



ACN 092 471 513

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

MONDAY 22ND NOVEMBER 2010

10.00 AM

AT

**METRO HOTEL
61 CANNING HIGHWAY
SOUTH PERTH
WESTERN AUSTRALIA**

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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 Metro Hotel, 61 Canning Highway, South Perth, Western Australia on **22nd November 2010 at 10 a.m.**, to conduct the following business:

BUSINESS OF THE MEETING

ANNUAL REPORT 2010

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 2010.

ORDINARY BUSINESS – RESOLUTIONS

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the period ended 30 June 2010 be adopted."

RESOLUTION 2 – TO RE-ELECT MR ADRIAN JESSUP AS A DIRECTOR

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

"That Mr Adrian Jessup, 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 – RATIFICATION OF PREVIOUS SHARE ISSUE – DECEMBER 2009

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 4,450,000 fully paid ordinary shares at 7.5 cents per share on 23 December 2009 to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

Voting Exclusion

For the purposes of ASX Listing Rule 7.5.6 in relation to Resolution 3, 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.

RESOLUTION 4 – RATIFICATION OF PREVIOUS SHARE ISSUE – OCTOBER 2010

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 9,400,000 fully paid ordinary shares at 6.2 cents per share on 12 October 2010 to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

Voting Exclusion

For the purposes of ASX Listing Rule 7.5.6 in relation to Resolution 4, 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.

RESOLUTION 5 – APPROVAL TO ISSUE SHARES – NOVEMBER 2010

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

"That, for the purposes of Listing Rule 7.1 of the Listing Rules of ASX and for all other purposes, the Company be authorised to allot and issue 5,000,000 fully paid ordinary shares at 6.2 cents per share to sophisticated and professional investors, to fund ongoing working capital requirements of the Company."

Voting Exclusion

In accordance with Listing Rule 7.3.8, any votes cast on Resolution 5 by or on behalf of a person who may participate in the issue of shares and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares, if Resolution 5 is passed, or any of the respective associates of such persons, will be disregarded.

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 – 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 16,500,000 fully paid ordinary shares in the capital of the Company 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

In accordance with Listing Rule 7.3.8, any votes cast on Resolution 6 by or on behalf of a person who may participate in the issue of shares and a person who might obtain a benefit, except a benefit solely in the capacity as a holder of Shares, if Resolution 6 is passed, or any of the respective associates of such persons, will be disregarded.

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

18 October 2010

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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 10.00 a.m. WST on 20th November 2010. 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.

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

"Listing Rules" means the listing rules of ASX.

"Notice of Meeting" or "Notice" means this notice of annual general meeting.

"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 annual general meeting of Shareholders to be held on **22nd November 2010** (“the Meeting”).

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

BUSINESS OF THE MEETING

Annual Report 2010

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

Section 250R of the Corporations Act requires that a resolution must be put to the vote at the Company’s annual general meeting that the remuneration report be adopted. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

In accordance with section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions, or make comments on, the remuneration report at the annual general meeting.

RESOLUTION 2 – TO RE-ELECT MR ADRIAN JESSUP 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 Jessup is required to retire by rotation at the forthcoming annual general meeting, and being eligible, offers himself for re-election as a Director.

Mr Jessup also holds a Bachelor of Science degree (with honours) in economic geology from the University of Sydney and has more than 35 years continuous experience as a geologist, company director and consultant involved in mineral exploration, ore deposit evaluation and mining. He is a member of AusIMM, the Geological Society of Australia and the Australian Institute of Geoscientists.

For the last fifteen years, Mr Jessup has operated a geological consulting company. During that time, he was a founding director of Sylvania Resources Limited and remained on the board for two years. Prior to that, Mr Jessup was managing director of Giralia Resources NL for eight years, from the company’s inception in 1987. Previously, he had worked for AMAX Exploration Inc., as a senior geologist and as regional manager in charge of that company’s mineral exploration in Western Australia.

RESOLUTION 3 – RATIFICATION OF PREVIOUS SHARE ISSUE – DECEMBER 2009

On 23 December 2009, the Company issued 4,450,000 fully paid ordinary shares at a price of 7.5 cents per Share.

Whilst the issue made on 23 December 2009 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 4,450,000;
- (b) the Shares were issued at an issue price of 7.5 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 Bligh Capital Pty Ltd and Kirke Securities Limited; and
- (e) the funds raised from the issue of the Shares were used to fund 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 4 – RATIFICATION OF PREVIOUS SHARE ISSUE – OCTOBER 2010

On 12 October 2010, the Company issued 9,400,000 fully paid ordinary shares at a price of 6.2 cents per Share.

Whilst the issue made on 12 October 2010 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 9,400,000;
- (b) the Shares were issued at an issue price of 6.2 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 Bell Potter; and
- (e) the funds raised from the issue of the Shares are to be used to fund exploration activities 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 – APPROVAL TO ISSUE SHARES – NOVEMBER 2010

The Company has resolved to issue 5,000,000 Shares at a price of 6.2 cents per Share.

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.

Shareholder approval for the proposed issue is required pursuant to ASX Listing Rule 7.1.

The effect of Resolution 5 will be to allow the Directors to issue the Shares 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

The following information is provided to Shareholders in accordance with the requirements of Listing Rule 7.3:

- (a) the maximum number of securities to be issued under Resolution 5 is 5,000,000 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 6.2 cents per Share;
- (d) the allottees of the Shares are sophisticated and professional investors introduced by clients associated with William Buck, Lachlan Capital Partners and clients of Bell Potter.
- (e) funds raised by the issue will be utilised for exploration and other working capital requirements; 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 – ISSUE OF SHARES

The Company has resolved to issue up to 16,500,000 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 6 will be to allow the Directors to issue the Securities pursuant to Resolution 6 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 6 is 16,500,000 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 determined at the discretion of the Directors. None of the allottees will be related parties of the Company;
- e) funds raised by the issue will be applied to partially fund ongoing exploration on the Company's projects and working capital; 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.

