290,633	\$581,267	\$871,900

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options (including any Options issued under the Additional 10% Placement Facility) are exercised into Shares before the date of issue of the Equity Securities;
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares.
7. The issue price is 1.6 cents, being the closing price of the Shares on ASX on 14 October 2013.

(c) Issue Period

If Shareholders approve Resolution 3, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (the Additional 10%

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Placement Period). The approval will cease to be valid in the event that holders of the Company's shares approve a transaction under rule 11.1.2 or rule 11.2.

The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

(d) Purpose of Issues

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued exploration expenditure on the Company's five copper-gold projects in Western Australia, particularly Yuinmery, and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(e) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Previous issues of Equity Securities under Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 27 November 2012 however has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

(g) Previous issues of Equity Securities under Listing Rule 7.1A

The following table provides details regarding the total number of equity securities issued in the past 12 months preceding the date of the meeting and the percentage those issues represent of the total number of securities on issue at the commencement of the 12 month period under Listing Rule 7.1:

Equity securities issued in prior 12 months	20,000,000	1,000,000	10,000,000
Percentage of the total number of equity securities on issue at the commencement of that 12 month period.	11.0%	0.6%	5.5%

Specific details for these issues:

Date of Issue	02-Nov-12	08-Nov-12	20-Sep-13
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Number Issued	20,000,000	1,000,000	10,000,000
Class/Type of Security Issued	Ordinary shares	Ordinary shares	Ordinary shares
Summary of the Terms			
Names of the Allottees or basis on which they were determined	Fitall Group Ltd	Redfeather Holdings Pty Ltd & Resource Assets Pty Ltd	Sophisticated and professional investors
Price (\$)	0.045	0.05	0.02
Discount to Market Price	25%	17%	-18%
For cash issues:			
Cash consideration received (\$)	900,000	N/A	200,000
Amount of that cash that has been spent (\$)	900,000	N/A	50,000
Use of cash consideration	Exploration expenditure on:- Point Kidman \$400k La Mancha \$150k Yuinmery \$64k Other projects \$87k Office administration and salaries \$199k Total \$900k	N/A	Exploration expenditure on:- La Mancha \$10k Yuinmery \$6k Other projects \$9k Office administration and salaries \$35k Total \$50k
Intended use for remaining amount of cash	N/A	N/A	Exploration expenditure on:- La Mancha \$80k Yuinmery \$35k Office administration and salaries \$35k Total \$150k
For non-cash issues:			
Non-cash consideration paid (\$)	N/A	50,000	N/A
Current value of that non-cash consideration	N/A	Issued pursuant to Proposed Farm-in and Joint Venture Agreement between Empire Resources Limited, Resource Assets Pty Ltd and Redfeather Holdings Pty in relation to the Point Kidman Gold Project	N/A

(h) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

1.3 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 3.

RESOLUTION 4 – RATIFICATION OF PREVIOUS SHARE ISSUE – SEPTEMBER 2013

On 20 September 2013, the Company issued 10,000,000 fully paid ordinary shares at a price of 2.0 cents per Share.

Whilst the issue made on 20 September 2013 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 2.0 cents 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 are being used for exploration work 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 5 – ISSUE OF SHARES

The Company has resolved to issue up to 30,000,000 Shares at a price of not less than 80% of the volume weighted average trading price of the Company's Shares on ASX in the 5 trading days prior to the date of issue of the Shares.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The effect of Resolution 5 will be to allow the Directors to issue the Securities pursuant to Resolution 5 during the period of 3 months after the Annual General Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders:

- a) the maximum number of Securities to be issued under Resolution 5 is 30,000,000 Shares;

- b) the Shares will be issued no later than 3 months after the date of Shareholder approval (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules) and it is anticipated that allotment will occur on one date;
- c) the Shares will be issued at an issue price of not less than 80% of the volume weighted average trading price of the Company's Shares on ASX over the 5 trading days prior to the date of issue of the Shares;
- d) the allottees of the Shares will be sophisticated and professional investors introduced by William Buck Financial Services (WA) Pty Ltd, and will not be related parties of the Company. William Buck Financial Services (WA) Pty Ltd was appointed as a corporate advisor to the company in May 2013;
- e) the funds raised from the issue will be equivalent to an amount up to the number of shares issued (maximum 30,000,000) multiplied by an issue price which is not less than 80% of the volume weighted average trading price of the Company's Shares on ASX over the 5 trading days prior to the date of issue of the Shares; and
- f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

RESOLUTION 6 – APPROVAL OF SHARE ISSUE

The Company has resolved to issue up to 2,000,000 Shares at a price of not less than 80% of the volume weighted average trading price of the Company's Shares on ASX in the 5 trading days prior to the date of issue of the Shares. The shares are to be issued pursuant to a farm-in and joint venture agreement between Empire Resources Limited, Resource Assets Pty Ltd and Redfeather Holdings Pty in relation to the Point Kidman Gold Project announced in October 2012. The Shares are to be issued as follows:-

- 400,000 fully paid ordinary shares to Redfeather Holdings Pty Ltd and 600,000 fully paid ordinary shares to Resource Assets Pty Ltd on 26 October 2013; and
- 400,000 fully paid ordinary shares to Redfeather Holdings Pty Ltd and 600,000 fully paid ordinary shares to Resource Assets Pty Ltd on 26 October 2014

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of this 15% threshold is where the issue has the prior approval of shareholders in general meeting.

The effect of Resolution 6 will be to allow the Directors to issue the Securities pursuant to Resolution 6, without using the Company's 15% annual placement capacity, with the exception of the 1,000,000 shares to be issued on 26 October 2013, which will be initially issued under the Company's 15% placement capacity and refreshed at the Annual General Meeting, on approval of this resolution.

ASX Listing Rule 7.3

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders:

- a) the maximum number of Securities to be issued under Resolution 6 is 2,000,000 Shares;
- b) the Shares will be issued as follows:-
 - 1,000,000 on 26 October 2013; and
 - 1,000,000 on 26 October 2014. ASX listing rule 7.3.2 requires the Shares be issued no later than 3 months after the date of the meeting. As this date will be more than 3 months after the date of the meeting, the Company will seek a waiver from ASX with respect to this issue.
- c) the Shares will be issued at an issue price of not less than 80% of the volume weighted average trading price of the Company's Shares on ASX over the 5 trading days prior to the date of issue of the Shares;

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- d) the allottees of the Shares will be:-
 - Redfeather Holdings Pty Ltd, who will be allotted 400,000 fully paid ordinary shares on 26 October 2013 and 26 October 2014; and
 - Resource Assets Pty Ltd, who will be allotted 600,000 fully paid ordinary shares on 26 October 2013 and 26 October 2014.
 - e) the Shares are to be issued pursuant to a farm-in and joint venture agreement between Empire Resources Limited, Resource Assets Pty Ltd and Redfeather Holdings Pty in relation to the Point Kidman Gold Project announced in October 2012, with no cash being paid for the Shares issued; and
 - f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

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.

**Appointment of Corporate Representative
Section 250D of the Corporations Act 2001**

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Empire Resources Limited to be held on Friday 29 November 2013 at 11 a.m WST and at any adjournments of that meeting/all meetings of the members of Empire Resources Limited.

DATED 2013

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

..... Signed by authorised representative Signed by authorised representative
..... Name of authorised representative (print) Name of authorised representative (print)
..... Position of authorised representative (print) Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (e.g. "John Smith" or "each director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. Send or deliver the Certificate to Empire Resources Limited registered office at 53 Canning Highway, Victoria Park, Western Australia 6100 or fax to the registered office on (08) 9361-3184.

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