



ACN 092 471 513

9 December 2014

ASX Limited
Exchange Centre
Level 4
20 Bridge Street
Sydney
NSW 2000

Dear Sir

UPDATE IN RELATION TO ASX LISTING RULE 7.1A

In relation to the past issue of securities by Empire Resources Limited (ASX: ERL) (Empire or Company) pursuant to ASX Listing Rule 7.1A, Empire provides the following information in accordance with ASX Listing Rule 3.10.5A.

1. Appendix 3B dated 3 November 2014 (Box 6d should read 5,936,444 and not Nil)

a) The dilution to pre-placement security holders who did not participate in the placement as a result of the shares issued pursuant to the placement under Listing Rule 7.1A (5,936,444 shares) was 2.83%.

Because some existing security holders participated in the placement, the following disclosure shows separately the percentage of the post-placement capital held in aggregate by:

• pre-placement security holders who did not participate in the placement	84.57%
• pre-placement security holders who did participate; and	15.43%
• participants in the placement who were not previously security holders.	-

b) The Company issued these shares to fund the exploration and part development of various barite deposits through a newly formed Angolan company, and provide working capital, as announced to the ASX on 22 October 2014.

The issue of the securities was part of the funding arrangement agreed to with third parties, and on the basis of this arrangement, a pro-rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate would not have been appropriate in the circumstances.

c) No underwriting arrangements were entered into in relation to the placement.

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d) Fees are payable in accordance with the agreement with the company's corporate advisor, William Buck, as reported to the ASX in May 2013.

2. Appendix 3B dated 20 November 2014 (Box 6d should read 17,047,555 and not Nil)

a) The dilution to pre-placement security holders who did not participate in the placement as a result of the shares issued pursuant to the placement under Listing Rule 7.1A (11,111,111 shares) was 5.14%.

Because some existing security holders participated in the placement, the following disclosure shows separately the percentage of the post-placement capital held in aggregate by:

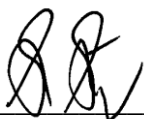
• pre-placement security holders who did not participate in the placement;	80.43%
• pre-placement security holders who did participate; and	19.57%
• participants in the placement who were not previously security holders.	-

b) The Company issued these shares to fund the exploration and part development of various barite deposits through a newly formed Angolan company, and provide working capital, as announced to the ASX on 22 October 2014. The issue of the securities was part of the funding arrangement agreed to with third parties, and on the basis of this arrangement, a pro-rata issue or other type of issue in which existing ordinary security holders would have been eligible to participate would not have been appropriate in the circumstances.

c) No underwriting arrangements were entered into in relation to the placement.

d) Fees are payable in accordance with the agreement with the company's corporate advisor, William Buck, as reported to the ASX in May 2013.

Yours faithfully



Simon Storm
Company Secretary

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