

ACN 092 471 513

## QUARTERLY REPORT FOR THE PERIOD ENDING 30 SEPTEMBER 2011

### HIGHLIGHTS

#### **YUINMERY, WA : copper - gold – zinc**

- **Combined latest and previous results continue to reinforce potential for development of Yuinmery**
- **Growing confidence to consider a scoping study**
- **RC drilling intersects further high grade copper mineralization at A Zone**
  - **5m @ 4.4% Cu within 19m @ 1.8% Cu**
  - **4m @ 4.7% Cu within 7m @ 3.2% Cu**
- **Copper grade and thickness increasing with depth at A Zone**
- **8m @ 1.4% Cu intersected in the first RC hole at the Smith Well gossan prospect**
- **Further RC and diamond core drilling to commence at A Zone and Just Desserts**

#### **WYNNE, WA : copper**

- **Prospecting extends outcropping strike length of base metal gossans to seven kilometres**
- **Heritage survey completed – no impediments to drilling**

#### **CORPORATE**

- **\$1.23 million raised to fund further drilling programs at Yuinmery**

# REVIEW OF OPERATIONS SEPTEMBER QUARTER 2011

## Yuinmery (WA): copper - gold - zinc - PGM project (100% interest and option to earn 82% interest on adjoining tenements)

The Yuinmery project is a volcanogenic massive sulphide (VMS) copper - gold - zinc project located 80km southwest of Sandstone, WA.

The Company has already identified an indicated and inferred resource of **1,070,000 tonnes at 1.82% copper and 0.78g/t gold** at the **Just Desserts** prospect where further drilling to increase this resource is planned for the coming quarter.

Significant copper-gold and zinc mineralization has recently been discovered at the **A Zone** prospect, 1.3km north of Just Desserts. Ongoing drilling is being conducted to provide data for a resource estimation.

The Company has also recently drilled ten other VMS targets at Yuinmery, three of which, YC5, YC11 and Smith Well, show potential to add further resources to the project. These will be further investigated in the next quarter.

The Company recently discovered large widths of low grade platinum – palladium mineralization at the Constantine prospect with downhole intersections of up to **80m @ 0.49g/t Pt+Pd**. The PGMs are associated with disseminated sulphide mineralization in at least two horizons of a major layered mafic-ultramafic intrusive complex.

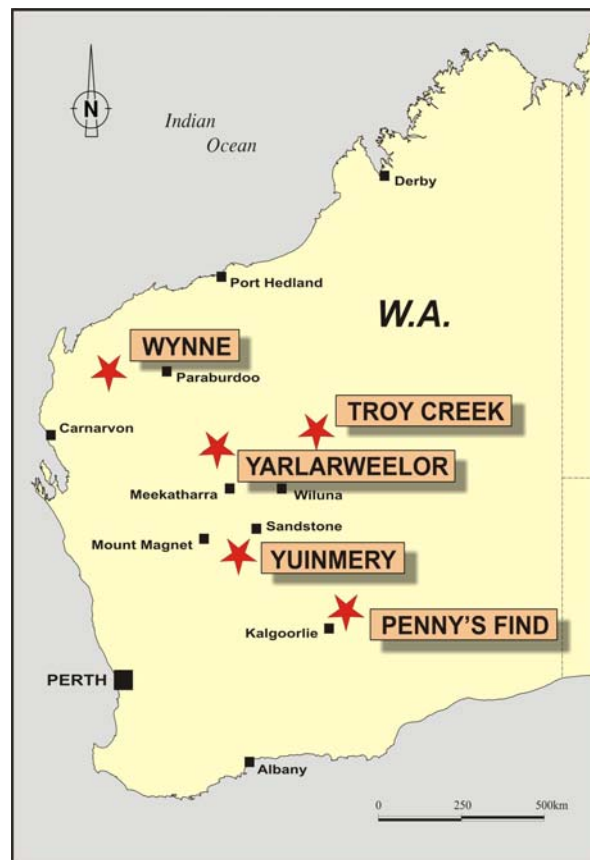


Figure 1 : Project Location Map

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Figure 2 : Yuinmery Project location map

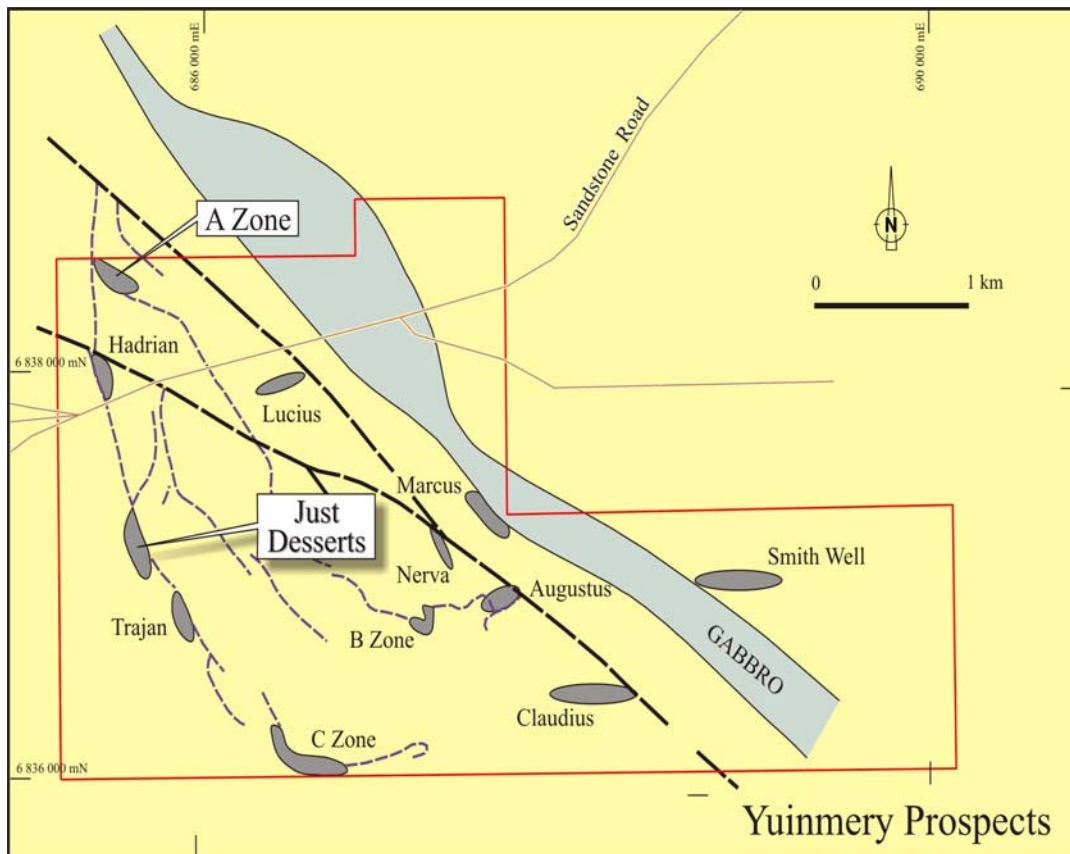


Figure 3 : Central Prospects

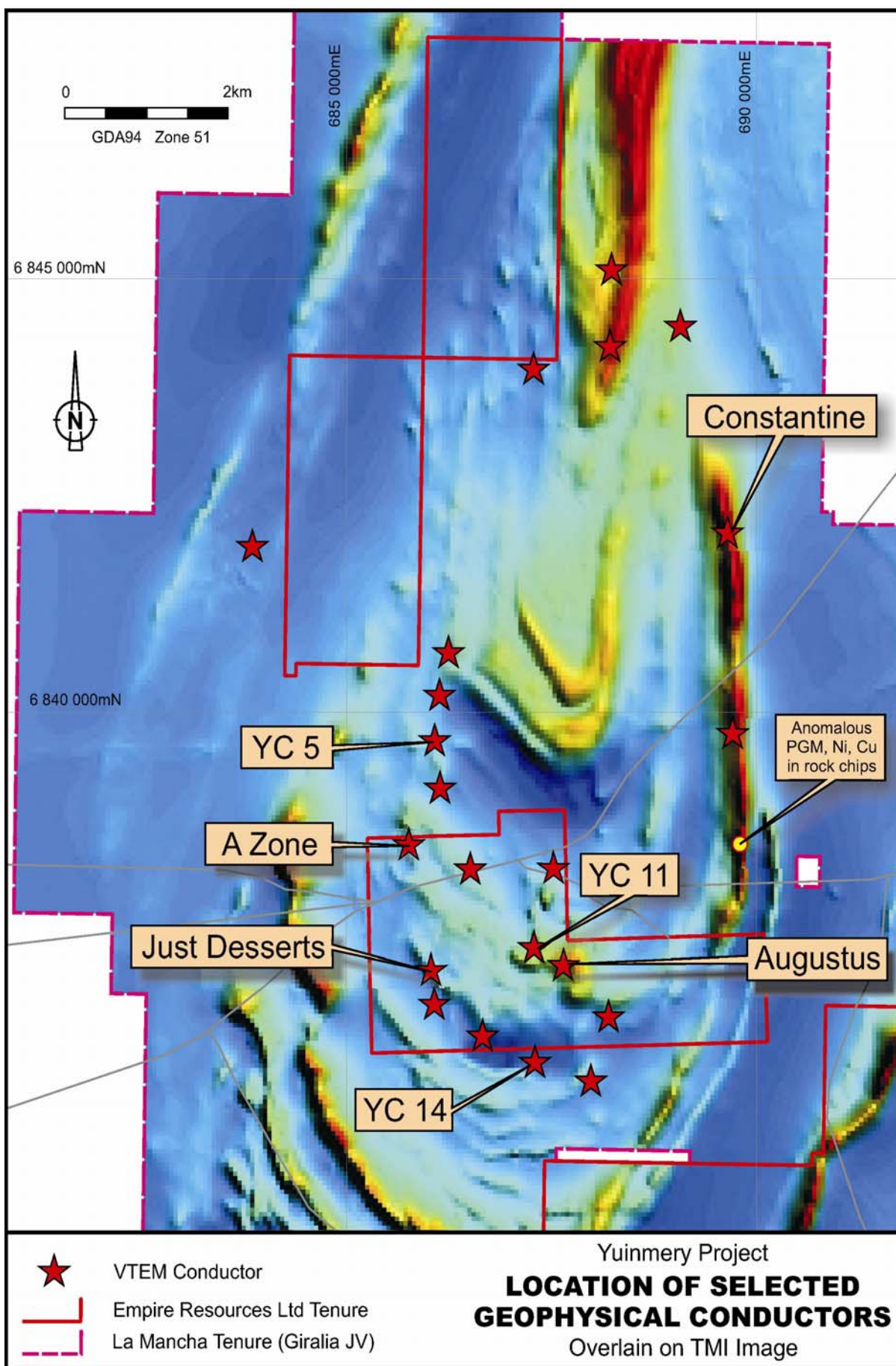


Figure 4

## RC Drilling

During the September quarter a total of 22 holes comprising 4,755 metres of RC drilling were completed. Most of this work was undertaken at the **A Zone** prospect following up on previous significant copper – gold and zinc intersections reported in the June quarterly. The **A Zone** prospect lies 1.3km north of the **Just Desserts** prospect.

RC holes were also drilled at eight other prospects : YC5, YC11, YC14, Smith Well Gossan, Lorne Gossan, Hadrian, Constantine and Western IP.

## A ZONE

Nineteen holes were drilled at A Zone with significant copper-gold and zinc intersections returned from a number of holes, Table 1.

**Table 1 : Significant A Zone RC Intersections**

Hole ID	Northing	Easting	Az	Dip	Depth (m)	From (m)	To (m)	Int (m)	Cu %	Zn %	Au g/t	Ag g/t
<b>A ZONE</b>												
YRC11-04	6838493	685664	225	-45	133	104	120	16	0.61	0.01	0.54	1
YRC11-11	6838549	685720	225	-70	295	184	191	7*	0.04	4.48	0.04	0
					incls	187	190	3*	0.05	8.16	0.05	0
YRC11-16	6838457	685743	225	-55	200	160	179	19*	1.85	0.03	0.34	3
					incls	170	175	5*	4.41	0.04	0.35	7
YRC11-24	6838650	685660	225	-57	216	177	186	9	1.57	0.03	0.28	1
					incls	179	181	2	2.75	0.03	0.70	4
YRC11-26	6838640	685700	225	-55	230	192	199	7*	3.22	0.05	0.47	2
					incls	194	198	4*	4.47	0.05	0.50	3

\* assays reported previously

Drilling at **A Zone** has shown there are two separate zones of mineralization, one 30 - 40m stratigraphically above the other. The upper horizon contains copper-gold and zinc mineralisation while the lower horizon contains copper-gold mineralization.

Figures 5 and 6 show long sections of the two horizons at A Zone while Figure 7 shows an oblique cross section.

The upper horizon is the main zone of mineralization. It remains open down plunge to the north with the deepest hole to date intersecting **7m @ 3.2% Cu, 0.5g/t Au**. Mineralization in the lower horizon is currently restricted to the shallower part of the A Zone deposit.

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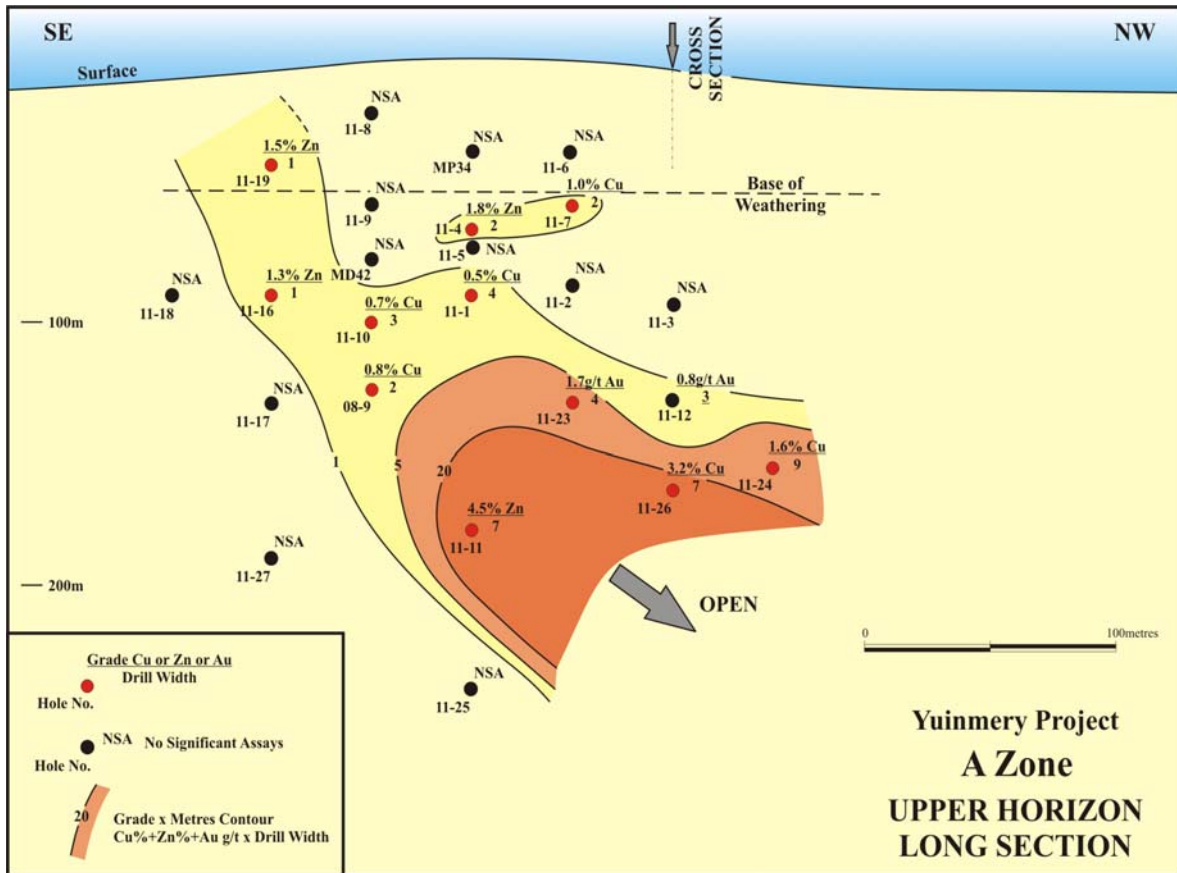


Figure 5

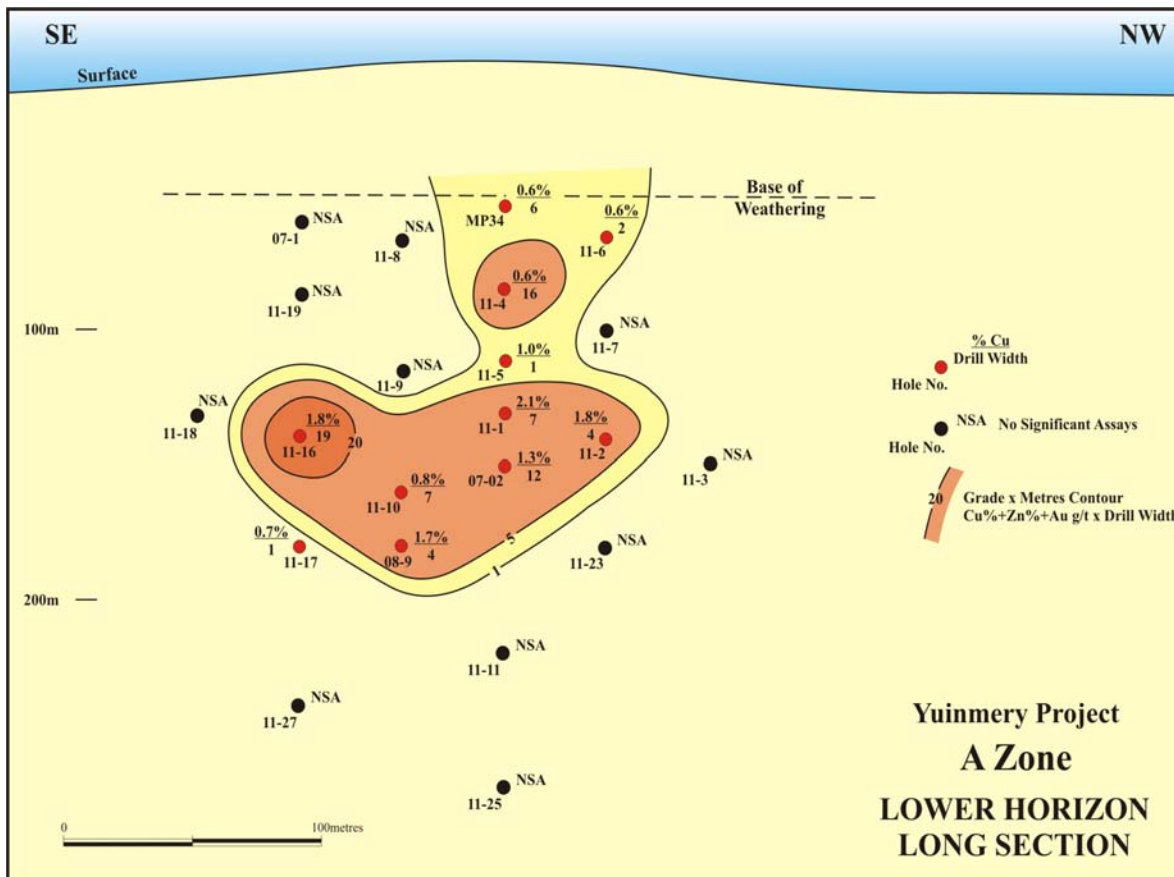


Figure 6

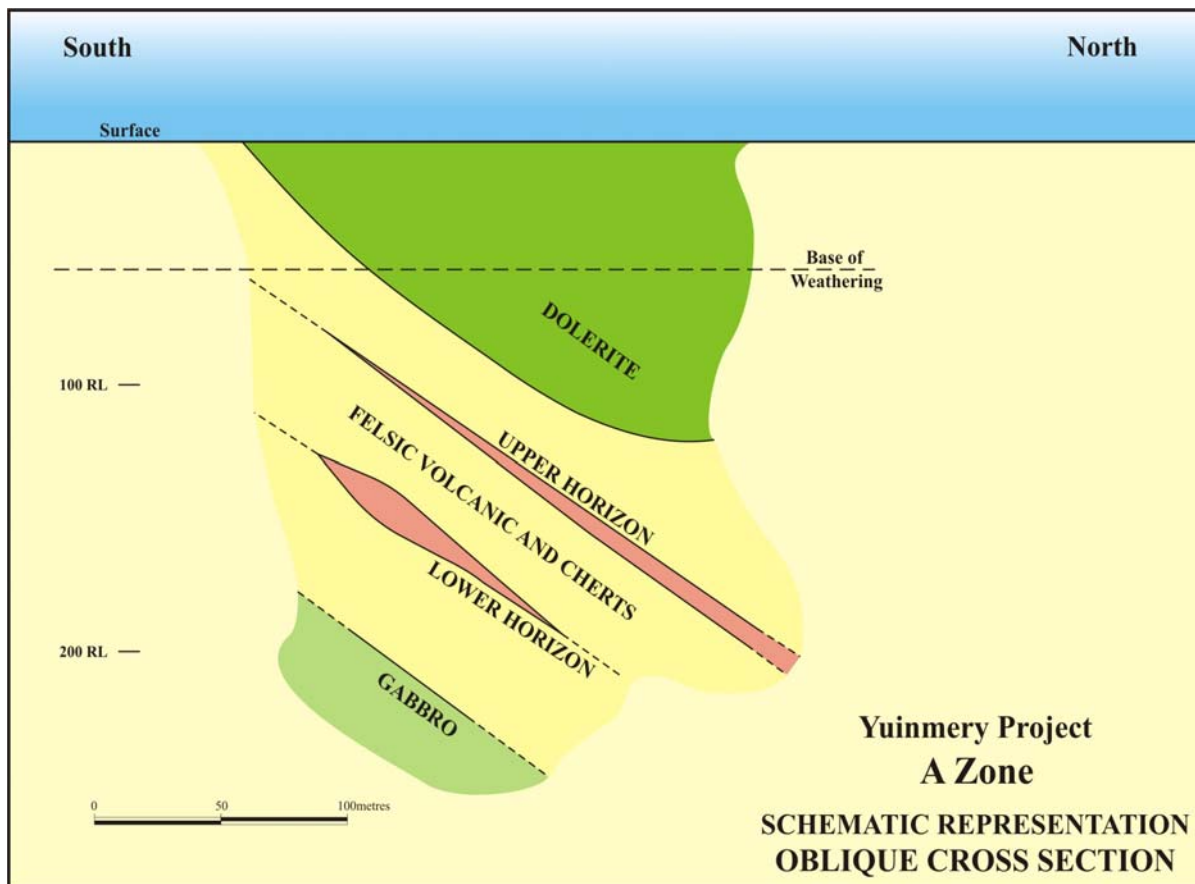


Figure 7

## YC5

One deep RC hole (YRC11-15) was drilled at the YC5 prospect located 1.2km north of A Zone. The hole targeted the top edge of a large conductor previously outlined by downhole EM geophysics.

Three metres of finely banded pyrite in felsic volcanics were intersected at 255m depth confirming the EM anomaly is due to sulphides. This mineralization assayed up to 720ppm Cu.

It is planned to extend hole YRC10-22 to intersect the central part of the conductor.

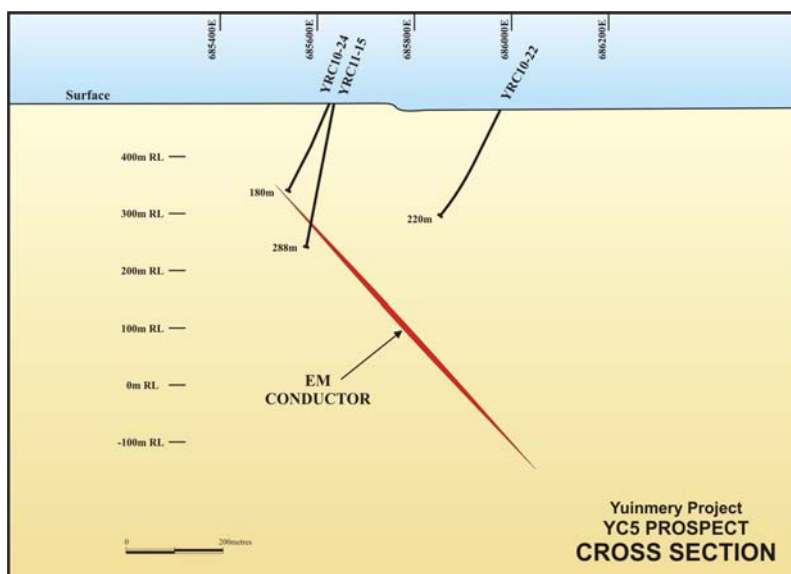


Figure 8

## Smith Well Gossan

A single RC hole drilled beneath the copper gossan at Smith Well intersected **8m @ 1.4% Cu, 0.1g/t Au, 3g/t Ag** from 72m downhole. This oxide intersection lies on the contact between felsic volcanics and gabbro.

Three RC holes are planned to test this mineralization in the primary zone.

## YC11

An RC pre-collar was established to drill this large EM conductor which is located in felsic volcanics 1.5km east of Just Desserts. The diamond tail will be completed during the next quarter.

## Other VMS Prospects

Further RC drilling at the YC14 prospect did not intersect any significant mineralization. Downhole EM surveys confirmed the sulphide mineralization previously intersected does not continue at depth.

A single RC hole drilled beneath the Lorne copper gossan intersected 4m @ 0.5% Cu from 36m. Follow up downhole EM did not locate any nearby conductors indicating the sulphide mineralization is very restricted.

Drilling of two induced polarisation anomalies to the west and southwest of A Zone did not intersect any significant mineralization. Downhole EM surveys did not locate any significant anomalies at either site.

## Constantine

One RC hole tested a coincident EM and RAB drilling anomaly 500m north of the Constantine prospect. From 96m this hole intersected 8m @ 0.15% Cu, 0.27% Ni, 0.61g/t Pt+ Pd associated with traces of pyrite in an ultramafic. A subsequent downhole EM survey detected a weak off hole conductor at 100m. Modelling of this anomaly is currently being undertaken.

## Yuinmery – On Going Plans

RC drilling is scheduled to continue at Yuinmery during the next quarter targeting the A Zone, Just Desserts, Augustus and YC6 prospects.

Diamond core drilling is also scheduled for deeper drilling at the A Zone, YC11 and YC5 prospects. Both the RC and diamond drilling programs will commence in November.

## Penny's Find (WA): Gold Project – 60% interest

At the Penny's Find project, the Company has identified a near surface resource of **314,000 tonnes @ 5.2g/t Au**. The proximity of the deposit to Kalgoorlie (50km), the current gold price and the possibility of mining a substantial portion of the deposit by open pit methods, enhances the value of this resource. Brimstone Resources Ltd is currently earning into the project and is managing exploration.

During the September quarter Brimstone Resources collected 580 soil samples covering areas to the north of Penny's Find. Assays are pending.

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## Wynne (WA): Copper Project- 100% interest

The Wynne prospect consists of a granted exploration licence covering an area of 90 square kilometres in the northern Gascoyne region of Western Australia.

Previous exploration in the area identified extensive gossanous ironstones containing highly geochemically anomalous copper, lead, tungsten and bismuth values. These ironstones are associated with meta-sedimentary rocks of the Proterozoic Morrissey Metamorphic Suite. At least three anomalous ironstone horizons are present each up to 2-3m thick with at least one extending for a distance of over 5 kilometres. No previous drilling has been undertaken in the prospect area.

Empire Resources has been successful in receiving funding of \$75,000 under the Western Australian Government's Incentive Scheme Co-Funded Drilling Program. This grant will be used to fund an 1,800m RC drilling program planned for the first half of 2012.

During the quarter a heritage survey cleared the gossan areas in preparation for drilling. Further prospecting along strike also extended the length of outcropping gossans to 7km with the discovery of anomalous samples 2km northwest of the previously known outcrops.

**Table 2 : Wynne Rock Chip Samples**

Sample	North	East	Au	Cu	Pb	Zn	Ag	As	Bi	W	Sb
UNITS	GDA94	z50	ppb	ppm	ppm	ppm	ppm	ppm	ppm	ppm	ppm
W91101	7430964	336112	2	290	118	168	-0.5	110	1.7	8.5	1.4
W91102	7430908	336055	516	65	17	64	-0.5	46500	347.0	2.0	20.2
W91103	7430964	336028	40	1460	52	118	-0.5	280	16.3	0.5	0.7

Au by 40gm fire assay, other elements by mixed acid digest ICP-OES/MS

## Troy Creek (WA): Copper - Gold - PGM Project - 45% interest

The Troy Creek copper-gold-platinum group metal (PGM) project is situated 900 km northeast of Perth on the northern margin of the Palaeoproterozoic Earaheedy Basin where the Company holds tenements covering an area of 270 sq km.

High grade copper sulphide drill intersections have previously been announced for the Main Gossan prospect. These intersections included **2 metres @ 4.65%Cu** from 91 metres and, in a second hole located 50m along strike, **8 metres @ 1.47%Cu** from 88 metres and **4 metres @ 3.04%Cu** from 104 metres. The copper mineralisation consists of fine grained copper and iron sulphides in graphitic and calcareous shales.

Zodiac Resources Ltd is currently earning an interest in the Troy Creek tenements and is managing exploration.

During the quarter Zodiac Resources completed 17 RC holes for 2,686m of drilling at the Main Gossan prospect. This drilling intersected up to 100m across-strike widths of pyritic black shales containing trace amounts of chalcopyrite. Assays are pending.

## Yarlarweelor (WA): Uranium project (28% indirect interest)

The Yarlarweelor uranium project is located 125 km north of Meekatharra in Western Australia. Empire Resources Ltd holds an indirect 28% interest in the project through its shareholding in FYI Resources Ltd.

No field work was undertaken during the quarter.

### Corporate

During the quarter the Company completed a placement of 15 million fully paid ordinary shares to professional and sophisticated investors to raise \$1.23 million before costs. The issue price was 8.2 cents per share.

The funds raised will be used to continue the drilling programs at Yuinmery and for working capital purposes.

**DAVID SARGEANT**  
**MANAGING DIRECTOR**

**25 October 2011**

For further information on the Company, visit [www.resourcesempire.com.au](http://www.resourcesempire.com.au)

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*The information in this report that relates to Exploration Results has been compiled by Mr. David Ross B.Sc(Hons), M.Sc. who is an employee of the Company. He is a member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. He has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity to which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". David Ross consents to the inclusion in the public release of the matters based on his information in the form and context in which it appears.*

**Table 3 : Yuinmery RC Drilling Results**

Hole ID	Northing	Easting	Az	Dip	Depth	From	To	Width	Cu	Zn	Au	Ag
					(m)	(m)	(m)	(m)	%	%	g/t	g/t
<b>A ZONE</b>												
YRC11-04	6838493	685664	225	-45	133	77	79	2	0.07	1.84	0.02	0
						82	84	2	0.13	0.06	0.66	1
						104	120	16	0.61	0.01	0.54	1
YRC11-05	6838500	685671	225	-55	151	130	131	1	1.03	0.02	0.25	3
YRC11-06	6838522	685635	225	-45	133	79	81	2	0.63	0.06	0.05	2
						84	87	3	0.55	0.07	0.09	2
						90	91	1	0.93	0.11	0.29	4
YRC11-07	6838529	685642	225	-55	139	64	66	2	0.98	0.14	0.20	2
YRC11-08	6838439	685662	225	-55	133	NSA						
YRC11-09	6838458	685683	225	-60	163	NSA						
YRC11-10	6838486	685713	225	-60	180	112	115	3	0.73	0.10	0.24	2
						169	176	7	0.81	0.03	0.18	1
YRC11-11	6838549	685720	225	-70	295	184	191	7*	0.04	4.48	0.04	0
					incls	187	190	3*	0.05	8.16	0.05	0
YRC11-12	6838600	685670	225	-60	199	128	131	3	1.10	0.15	0.24	4
						148	151	3	0.16	0.10	0.76	0
						165	168	3	0.75	0.08	0.49	1
YRC11-16	6838457	685743	225	-55	200	113	114	1	0.03	1.28	0.04	0
						160	179	19*	1.85	0.03	0.34	3
					incls	170	175	5*	4.41	0.04	0.35	7
YRC11-17	6838492	685779	225	-55	260	157	159	2	0.23	0.09	0.79	0
						214	215	1	0.67	0.02	0.56	1
YRC11-18	6838422	685779	225	-55	204	181	182	1	0.83	0.04	0.12	1
YRC11-19	6838422	685708	225	-55	150	55	56	1	0.02	1.45	0.01	1
YRC11-23	6838579	685691	225	-57	270	147	151	4	0.12	0.11	1.70	0
YRC11-24	6838650	685660	225	-57	216	177	186	9	1.57	0.03	0.28	1
					incls	179	181	2	2.75	0.03	0.70	4
						194	195	1	0.97	0.08	0.32	1
YRC11-25	6838620	685792	225	-55	336	NSA						
YRC11-26	6838640	685700	225	-55	230	192	199	7*	3.22	0.05	0.47	2
					incls	194	198	4*	4.47	0.05	0.50	3
						217	218	1	0.52	0.02	0.33	1
YRC11-27	6838527	685814	225	-57	294	NSA						
YRC11-30	6838689	685691	225	-60	180	<b>PRE-COLLAR</b>						
<b>SMITH WELL GOSSAN</b>												
YRC11-14	6836823	688729	150	-60	120	72	80	8	1.36	0.06	0.13	3
<b>LORNE GOSSAN</b>												
YRC11-22	6839225	685900	225	-60	144	36	40	4 <sup>#</sup>	0.50	0.01	0.02	0

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Hole ID	Northing	Easting	Az	Dip	Depth	From	To	Width	Cu	Zn	Au	Ag
					(m)	(m)	(m)	(m)	%	%	g/t	g/t
YC14												
YRC11-13	6835895	687450	270	-60	180	NSA						
YC5												
YRC11-15	6839820	685860	270	-80	288	NSA						
WESTERN IP												
YRC11-20	6838340	685281	270	-60	198	NSA						
HADRIAN IP												
YRC11-21	6838129	685513	270	-60	240	NSA						
CONSTANTINE												
YRC11-28	6842485	689470	90	-60	138	NSA						
YC11												
YRC11-29	6837220	687400	215	-55	282	PRE- COLLAR						

\* Assays reported previously

# 4m composite samples

Coordinates GDA94 z50

NSA no significant assays

Gold by 40gm fire assay, ICP-MS. Copper, Zinc and Silver by mixed acid digest, ICP-AES/MS

Cut-offs 0.5%Cu or 1.0% Zn or 0.5g/tAu. Maximum internal dilution 2m <0.5%Cu or 1m <1.0% Zn or 1m <0.5g/tAu.

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The information in this report concerning the Mineral Resources for the Penny's Find Deposit and the Just Desserts Deposit at Yuimmery have been estimated by Mr Peter Ball B.Sc who is a director of DataGeo Geological Consultants and is a member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Ball has sufficient experience which is relevant to the styles of mineralization and types of deposit under consideration and qualifies as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Ball consents to the inclusion in the public release of the matters based on his information in the form and context in which it appears.

### Notes on the Penny's Find Resource

An updated resource estimate for the Penny's Find gold mineralisation was completed and announced to the market on 8 August 2007 and 12 October 2007. There has been no change to the resource since that time.

The mineral resource by category is 314,000 tonnes averaging 5.2 g/t gold down to a vertical depth of 150m below surface. The mineral resource above 0.5 g/t gold is summarised in the following table.

**Penny's Find - Classified mineral resources – August 2007**

Category	Tonnes	Grade*	Ounces
Measured	79,000	4.40	11,177
Indicated	132,000	3.98	16,893
Inferred	103,000	7.33	24,276
<b>TOTAL</b>	<b>314,000</b>	<b>5.18</b>	<b>52,316</b>

\*grades are based on a minimum cut-off of 0.5g/tAu and high assays cut to 25g/tAu

Resource modelling consultants Datageo calculated a JORC compliant in situ resource estimate, utilising all drill hole information available on mining lease M27/156 up to the end of June 2007.

The resource grade was estimated using ordinary kriging based on the drill hole data composited downhole to 1m intervals within constraining shapes representing the mineralisation. Assumed specific gravity values used were:- oxide 2.0t/m<sup>3</sup>; transitional 2.2t/m<sup>3</sup>; fresh 2.5t/m<sup>3</sup>.

### Notes on the Yuimmery Resource

A resource estimate for the Just Desserts prospect at Yuimmery was completed and announced to the market on 9 April 2009. There has been no change in the resource since that time.

The mineral resource by category to a depth of 250m below surface is reported below. The resource comprises no oxide mineralization, only transitional and fresh.

**Just Desserts Classified Mineral Resources – March 2009**

Category	Tonnes	Grade*	Grade*	Grade*	
			Cu%	Au g/t	Ag g/t
<b>1%Cu cutoff</b>	Indicated	104,000	1.65	0.86	1.32
	Inferred	966,000	1.84	0.77	2.12
	<b>TOTAL</b>	<b>1,070,000</b>	<b>1.82</b>	<b>0.78</b>	<b>2.06</b>
<b>1.5%Cu cutoff</b>	Indicated	46,000	2.11	1.14	1.58
	Inferred	536,000	2.34	0.92	2.68
	<b>TOTAL</b>	<b>582,000</b>	<b>2.33</b>	<b>0.93</b>	<b>2.61</b>

\*High assays have been cut to 9%Cu, 20g/tAu and 10g/tAg.

Resource modelling consultants Datageo calculated a JORC compliant in situ resource estimate, utilising all drill hole information available on Prospecting Licence P57/1215 up to the end of June 2008.

The resource grade was estimated using ordinary kriging based on the drill hole data composited down hole to 1m intervals within constraining shapes representing the mineralisation. Assumed specific gravity values used were:- transitional 2.7t/m<sup>3</sup>; fresh 3.2t/m<sup>3</sup>.