

EMPIRE RESOURCES LIMITED  
AND CONTROLLED ENTITIES  
ABN 32 092 471 513

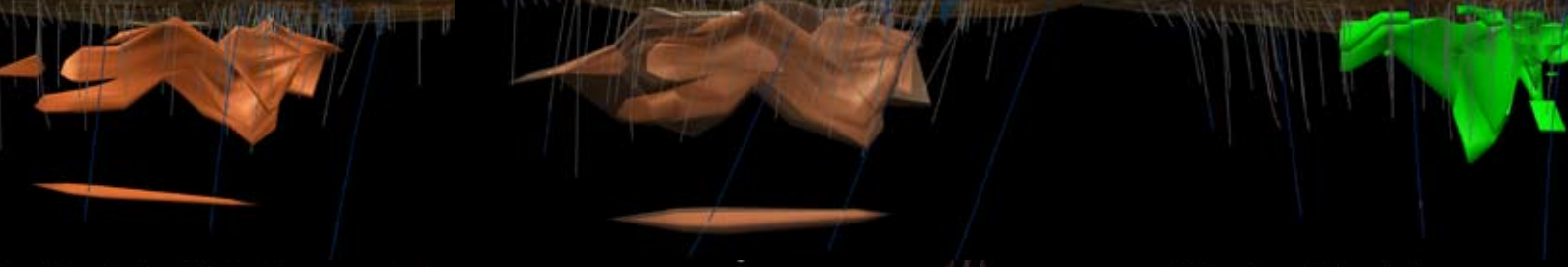


# Annual Report

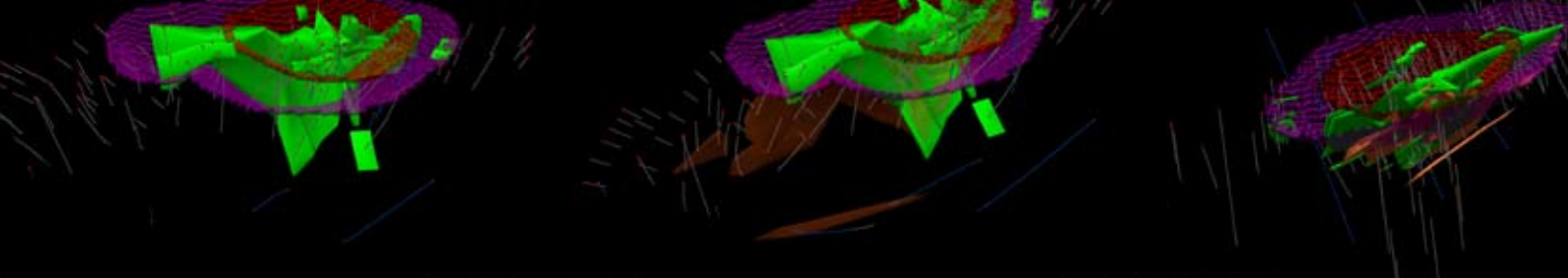
FOR THE YEAR ENDED 30 JUNE 2012



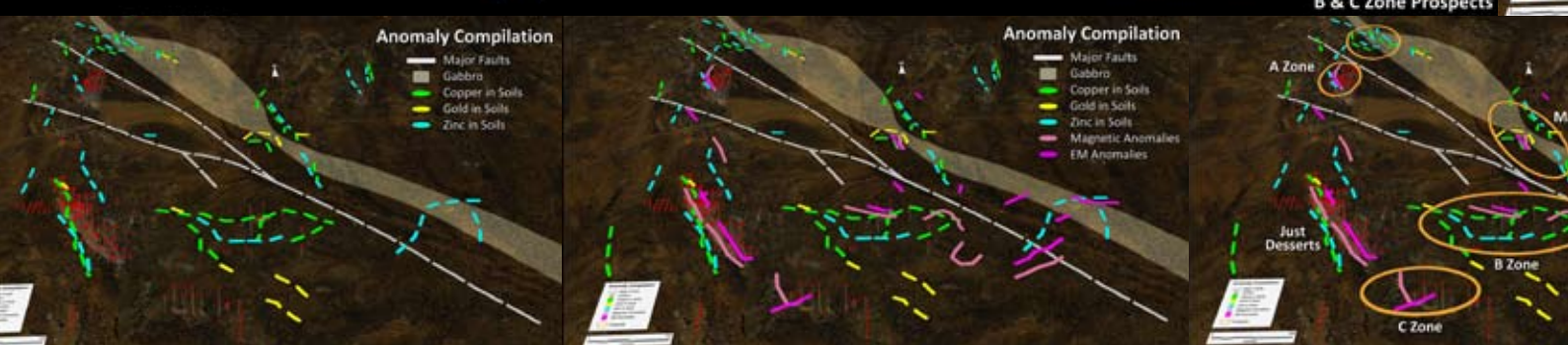
Updated Zones of Mineralisation (1.0% & 0.5% Cu cut-offs)      Original JORC Resource Model 1.07mt @ 1.82% Cu & 0.8 g/t Au (1.0% Cu cut-off)



Starter Pit vs Maximum Pit Extraction      Updated Zone of Mineralisation (1.0% Cu cut-off)



**Empire Resources Limited is a Perth based copper and gold focused explorer with deposits in Western Australia.**



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## 1. CORPORATE DIRECTORY

### DIRECTORS

Tom Revy BAppSc – Chairman  
 David Sargeant BSc – Managing Director  
 Adrian Jessup BSc(Hons) – Executive Director

### MANAGEMENT

David Ross BSc(Hons) MSc –  
 Exploration Manager

### COMPANY SECRETARY

Simon Storm BCom, BCompt(Hons), CA, FCIS

### REGISTERED and PRINCIPAL OFFICE

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 Website [www.resourcesempire.com.au](http://www.resourcesempire.com.au)  
 ABN 32 092 471 513

### SHARE REGISTRY

Security Transfer Registrars Pty Ltd  
 770 Canning Highway  
 Applecross 6153  
 Western Australia

### AUDITOR

HLB Mann Judd  
 Level 4  
 130 Stirling Street  
 Perth 6000  
 Western Australia

### STOCK EXCHANGE LISTING

The Company is listed on the  
 Australian Stock Exchange Limited.  
 Home Exchange Perth  
 ASX Code: Shares ERL

## 2. Highlights 2011 – 2012

- > Strong progress on multiple fronts as the company builds on its portfolio of five copper-gold projects in Western Australia.
- > Yuinmery and Penny's Find projects expected to create substantial value for our shareholders in the short term.

### Yuinmery

- > An extensive drilling program during the year has confirmed the company's flagship Yuinmery project supports a major mineralisation system.
- > Significant high grade copper-gold and zinc intersections at the A Zone prospect which remain open at depth. The results include:
  - **6m @ 3.0% Cu, 1.7g/t Au including 3m @ 4.0% Cu, 3.3g/t Au**
  - **6m @ 2.2% Cu, 1.2g/t Au including 3m @ 3.0% Cu, 2.0g/t Au**
  - **5m @ 2.8% Cu within 10m @ 1.8% Cu**
  - **3m @ 8.2% Zn within 8m @ 4.0% Zn**
- > Confidence in Yuinmery continues to grow with the project on track to outline a second resource estimate at A Zone.

### Penny's Find (60% interest)

- > Renegotiated joint venture terms represents a win-win for Empire and partner Brimstone Resources Ltd. High grade gold intersections confirm the underground potential of the project, with mineralisation remaining open at depth and a new hanging wall lode also enhancing the project economics. Current resource of 314,000 tonnes @ 5.18 g/t Au defined to a vertical depth of 150m and remains open at depth. Recent significant intersections include:
  - **6m @ 13.34g/t Au from 113m, including 4m @ 19.43g/t Au**
  - **2m @ 12.95g/t Au from 101m, within 8m @ 4.02g/t Au**
  - **3m @ 14.42g/t Au from 143m to EOH**
- > **Positive outlook with mining operations hoping to commence mid-2013.**
- > Penny's Find Mining Lease granted to 2033.

### Wynne

- > Grassroots exploration success at the Wynne project with oxide copper mineralisation discovered.

### Damperwah

- > Copper sulphide mineralisation discovered at the Damperwah project.

### SUBSEQUENT TO 30 JUNE 2012

- > Commencement of a major 3000 metre reverse circulation and diamond drilling program at Penny's Find to expand the size of the resource and aid in mine planning.
- > **Brimstone Resources have stated they plan to commence open pit mining at the Penny's Find gold deposit within 12 months.**
- > Induced Polarisation survey completed at Yuinmery identifies three priority drill targets.

## 3. Corporate Objectives

Empire Resources Ltd has a long term objective to become a successful mining house built on the discovery and development of world class mineral deposits.

In the short term, Empire Resources is committed to enhancing value for shareholders by obtaining cash flow from the Company's existing copper, gold and platinum deposits.

Empire's options for realising value include delineating reserves and commencing mining operations; entering into significant farm-out or royalty arrangements or by acquiring new opportunities to provide an early cash flow.



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#### 4. CHAIRMAN'S REPORT

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Dear Shareholders

The 2012 financial year has been another busy and exciting year for Empire Resources, with the Company's work predominantly focused on expanding the A Zone prospect within the Yuinmery Project in Western Australia. Major advances were made at A Zone through an extensive drilling program which intersected wide copper intersections which remain open beyond 200 metres depth. Some of the better results from this program included 5m at 4.4% copper within 19m at 1.8% copper, 0.3g/t gold, 4m at 4.7% copper, 0.5g/t gold and 3m at 8.2% zinc.

Such strong and consistent results underline the Company's view that the Yuinmery Project is part of a large mineralized system which offers significant opportunities for Empire going forward. This coming year will see drilling continue at A Zone with the aim of outlining a maiden resource there, adding to the Just Desserts resource of 1.07 million tonnes at 1.8% copper and 0.8g/t gold already outlined.

In addition, recently completed geophysics has enhanced Empire's knowledge of the geological and structural controls immediately adjacent to the Just Desserts and A Zone project areas. Empire remains confident that this understanding will assist in adding to the Company's resource base during 2013.

While your Company was very encouraged by the results, the stock market was in a period of decline and Empire's shares were not immune. Investors have felt the effects of softer economic activity around the world. As a consequence, Empire Resources has prudently managed expenditure to ensure it continues to focus on the key components of an attractive mining project: proven and relevant management, a region of high prospectivity, mainstream commodities, quality resources and simple mining and metallurgy.

In line with the Company's philosophy to reduce risk through project diversity, during the 2011/12 year Empire also explored numerous other regions to provide shareholders with opportunities to add to its projects portfolio. This included exploration activity at the Wynne project in the Gascoyne region of Western Australia and the Dampierwah project, also in Western Australia.

During the course of the year, Empire also renegotiated the joint venture terms associated with its interest in the Penny's Find gold project located in the Eastern Goldfields of Western Australia. This represented a win-win for both Empire and its partner Brimstone Resources Limited. High grade gold intersections have confirmed the underground potential of the project and with mineralization open at depth and a new hanging wall lode identified, development plans are likely to be studied and reviewed during 2012/13.

The coming year is shaping up as a very exciting time with follow up drilling at A Zone and Penny's Find and exciting results continuing to flow. Your board believes that the Company's policy of systematically exploring several projects at once is paying off and plans on testing several new prospects over the coming year.

The 2013 financial year will see the Company maintain its strategic focus on increasing shareholder value in combination with prudent financial management. I remain confident that the management of the Company will continue to operate in this manner and I would like to thank them all for their efforts during 2011/12.

Finally, I would also like to thank our shareholders for their support, patience and input during what has been a challenging year for us all. We look forward to making further progress on our projects during the forthcoming year which we hope will translate into increasing value for all shareholders.

A handwritten signature in blue ink, appearing to read "Tom Revy", is positioned above the name and title of the Chairman.

**Thomas Revy**  
Chairman



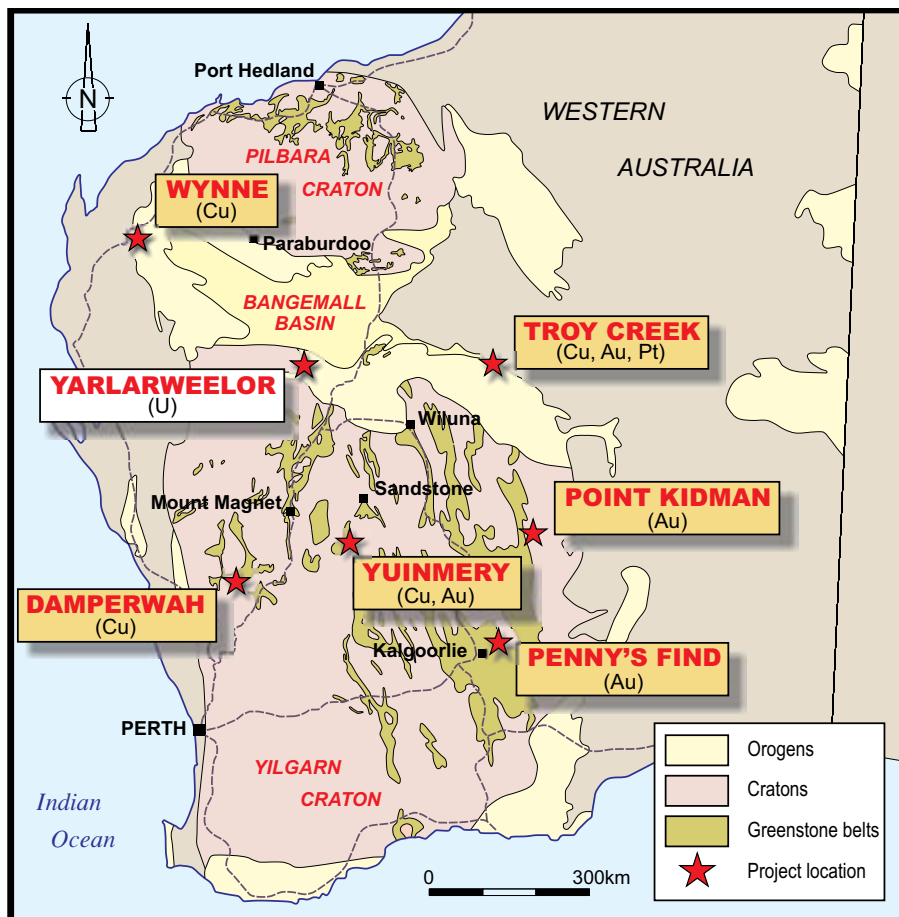
## 5. REVIEW OF OPERATIONS

Empire Resources Ltd listed on the Australian Stock Exchange in February 2007 with a focus on copper and gold exploration and driven by a team with extensive resource development experience.

In a short five year history, Empire Resources has continuously shown an ability to locate new projects, by reinterpreting existing data and securing tenements with unrealised potential.

This knack of sourcing projects and then following through with solid drilling programs has seen the company rack up six major mineral discoveries in the resource-rich state of Western Australia, with JORC compliant resources at two of these.

An ability to think outside the square in a competitive resources market, has resulted in Empire Resources securing a portfolio of projects with copper, gold, zinc and platinum group metals, which will add real value to shareholders as the opportunities are developed.



Project Location Map

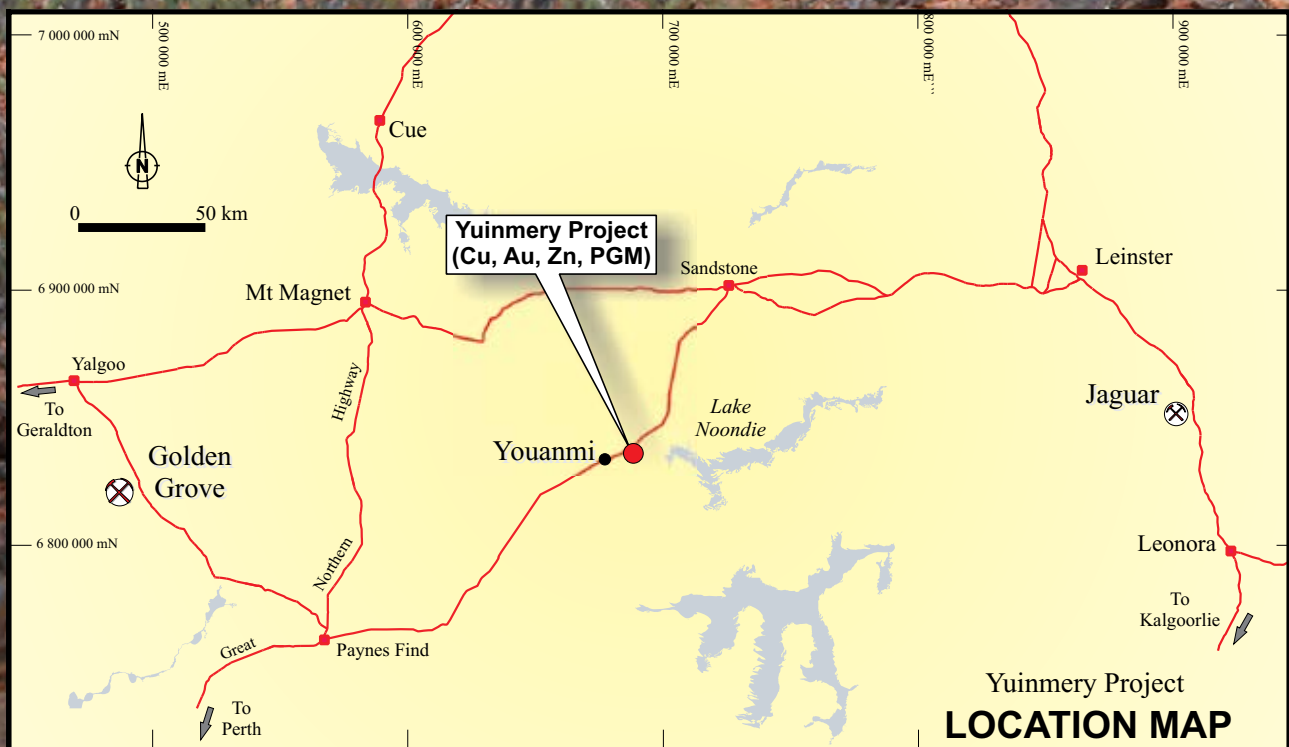


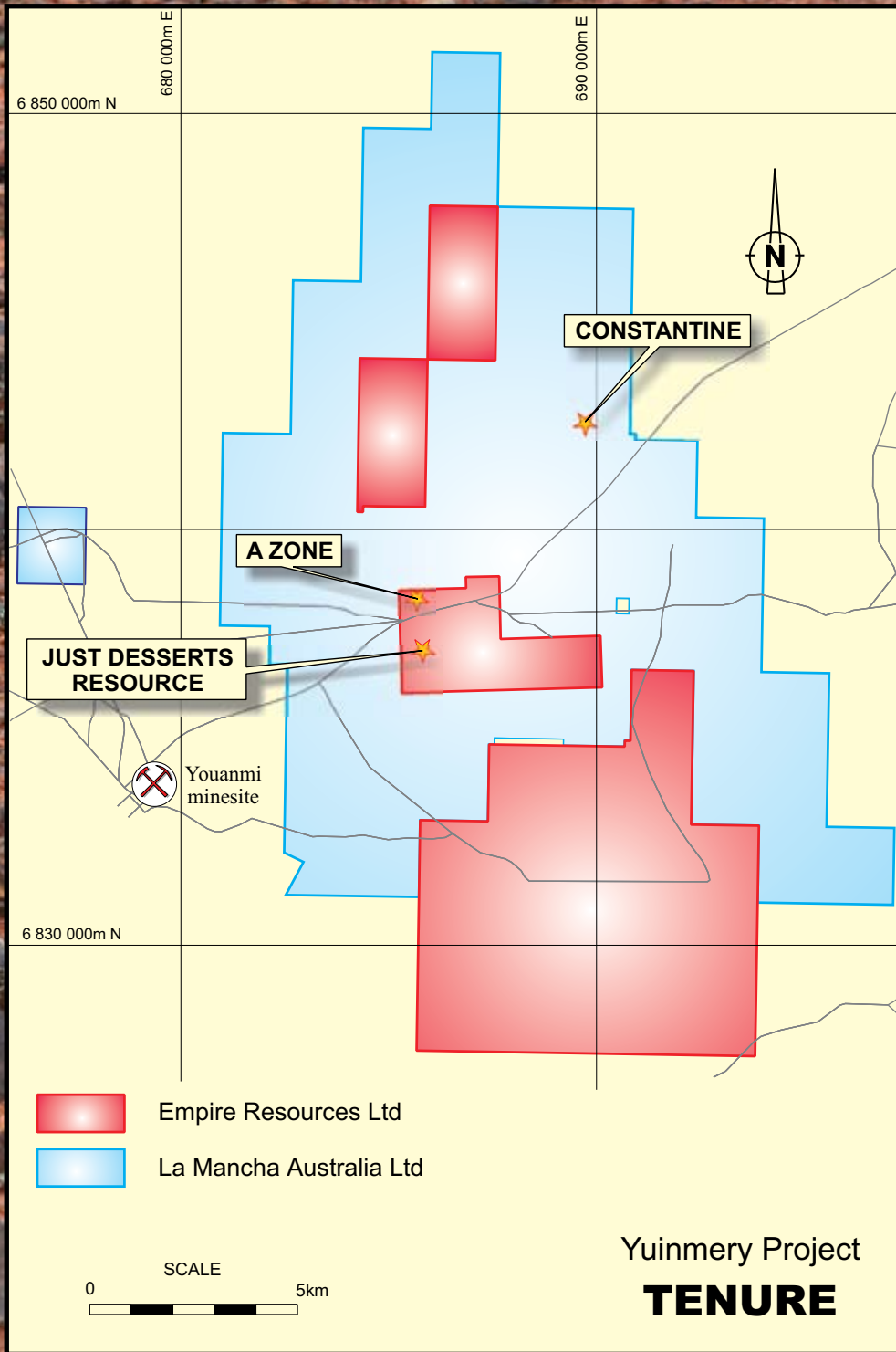
**Yuinmery – Copper, Gold, Zinc, Platinum Group Metals Project**  
 (100% interest and option to earn over 88.9% interest on adjoining tenements)

The flagship project for Empire Resources is the 100 percent owned, multi-mineral Yuinmery project, located 475 kilometres northeast of Perth in Western Australia.

The Yuinmery project sits in the base metal rich, but underexplored Youanmi Greenstone Belt with the principal target being volcanogenic massive sulphide (VMS) deposits. Elsewhere in the world, VMS deposits typically occur as a cluster of individual prospects which are often mined to great depths. Similar VMS deposits are found at the Golden Grove mine to the west and Jaguar mine to the east underlining the potential of Yuinmery.

The excitement of Yuinmery springs from the calibre of intersections, with a string of high grade copper-gold results at two of the projects most advanced prospects – Just Desserts and A Zone.





## Yuinmery – Just Desserts Prospect

Interest in Yuinmery increased after excellent drilling results in 2007–2008 discovered high grade copper-gold zones at the Just Desserts prospect. Assay results included **23m @ 2.7% Cu, 1.3g/t Au; 14m @ 2.6% Cu, 1.9g/t Au; 13m @ 2.6% Cu, 1.7g/t Au; 6m @ 3.8% Cu, 12.9g/t Au** and **10m @ 4.2% Cu, and 6.0g/t Au**.

Based on the above drilling an indicated and inferred JORC resource of **1.07 million tonnes @ 1.8% Cu, 0.8g/t Au** was estimated for Just Desserts. This resource lies between 50 and 250 metres below surface.

During 2012 four reverse circulation holes were drilled at Just Desserts to test beneath the existing resource for additional high grade deposits.

One hole intersected **6m @ 2.3% Cu, 1.0g/t Au** within **22m @ 1.3% Cu, 0.4g/t Au** confirming mineralisation continues at depth. Further drilling is planned around and also within the currently defined resource itself to upgrade inferred resources to indicated.

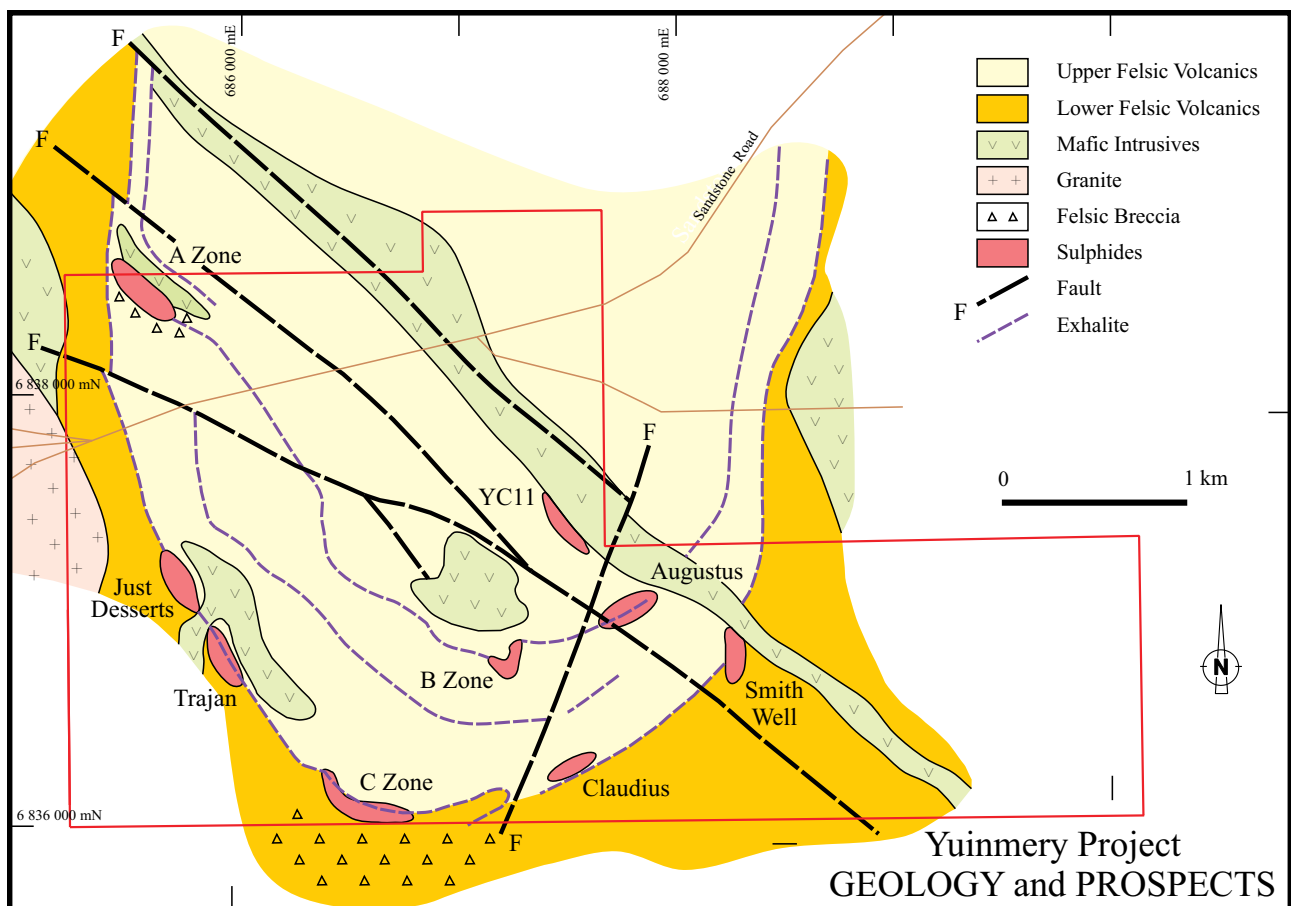
In September 2010 Empire Resources entered into an option agreement to purchase an interest in adjoining tenements held by La Mancha Resources Ltd. This deal means Empire's tenement holding has increased to 308 km<sup>2</sup> in this base metal rich province, giving the project significant scope as it develops.

Of major interest to Empire Resources was an airborne electromagnetic survey completed by La Mancha over their tenements which revealed numerous untested conductive zones for base metal sulphides.

The deal has paid dividends, with subsequent exploration on the La Mancha tenements leading to the discovery of significant copper-gold mineralisation at the A Zone prospect and large widths of low grade platinum – palladium mineralisation (PGM) at the Constantine prospect which included intersections of up to 80m @ 0.49 g/t Pt+Pd.

During the past year Empire Resources has targeted its reverse circulation and diamond drilling programs at 14 different prospects on both Empire's and La Mancha's tenements, with a focus on the A Zone prospect.

Fifty holes totaling 10,785m of reverse circulation drilling and seven diamond core tails totaling 939m were completed during fiscal 2012, mostly at the A Zone prospect.





## Yuimery – A Zone Prospect

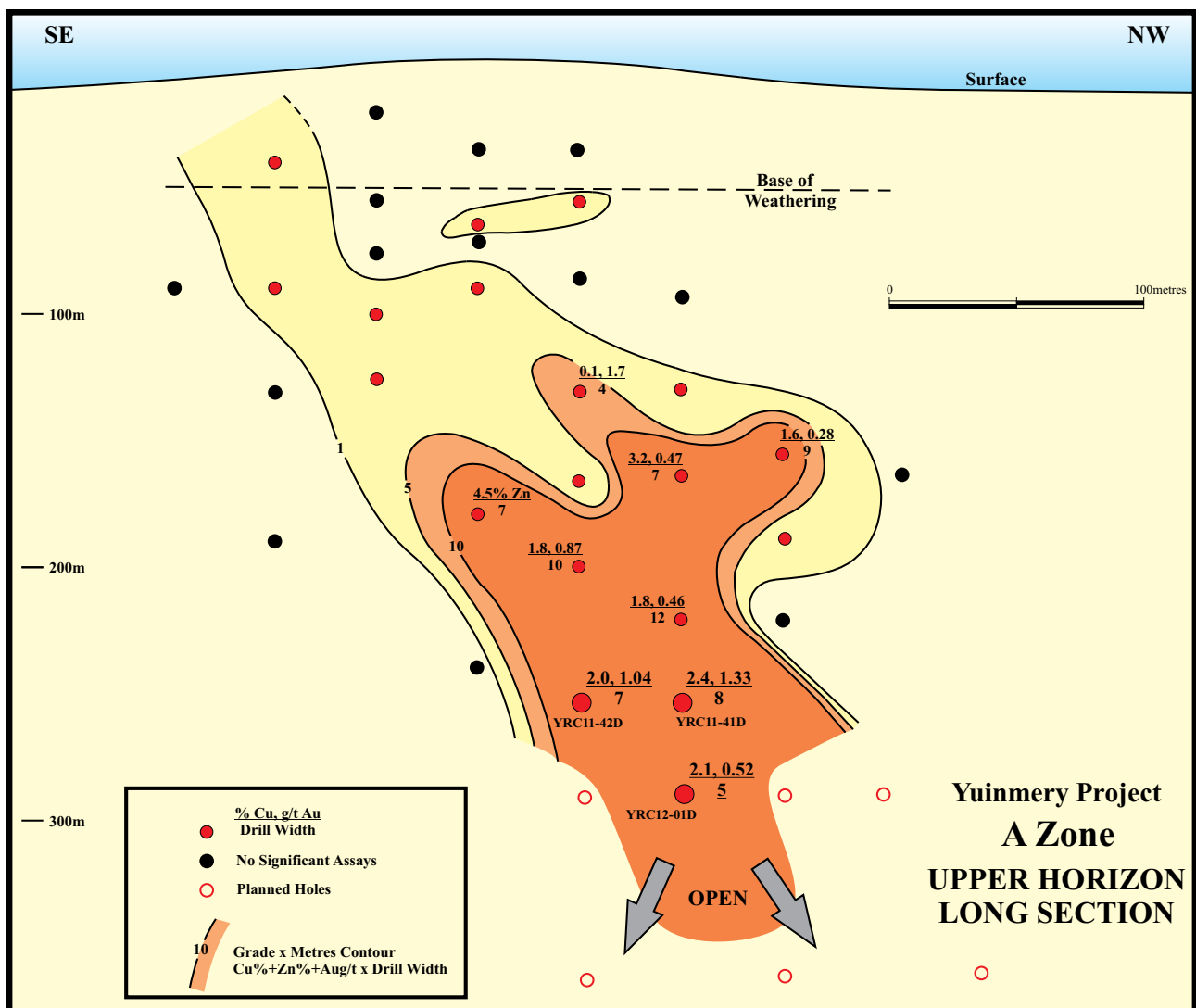
The A Zone prospect is located 1.3 kilometres north of Just Desserts, where drilling in 2012 has reinforced the view that A Zone hosts a major copper-gold deposit.

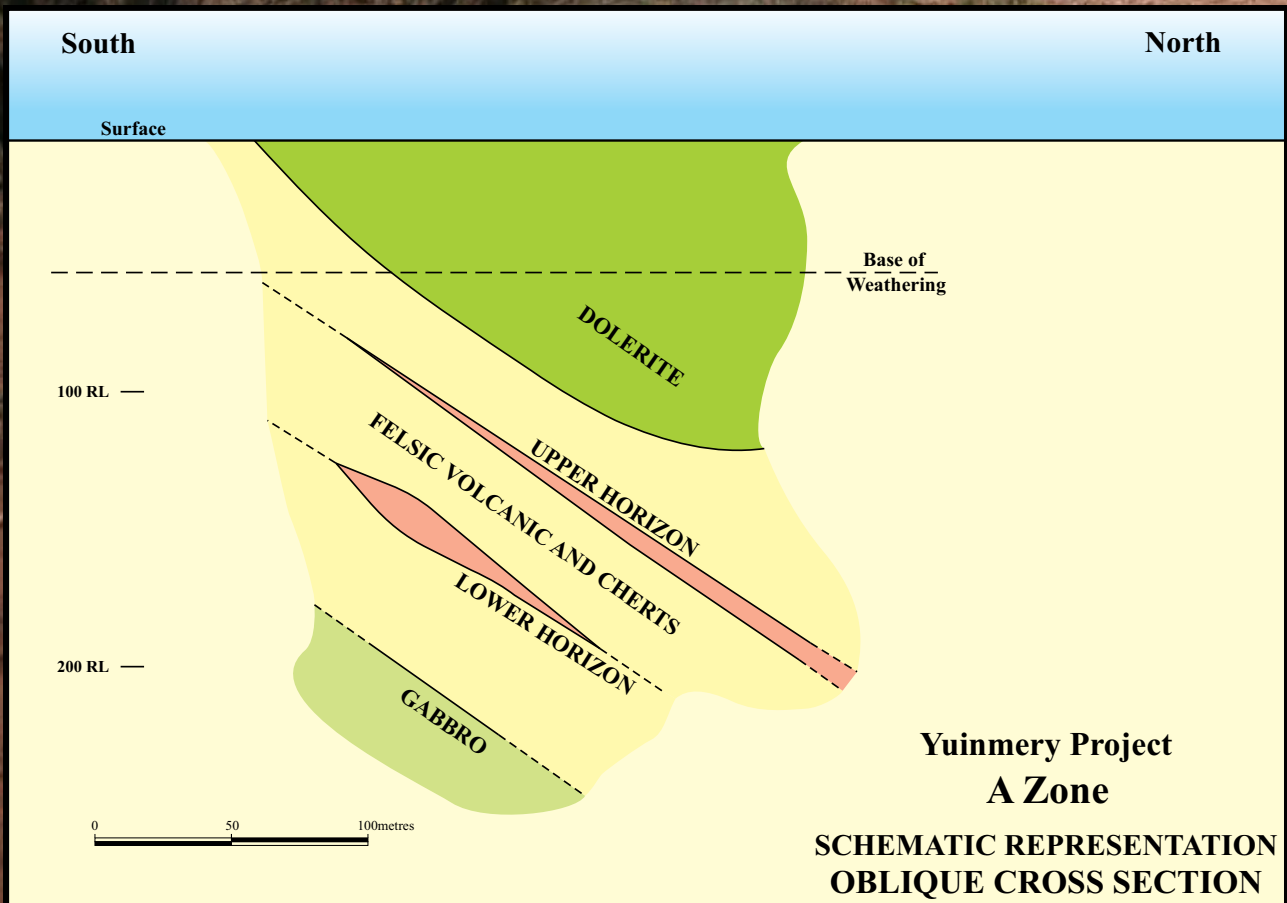
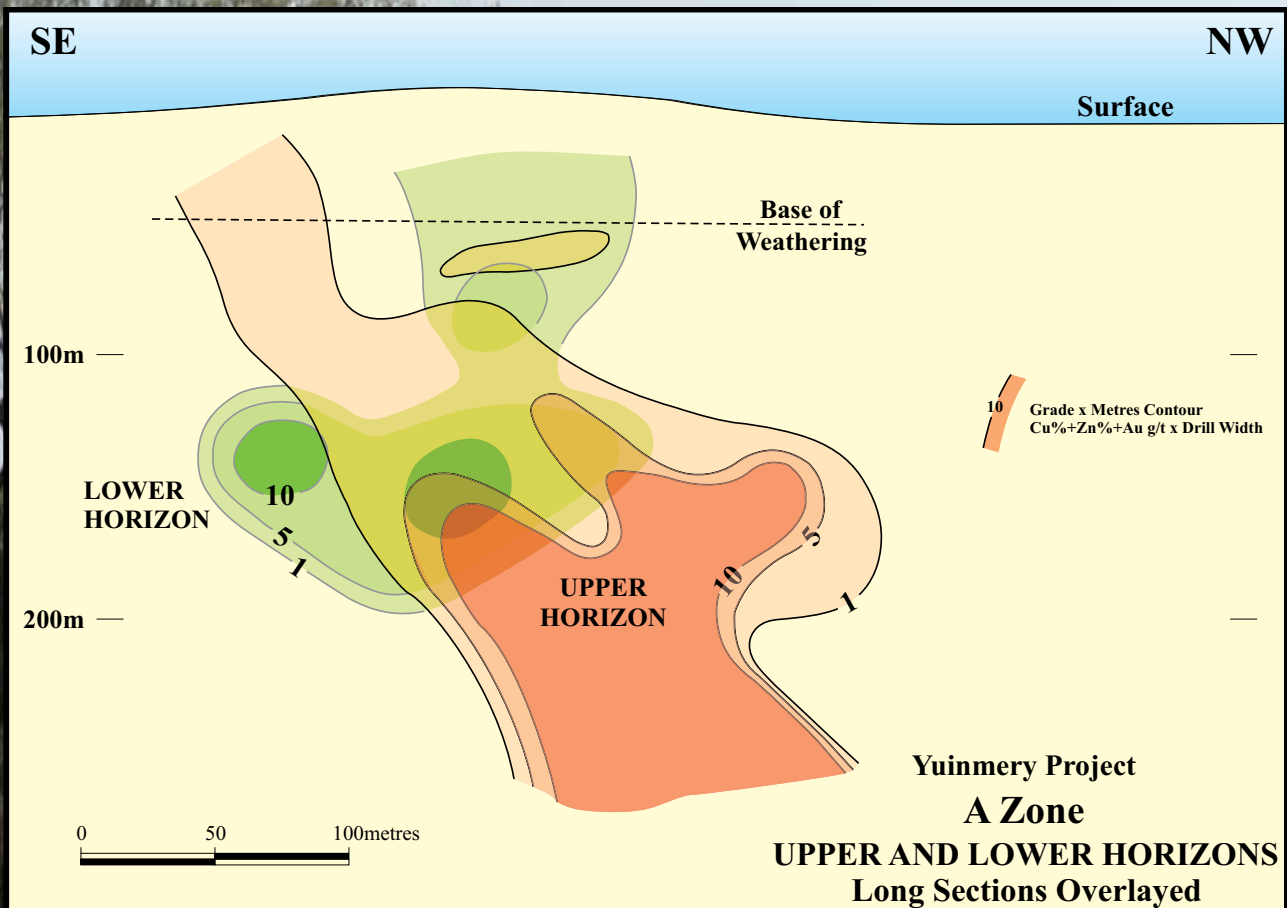
Intersections at A Zone include:

- 5m @ 4.4% Cu, 0.4g/t Au within 19m @ 1.8% Cu, 0.3g/t Au
- 4m @ 4.7% Cu, 0.5g/t Au within 7m @ 3.2% Cu, 0.3g/t Au
- 3m @ 8.2% Zn within 8m @ 4.0% Zn
- 7m @ 2.2% Cu, 0.6g/t Au within 12m @ 1.8% Cu, 0.5g/t Au
- 3m @ 4.0% Cu, 3.3g/t Au within 6m @ 3.0% Cu, 1.7g/t Au
- 5m @ 2.8% Cu, 1.2g/t Au within 10m @ 1.8% Cu, 0.9g/t Au

The copper-gold and zinc mineralisation at A Zone occurs in two horizons which dip eastwards and plunge to the north. The Upper Horizon hosts the major mineralisation and remains open down plunge.

Ongoing drilling will allow Empire Resources to calculate a maiden resource at A Zone which will expand the total resource base of Yuimery, lifting the economics of the total project and triggering a development plan.





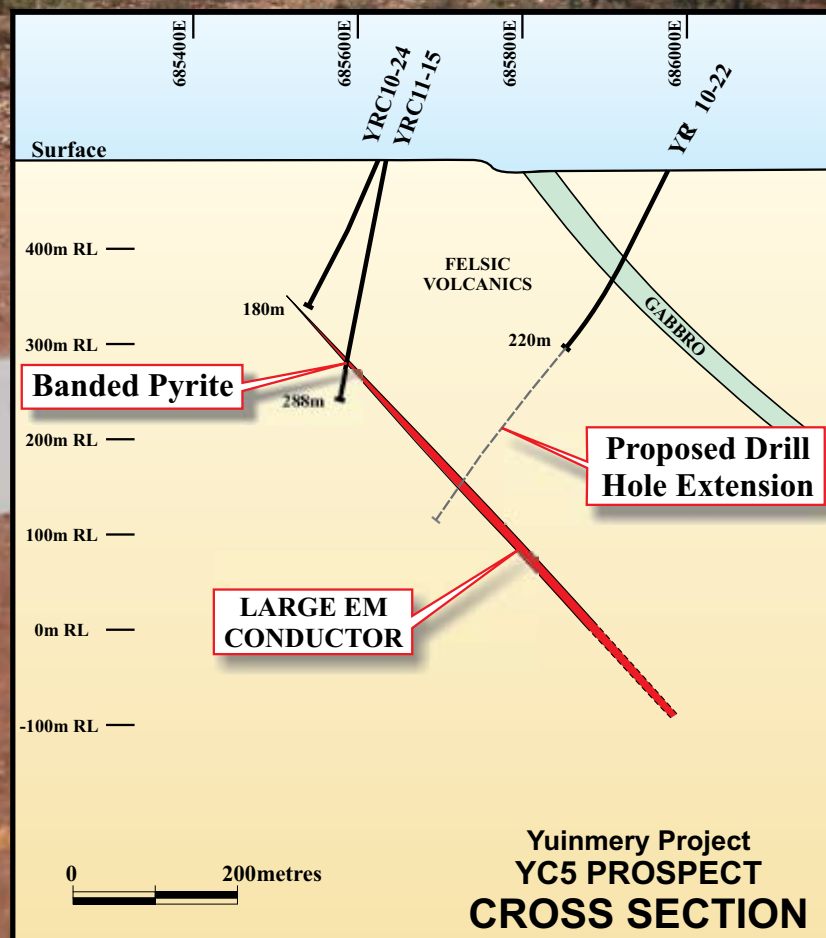


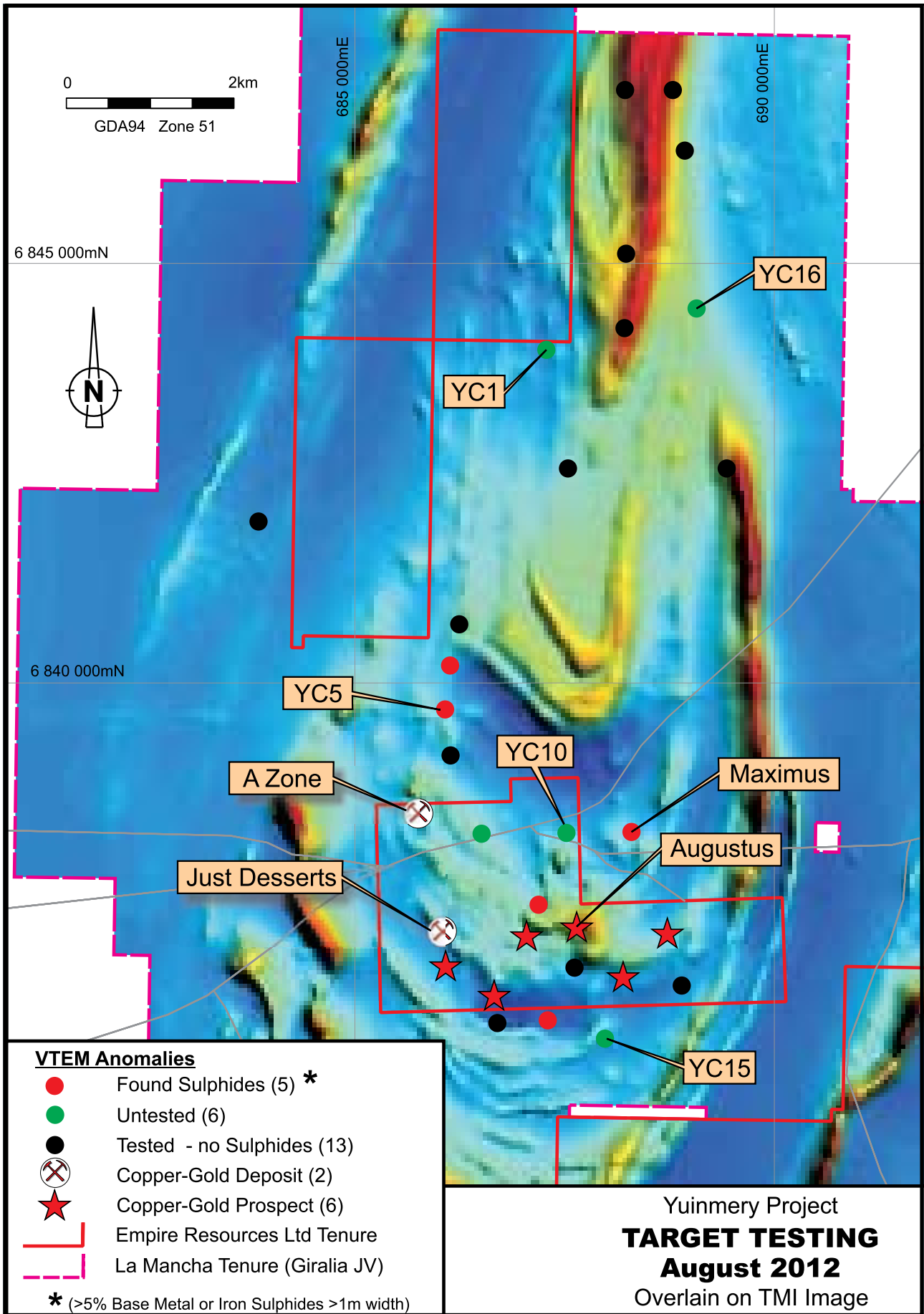
### Yuinmery – YC5 Prospect

Previous down-hole electromagnetic surveys detected a large anomaly at the YC5 prospect which is located 1.4 kilometres north of A Zone.

The top part of this anomaly was tested by a single deep reverse circulation hole during the year which confirmed the anomaly is due to the presence of sulphides. Hole YRC11-15 intersected three metres of banded pyrite mineralisation containing anomalous copper and zinc values.

A diamond tail is planned to test the centre of this large anomaly based on the VMS model of a pyrite halo surrounding a base metal rich core.







#### Yuinmery – Augustus

Reverse circulation drilling at the Augustus prospect intersected **18m @ 0.5% Cu** at 200metres vertical depth. Future reverse circulation drilling will test the shallower, potentially higher grade supergene blanket above this significant intersection.

#### Yuinmery – Other Prospects

Reverse circulation and diamond drilling at the Trajan, Smith Well, Hadrian, Lorne Gossan, YC6, YC11 and YC14 prospects intersected zones of weak copper and/or zinc mineralisation associated with chloritised pyritic tuffs and volcanogenic sediments.

One reverse circulation hole was also completed 500 metres north of the Constantine prospect testing the same platinum group metals (PGM) bearing horizon. This hole intersected **8m @ 0.2% Cu, 0.3% Ni** and **0.6g/t Pt+Pd** from 96 metres depth. Future work will concentrate on the PGM horizon to the south of Constantine to locate high grade zones of PGMs.

In the coming year exploration drilling will target a number of other geophysical and/or geochemical anomalies which have strong potential for hosting base metal sulphide mineralisation. These include the YC3A, YC10, YC16, YC23 YC24 and Maximus prospects.





### Penny's Find (WA) – Gold Project

60% interest

The first discovery for the company in 2007 was Penny's Find, a near surface, high grade gold deposit situated in the Eastern Goldfields of Western Australia, within close proximity to the gold mining centres of Kalgoorlie and Kanowna Belle.

Initial drilling at Penny's Find outlined a JORC compliant resource of 314,000 tonnes at 5.2 g/t gold to 150 metres remaining open at depth. Drilling results both confirmed the high grade nature of the project and underlined its potential.

#### PENNY'S FIND MINERAL RESOURCE

Category	Tonnes	Grade* (g/t Au)	Ounces
Measured	79,000	4.40	11,120
Indicated	132,000	3.98	16,880
Inferred	103,000	7.33	24,313
<b>TOTAL</b>	<b>314,000</b>	<b>5.18</b>	<b>52,313</b>

\*Grades are based on a minimum cut-off of 0.5 g/t Au and high assays cut to 25 g/t Au.

- In February 2012 Empire Resources revisited its staged sale agreement with 40 percent equity owner, unlisted company Brimstone Resources Ltd. The new agreement comprises either – A total cash payment by Brimstone of \$3 million by June 2013 for a 100 percent interest in the project, together with royalty payments on any gold produced in excess of 52,500 oz. This includes a non-refundable payment of \$500,000 already made to Empire for the initial 40 percent interest in the project.

Or

- Brimstone may increase its project interest to 51 percent through the expenditure of \$750,000 by 30 September 2012, with further expenditure of an additional \$750,000 by June 2013 to increase its interest to 75 percent. In either case, Empire's mining establishment costs would be carried and repayable from production.

The renegotiated terms gives Brimstone additional time to devote to the project, while Empire will gain \$3 million from the full sale of the project, or retain a 25 percent interest in the event of a partial sale.

Recent take-over interest in Brimstone Resources by Singapore listed LionGold Corp Ltd sees the company cashed up and focused on its Penny's Find drilling program, with a positive outlook of defining ore reserves and commencing mining operations at Penny's Find by the middle of 2013.

Four reverse circulation holes have been recently drilled to test the main lode in an area beneath the base of a potential open pit with all four holes intersecting significant gold mineralisation.

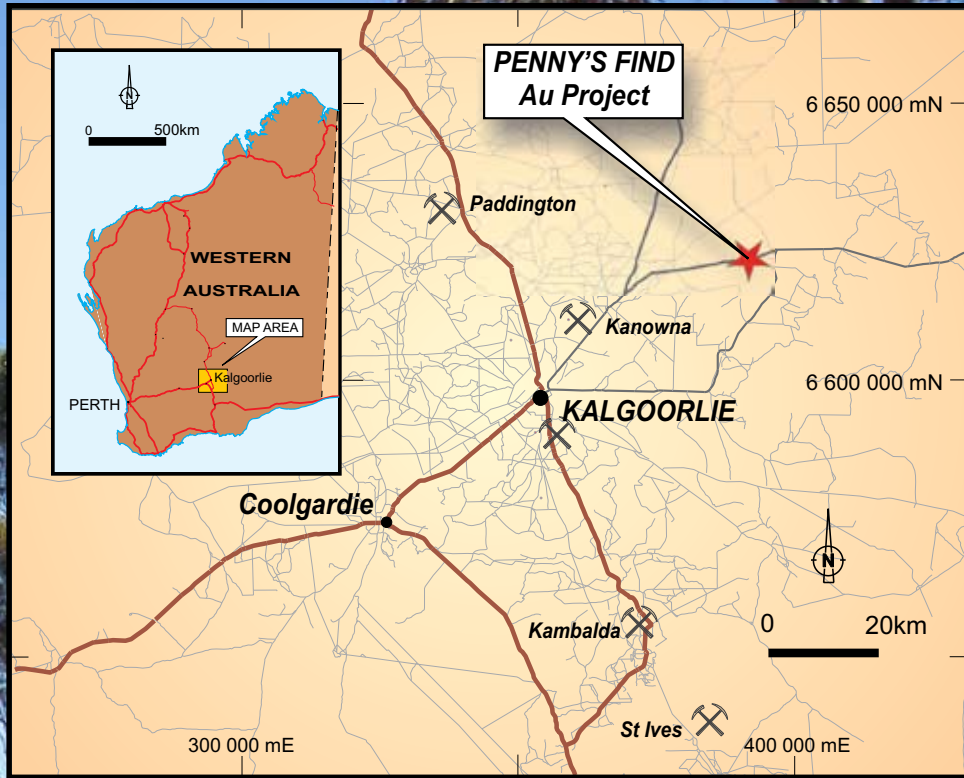
These include:

- **8m @ 4.0 g/t Au from 100 metres**
- **6m @ 13.3g/t Au from 113 metres**
- **15m @ 1.3g/t Au from 105 metres**
- **3m @ 14.4g/t Au from 143 metres to EOH**

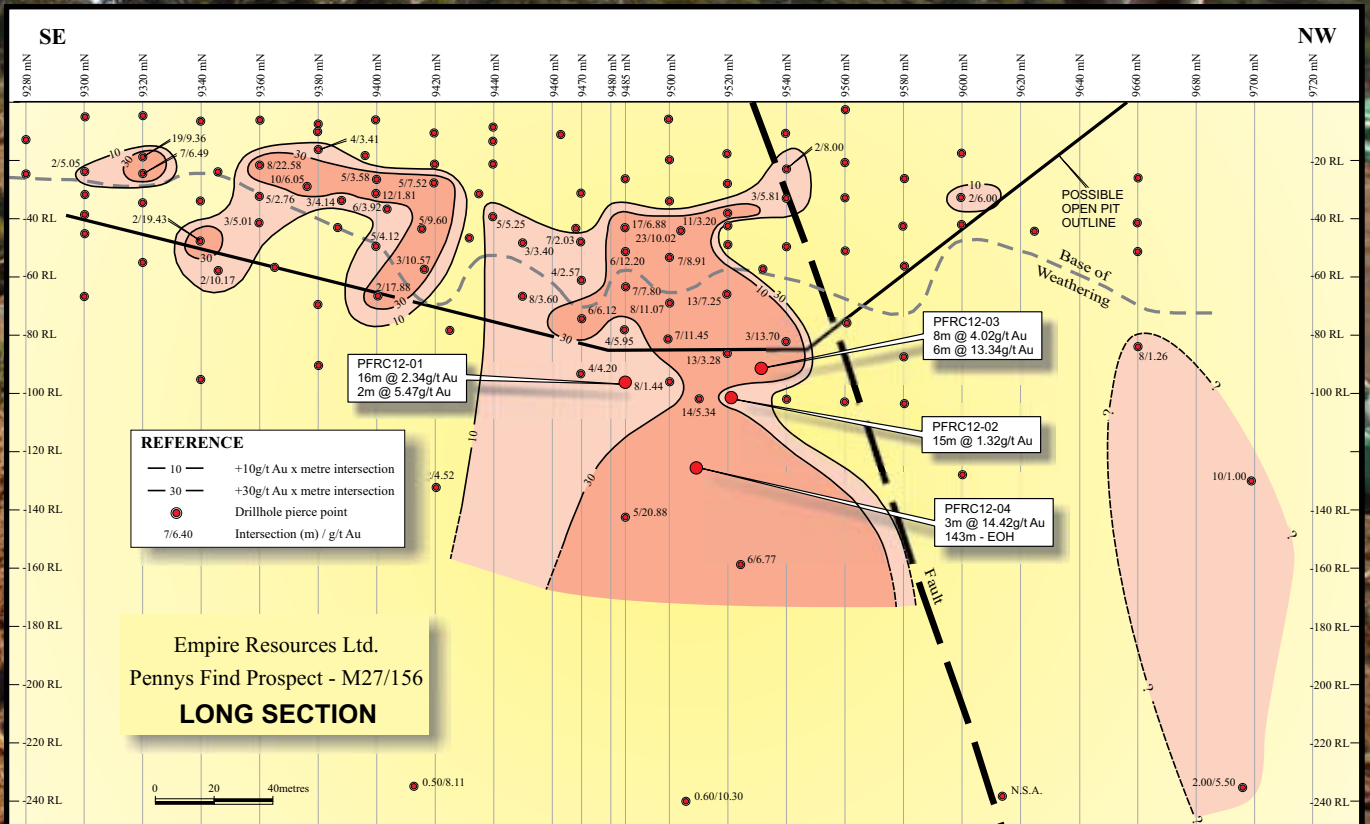
Also intersected was a possible new hanging wall lode which assayed 16m @ 2.3g/t Au from 20 metres down hole. This shallow mineralisation currently remains open along strike to the southeast and could significantly enhance the project economics.

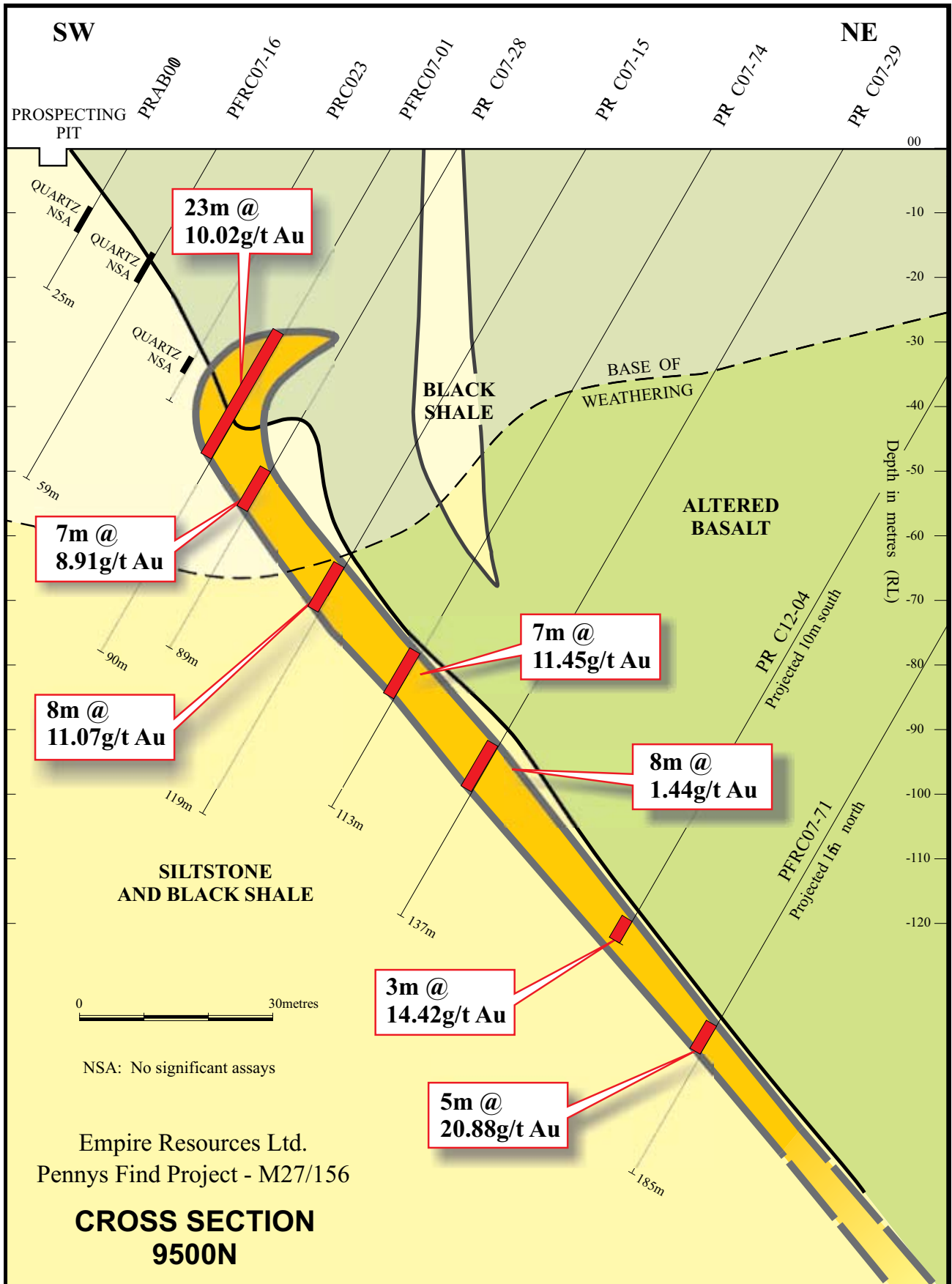
In the main lode, high grade, coarse gold mineralisation is hosted by quartz veins at the contact between shale and basalt. Metallurgical test work has shown both oxide and fresh mineralisation to be free milling with a high gravity recoverable gold component of >60% and a total gold recovery of >96%.

The Penny's Find resource located on granted mining lease M27/156 was recently granted a 21 year extension to 2033.



Penny's Find Location Map







**Wynne (WA) – Copper Project**

100% interest

During 2012 Empire Resources initiated drilling at its Wynne base metals project in Western Australia’s Gascoyne region, located 260 kilometres northeast of Carnarvon. The Wynne project is made up of two exploration licences covering an area of 105 km<sup>2</sup>.

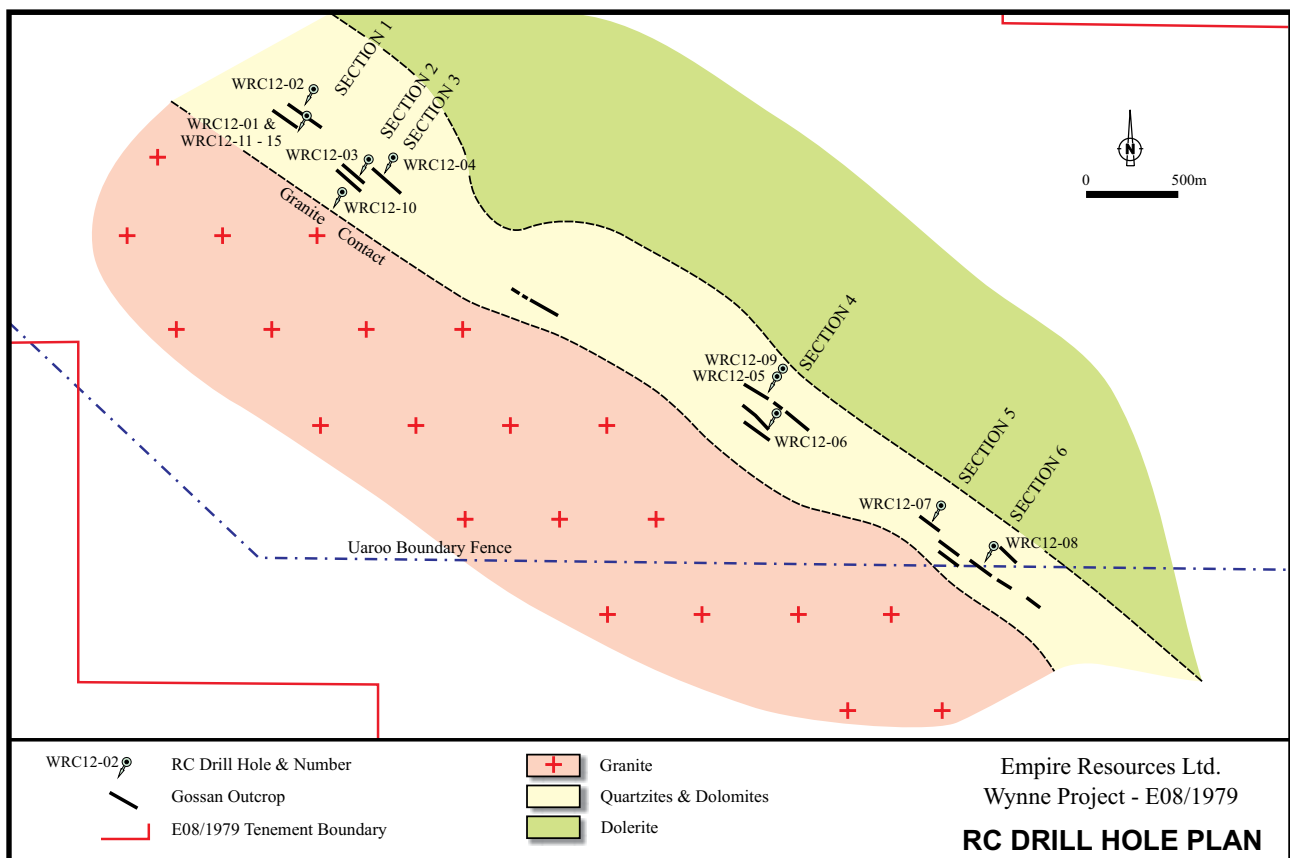
Surface sampling identified base metal gossans outcropping in three horizons, over at least a 7 km strike length. Assays in various samples showed up to **0.25% Cu, 0.39% Pb, 0.14% Zn, 0.5g/t Au, 4.6% As, 347ppm Bi, 114ppm Mo and 128ppm W.**

During the past year Empire Resources completed a 15 hole, 1746 metre reverse circulation drilling program to test these gossan horizons. This program was part-funded under the Western Australian Government’s co-funded drilling program.

The best intersection came from hole WRC12-01 where abundant visible secondary copper minerals were intersected at a shallow depth between 5–6metres. This interval assayed **1m @ 3.9% Cu.** Another significant intersection came from hole WRC12-08 which assayed **8m @ 0.56% Pb, 3g/t Ag** from 84 metre depth. The drilling revealed highly altered and sheared mafic rocks containing small amounts of sulphides containing copper, lead and zinc.

Examination by thin section of selected rocks from the recent drilling revealed rocks and sulphides similar to those of the Eastern Creek succession at Mt Isa. The host rocks at Mount Isa are silicified, carbonaceous dolomitic shale, but here the higher metamorphic grade may convert such rocks to actinolite-calcite rich calc-silicates like that found in our drilling.

Significant copper and lead mineralisation has been identified in the first round of drilling at Wynne and future work will follow up on this.



## Damperwah(WA) – Copper Project

### Earning 70% interest

Empire Resources added to its discovery portfolio in 2012 by identifying the Damperwah project which sits in an area of volcanogenic massive sulphide copper mineralisation in the Warriedar Fold Belt in Western Australia, 320 kilometres northeast of Perth and 60 kilometres southwest of the Golden Grove copper-zinc mine.



**Gossan at Sears Prospect**

An agreement was negotiated where Empire can earn a 70% interest in an exploration licence held by prospectors by reimbursing past expenditure and spending a total of \$1,000,000 over a 5 year period.

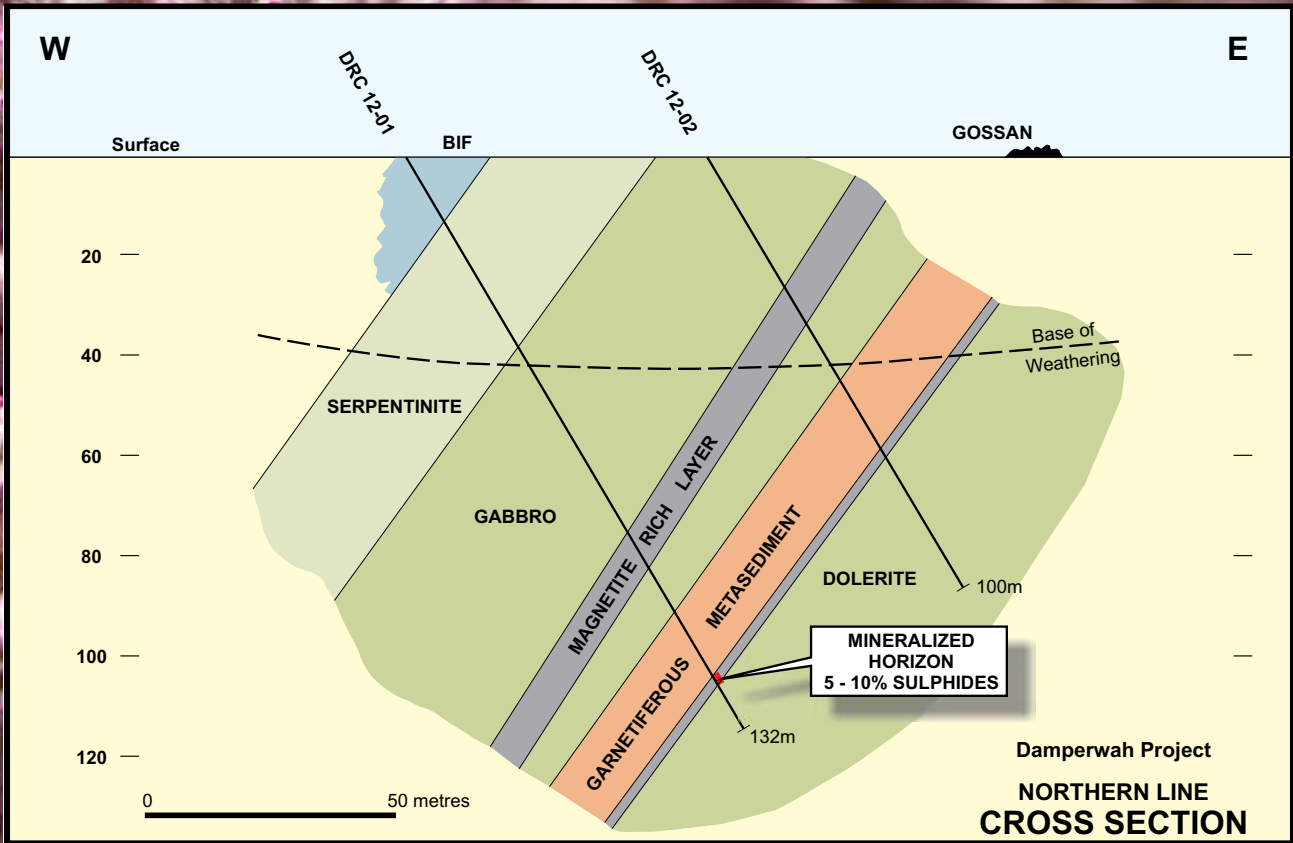
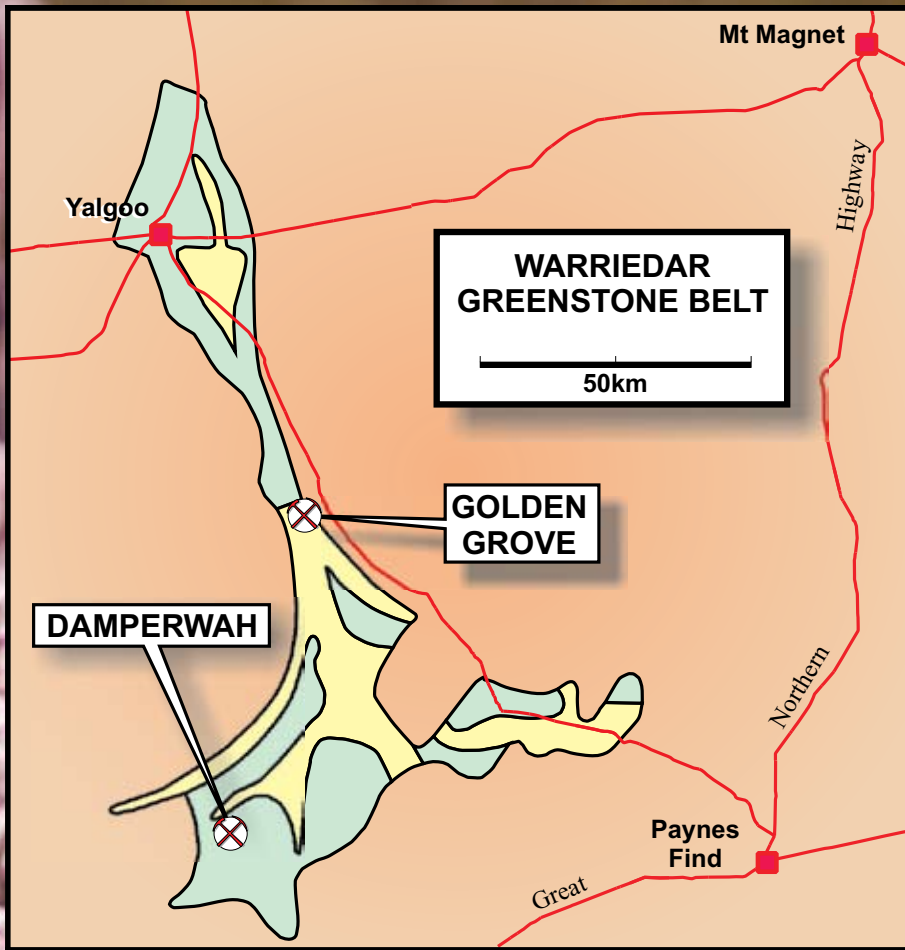
Sampling by Empire uncovered three gossanous ironstone lenses in areas where only minimal previous exploration had been undertaken. The gossanous ironstones are geochemically anomalous in copper with rock chip values up to a maximum of 2,880 ppm Cu. The largest gossanous zone, the Sears prospect, has a strike length in excess of 250 metres and a width up to 15 metres.

Initial drilling of four reverse circulation holes, totaling 430 metres, at Damperwah during 2012 were aimed at testing the Sears prospect.

Beneath the gossan zone, drilling intersected a 15 metre thick garnet bearing meta-sedimentary horizon carrying minor amounts of finely disseminated pyrite throughout. At the base of this horizon a three metre interval contained minor disseminated chalcopyrite ( $\text{CuFeS}_2$ ) mineralisation which assayed **2m @ 0.16% Cu.**

It is Empire's intention to conduct both down-hole and surface electromagnetic geophysical surveys to locate any accumulations of massive copper sulphide mineralisation in the vicinity of these encouraging initial intersections.

Any significant anomalies detected will then be drill tested.



Sears Prospect Cross Section

### Troy Creek (WA) – Copper, Gold, Platinum Group Metals Project

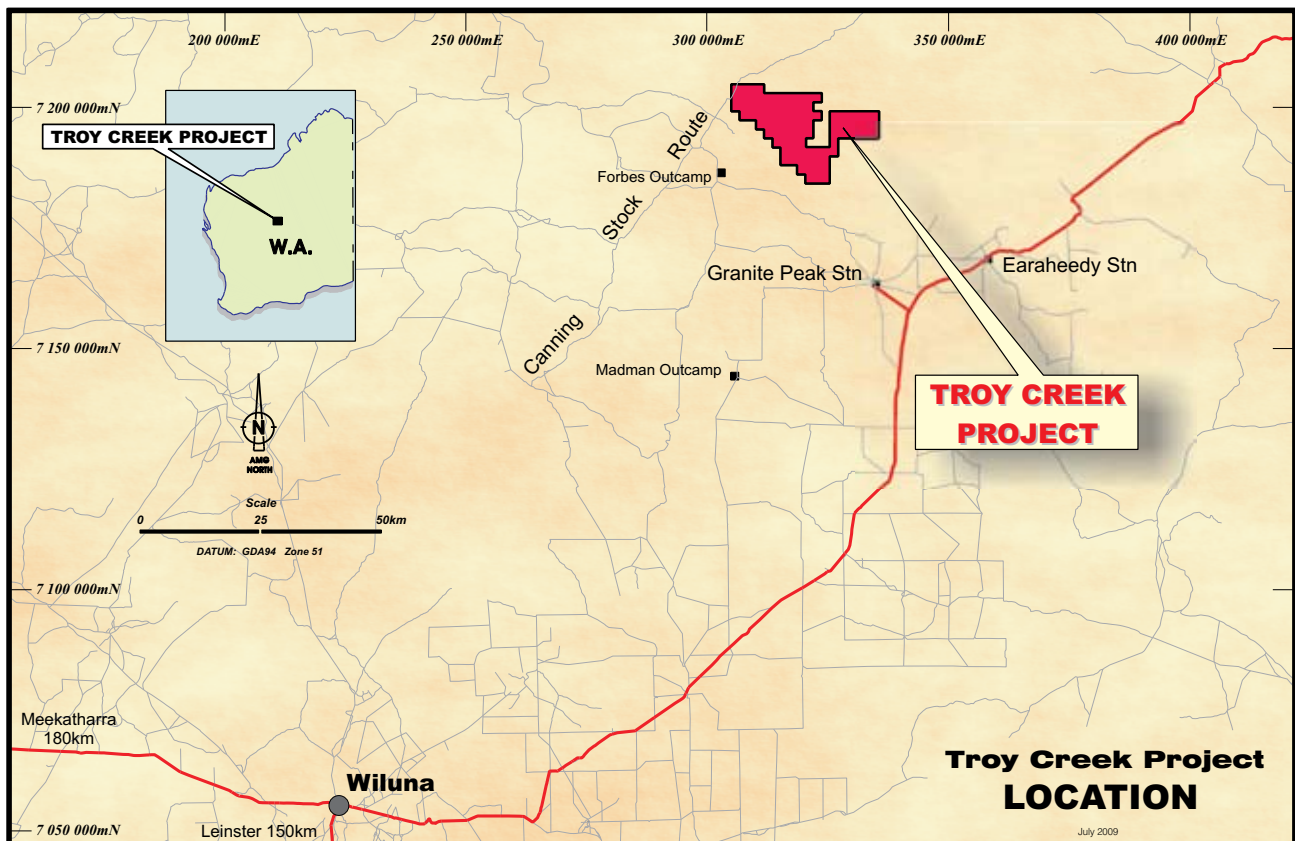
45% interest

The Troy Creek project is made up of tenements covering 270km<sup>2</sup> located 180 kilometres northeast of Wiluna in Western Australia, where in 2008 a discovery of high grade copper sulphide mineralisation was made.

Several prominent geochemical and magnetic targets have been identified in sedimentary rocks within Empire's tenements. These include a large zone of multi-element anomalous geochemistry in sedimentary rocks which extend along strike for a distance of more than 20 kilometres. This zone, defined by rock chip sampling, soil geochemistry and limited drilling, is anomalous in copper, gold, platinum group metals, arsenic, silver and antimony.

Reverse circulation drilling during 2008 and 2009 at the Main Gossan prospect, which lies within this zone, intersected high grade copper sulphide mineralisation. Drill intersections have included **36m @ 0.76% Cu** including **2m @ 4.65% Cu** and **3m @ 1.97% Cu**; **8m @ 1.47% Cu** and **4m @ 3.04% Cu**.

The copper mineralisation consists of fine grained stratiform copper and iron sulphides in graphitic and calcareous shale and shows some similarities to "Kupferscheifer Style" mineralisation which forms world class copper deposits in Germany and southwest Poland.



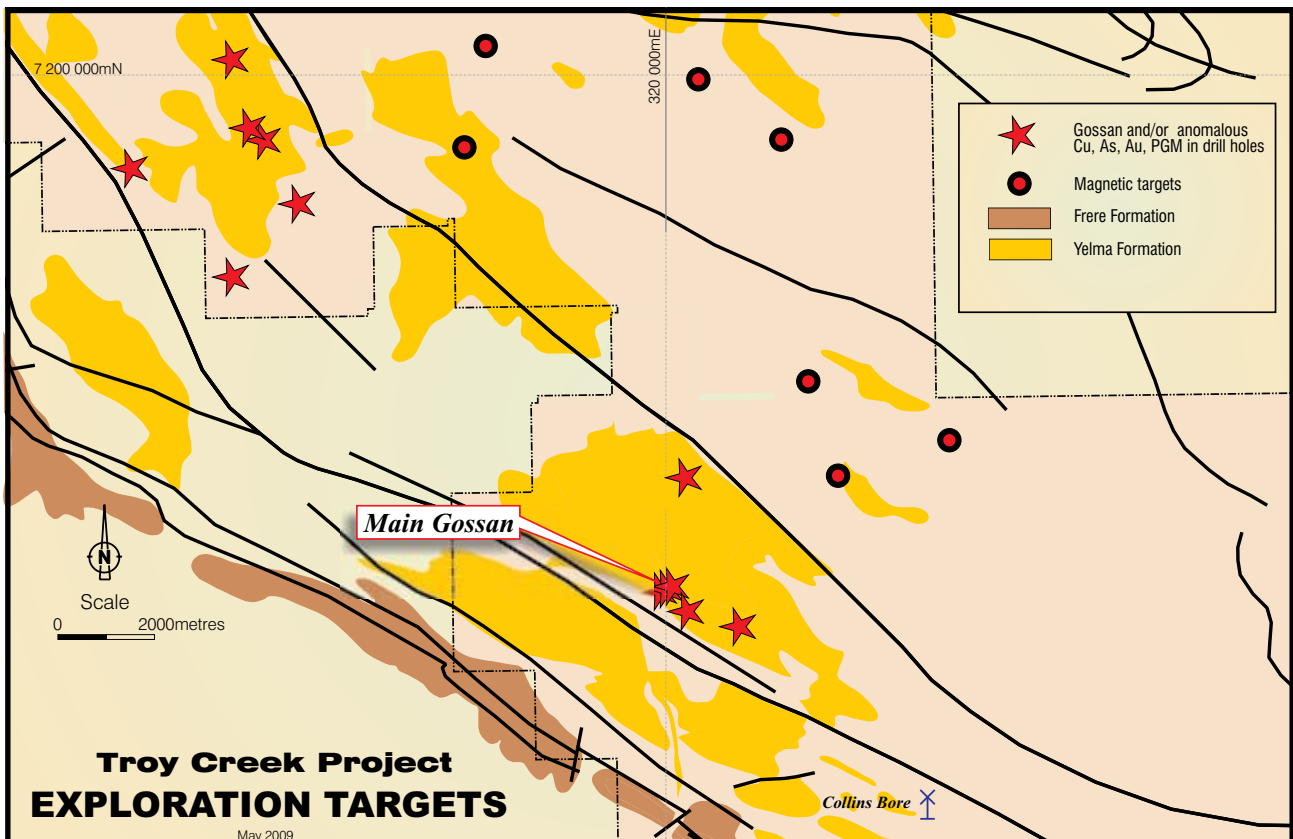
These similarities include stratiform mineralisation over large areas, the presence of adjacent haematitic oxidized rocks and comparable geochemistry - anomalous copper, silver, arsenic, and zinc, with adjacent but discrete platinum group metals mineralisation, for example **7m @ 0.59g/t Pt + Pd**.

Zodiac Resources Pty Ltd, who are currently earning an interest in the project, commenced exploration activity this year on the Troy Creek tenements with a 17 hole reverse circulation (RC) drill program totalling 2685m at the Main Gossan prospect. The program was designed to extend the zone of copper sulphide mineralisation intersected previously by Empire near the northwest end of a 1 kilometre long gossan-chert unit hosted by pyritic black shale.

The drill intercepts, up to **6m @ 1.8% Cu** within **21m @ 0.6% Cu**, basically replicated those obtained previously by Empire Resources but did not significantly extend the mineralisation along strike.

A review of previous exploration data by Zodiac Resources has revealed that the Main Gossan prospect area is part of a regionally extensive zone of pyritic black shale and gossan-chert outcrops containing anomalous copper and gold in surface rock chip samples and shallow drill holes.

Several zones more highly anomalous than the Main Gossan outcrop are evident and require further definition followed by drill testing.



## Yarlarweelor (WA) – Uranium Project

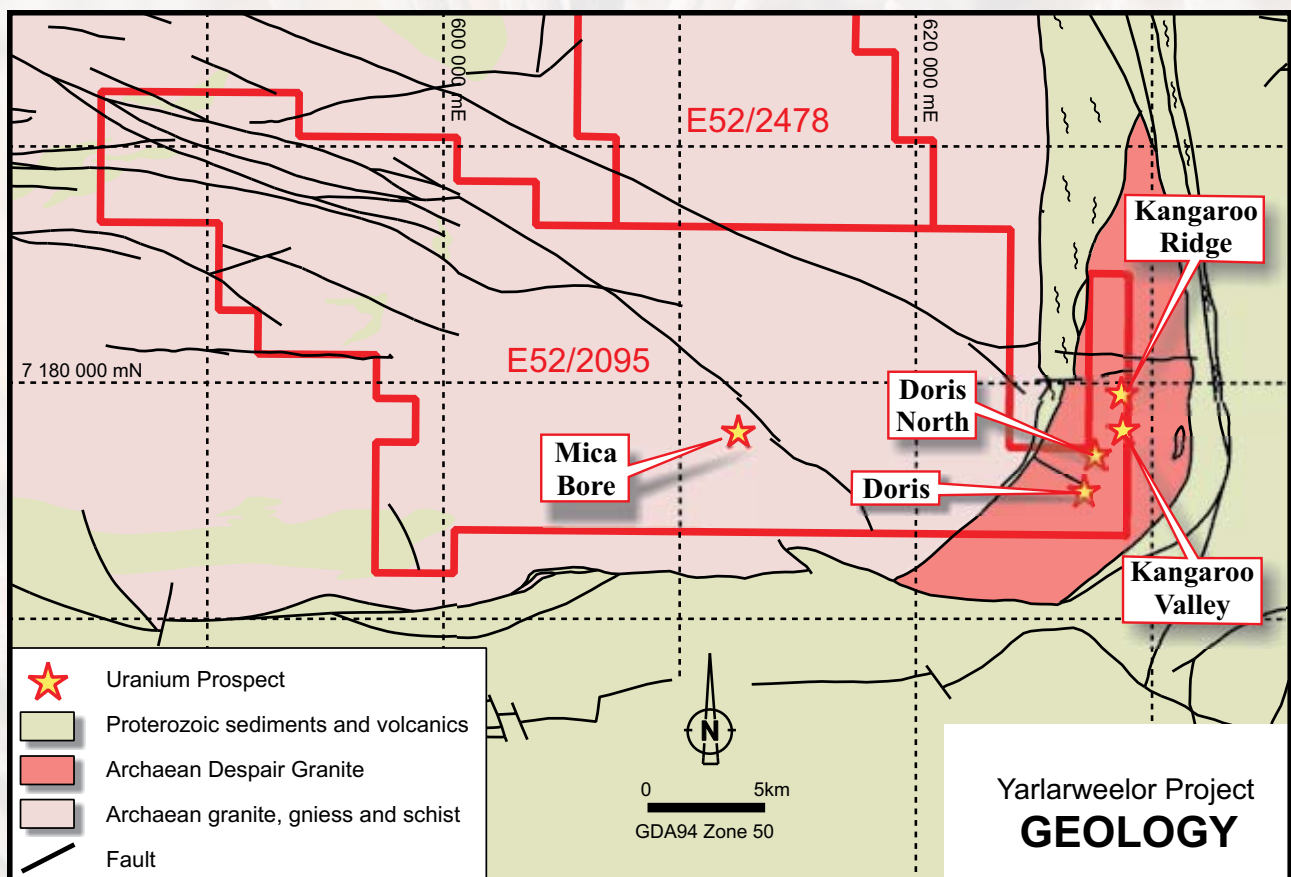
28% indirect interest

The Yarlarweelor uranium project is located 125km north of Meekatharra in Western Australia.

Empire Resources sold 100 percent of the Yarlarweelor project in April 2010 to FYI Resources Ltd. As part of the sale agreement, Empire Resources emerged with a direct 32 percent stake in FYI Resources and two seats on its Board.

This project shows potential to host large tonnages of primary uranium mineralisation.

Previous exploration during the early 1980's discovered primary uranium mineralisation in the form of uraninite at five locations within the project area. Four of these are from within the Archaean Despair Granite where limited drilling showed the uraninite mineralisation to be hosted in multiple parallel shear zones and the surrounding granites.

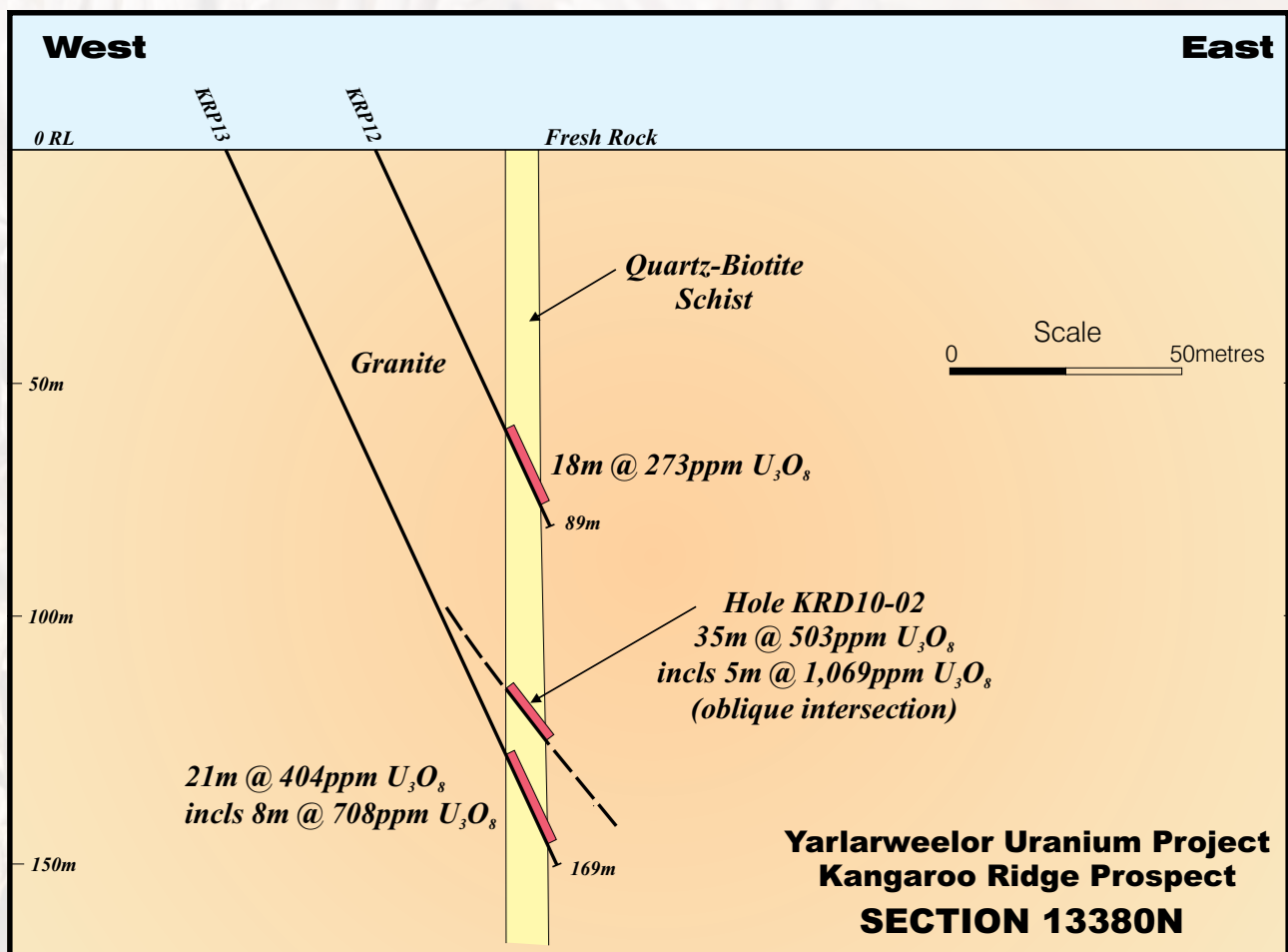


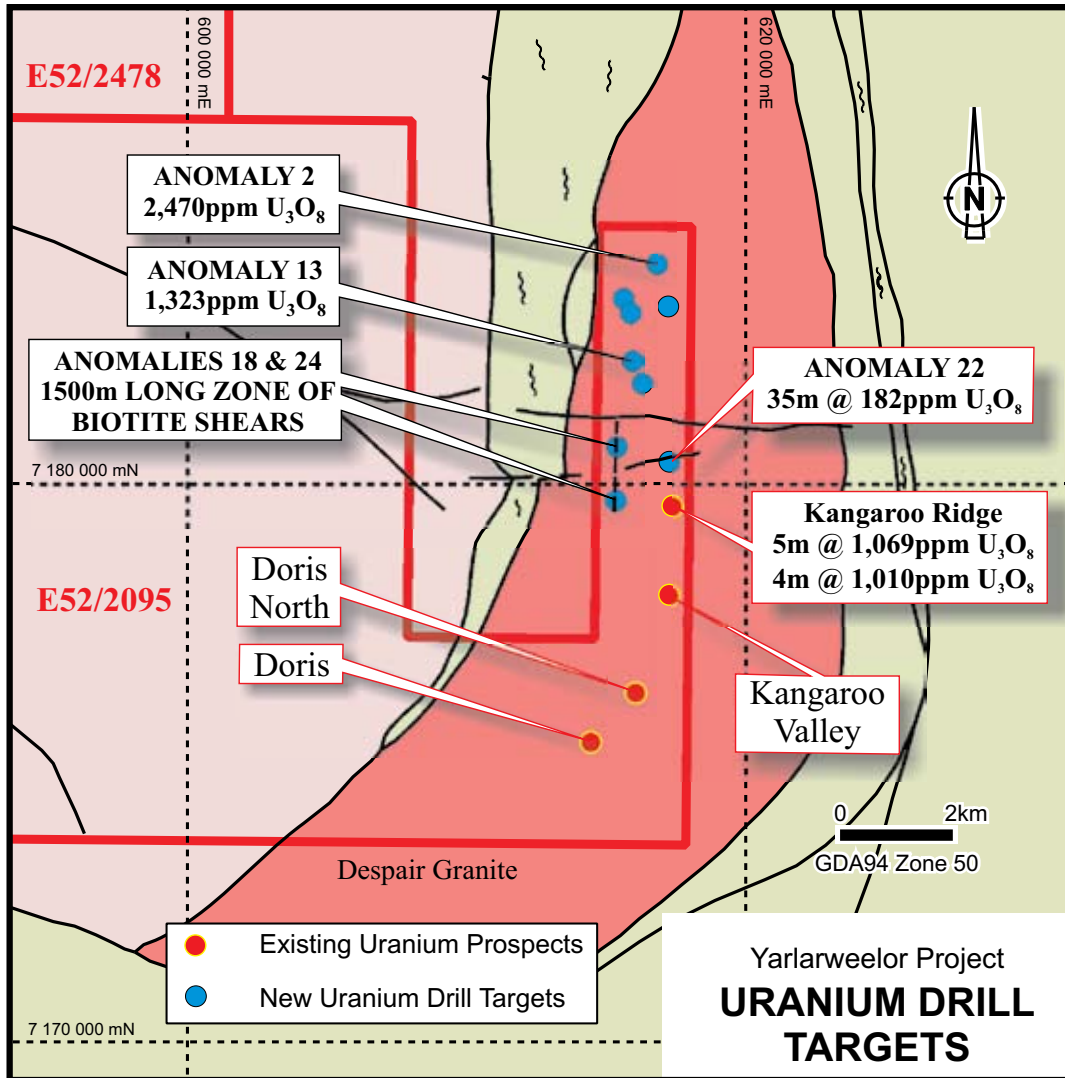
Since the completion of the Yarlarweelor sale, FYI Resources has drilled four diamond holes, at the Kangaroo Ridge and Doris prospects. These holes intersected wide zones of uranium mineralisation associated with biotite rich shear zones in granite, confirming the presence of significant uranium mineralisation at Yarlarweelor.

Results from the drilling at Kangaroo Ridge included:

- 35m @ 503ppm  $U_3O_8$  including 5m @ 1,069ppm  $U_3O_8$
- 7.8m @ 588ppm  $U_3O_8$  including 1m @ 1,873ppm  $U_3O_8$
- 14m @ 221ppm  $U_3O_8$  including 1m @ 844ppm  $U_3O_8$

Results from a previous airborne radiometric survey and geological mapping indicate shear zones with a combined strike length in excess of 25 kilometres exist within FYI's tenements and may be prospective for uranium mineralisation. A program of field checking and sampling of aerial radiometric anomalies has confirmed significant uranium anomalies exist to the north and west of Kangaroo Ridge, none of which have been drill tested to date.





The coming year will see exploration efforts concentrate again on the Doris – Kangaroo Ridge trend and on uranium anomalies to the immediate north and west of Kangaroo Ridge.

*David W Sargeant*

**David Sargeant**  
**Managing Director**

13 September 2012

#### Competent Person's Statement

The information in this Annual Report that relates to Exploration Results and Resources have been compiled by Mr. David Ross B.Sc. 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 mineralisation and type of deposits 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 this Annual Report of the matters based on his information in the form and context in which it appears.





# EMPIRE

RESOURCES LIMITED

EMPIRE RESOURCES LIMITED AND CONTROLLED ENTITY ABN 32 092 471 513

## FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2012



## 6. DIRECTORS' REPORT

**Directors' Report**

Your directors submit their report on Empire Resources Limited (the "Company") and its controlled entity (the "Group") for the financial year ended 30 June 2012.

**Directors**

The company's directors in office during the financial period and until the date of this report are as follows. Directors were in office for the entire period unless otherwise stated.

**Thomas Revy - Chairman (Non-Executive) – BAppSc. Grad Dip Bus.**

Mr Revy is a mining professional with in excess of 28 years experience in the mining industry to date including operations, process design and commissioning, technical and general management, business development, project and company evaluation and corporate management. Countries where extensive work has been undertaken include Australia, PNG, Southern and Central Africa, Central and South America and China.

**David Sargeant - Managing Director - BSc. MAusIMM**

Mr Sargeant – who holds a Bachelor of Science degree in economic geology from the University of Sydney – has more than 40 years experience as a geologist, consultant and company director. As such, he has been involved in numerous mineral exploration, ore deposit evaluation and mining development projects and is a member of AusIMM and the Geological Society of Australia.

During his career, Mr Sargeant has held a range of senior positions, including that of senior geologist with Newmont Pty Ltd and senior supervisory geologist with Esso Australia Ltd at the time of the Harbour Lights Gold Mine discovery and development. Further, Mr Sargeant was the first chief geologist at Telfer Gold Mine during exploration, development and production at that project. In addition, he was exploration manager for the Adelaide Petroleum NL group of companies, manager of resources development for Sabminco NL and a technical director of Western Reefs Limited during the period in which that company became a successful producer at the Dalgaranga Gold Project.

Mr Sargeant has been a director of the following listed companies during the past three years.

Company	Position	Appointed
FYI Resources Ltd	Non-executive Director	30/11/2009

**Adrian Jessup - Executive Director - BSc. MAusIMM**

Mr Jessup also holds a Bachelor of Science degree (with honours) in economic geology from the University of Sydney and has more than 40 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 16 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.

Mr Jessup has been a director of the following listed companies during the past three years.

Company	Position	Appointed
FYI Resources Ltd	Non-executive Director	30/11/2009

**Management****Simon Storm - Company Secretary – BCom. BCompt(Hons). CA, FCIS**

Mr Storm is a Chartered Accountant with over 28 years of Australian and international experience in the accounting profession and commerce. He commenced his career with Deloitte Haskins & Sells in Africa then London before joining Price Waterhouse in Perth.

He has held various senior finance and/or company secretarial roles with listed and unlisted entities in the banking, resources, construction, telecommunications and property development industries. In the last 10 years he has

**EMPIRE RESOURCES LIMITED**  
**DIRECTORS' REPORT**

provided consulting services covering accounting, financial and company secretarial matters to various companies in these sectors.

**David Ross – Exploration Manager – BSc(Hons). MSc. MAusIMM**

Mr Ross holds a Bachelor of Science degree (with honours) in geology from Aberdeen University, Scotland and a Master of Science degree in economic geology from McMaster University in Canada. He is a member of the AusIMM, the Geological Society of Australia and the Australian Institute of Geoscientists.

With over 25 years experience as an exploration geologist in Western Australia his career has seen him involved with numerous mineral exploration, ore deposit evaluation and mine development projects for both gold and base metals. He has held senior geologist positions with Brunswick NL and Giralda Resources and was geological superintendent for Australian Resources at the Gidgee Gold Mine. Most recently he held the position of chief geologist with De Grey Mining Ltd where he was instrumental in the discovery of the Orchard Well VMS deposits.

**Principal Activities**

During the period the principal activities of the Company consisted of mineral exploration and evaluation of properties in Australia. There has been no significant change in these activities during the financial period.

**Dividends**

No dividends have been paid during the period and no dividends have been recommended by the directors.

**Result for the Financial Period**

Loss from ordinary activities after provision for income tax was \$3,027,693 (2011: \$1,907,860).

**Review of Operations**

During the year, the Company continued exploration activities at its various exploration projects:

**Highlights 2011 – 2012**

- Strong progress on multiple fronts as the company builds on its portfolio of five copper-gold projects in Western Australia
- Yuinmery and Penny's Find projects expected to create substantial value for our shareholders in the short term

**Yuinmery**

The flagship project for Empire Resources is the 100 percent owned, multi-mineral Yuinmery project, located 475 kilometres northeast of Perth in Western Australia.

The Yuinmery project sits in the base metal rich, but underexplored Youanmi Greenstone Belt with the principal target being volcanogenic massive sulphide (VMS) deposits. Elsewhere in the world, VMS deposits typically occur as a cluster of individual prospects which are often mined to great depths. Similar VMS deposits are found at the Golden Grove mine to the west and Jaguar mine to the east underlining the potential of Yuinmery.

The excitement of Yuinmery springs from the calibre of intersections, with a string of high-grade copper gold results at two of the projects most advanced prospects – Just Desserts and A Zone.

Significant high grade copper-gold and zinc intersections at the A Zone prospect remain open at depth. Intercepts include

- 6m @ 3.0% Cu, 1.7g/t Au including 3m @ 4.0% Cu, 3.3g/t Au
- 6m @ 2.2% Cu, 1.2g/t Au including 3m @ 3.0% Cu, 2.0g/t Au
- 5m @ 2.8% Cu within 10m @ 1.8% Cu
- 3m @ 8.2% Zn within 8m @ 4.0% Zn

Confidence in Yuinmery continues to grow with the project on track to outline a second resource estimate at A Zone.

**Penny's Find**

The first discovery for the company in 2007 was Penny's Find, a near surface, high grade gold deposit situated in the Eastern Goldfields of Western Australia, within close proximity to the gold mining centres of Kalgoorlie and Kanowna Belle Mine.

Initial drilling at Penny's Find outlined a JORC compliant resource of 314,000 tonnes at 5.2 g/t gold to 150 metres and open at depth. Drilling results both confirmed the high grade nature of the project and underlined its potential.

**EMPIRE RESOURCES LIMITED**  
**DIRECTORS' REPORT**

In February 2012 Empire Resources revisited its staged sale agreement with 40 percent equity owner, unlisted company Brimstone Resources Ltd. The new agreement comprises either –

- A total cash payment by Brimstone of \$3 million by June 2013 for a 100 percent interest in the project, together with royalty payments on any gold produced in excess of 52,500 oz. This includes a non-refundable payment of \$500,000 already made to empire for the initial 40 percent interest in the project.
- or
- Brimstone may increase its project interest to 51 percent through the expenditure of \$750,000 by 30 September 2012, with further expenditure of an additional \$750,000 by June 2013 to increase its interest to 75 percent. In either case, Empire's mining establishment costs would be carried and repayable from production. The renegotiated terms gives Brimstone additional time to devote to the project, while Empire will gain \$3 million for the full sale of the project, or an additional 25–49 percent interest in the event of a partial sale.

Project economics at the Penny's Find (60 percent owned) project have been enhanced by recent high grade gold intersections and a possible new hanging wall lode

- 6m @ 13.34g/t Au from 113m, including 4m @ 19.43g/t Au
- 2m @ 12.95g/t Au from 101m, within 8m @ 4.02g/t Au
- 3m @ 14.42g/t Au from 143m to EOH

The current resource has been defined to a vertical depth of 150m and remains open at depth. The Penny's Find Mining Lease is granted to 2033.

**Wynne**

- Grassroots exploration success at the Wynne project with oxide copper mineralisation discovered

**Damperwah**

- Copper sulphide mineralisation discovered at the Damperwah project

**Corporate**

- company raised \$1,230,000 in capital, before costs, through a share placement during September 2011, with the issue of 15 million shares at \$0.082
- conducted a share purchase plan and raised \$387,500 through the issue of 7.75 million shares at \$0.05.

**Significant Changes in State of Affairs**

In the opinion of the Directors there were no other significant changes in the state of affairs of the Company.

**Remuneration Report (Audited)**

This report details the amount and nature of remuneration of each director of the Company and other key management personnel.

**Remuneration Policy**

The principles used to determine the nature and amount of remuneration are applied through a remuneration policy which ensures the remuneration package properly reflects the person's duties and responsibilities and that the remuneration is competitive in attracting, retaining and motivating people of the highest quality.

The remuneration policy, setting the terms and conditions for the executive directors has been developed by the board after seeking professional advice and taking into account market conditions and comparable salary levels for companies of a similar size and operating in similar sectors.

The remuneration policy is to provide a fixed remuneration component. The board believes that this remuneration policy is appropriate given the stage of development of the Company and the activities which it undertakes and is appropriate in aligning Directors' objectives with shareholder and businesses objectives.

The remuneration framework has regard to shareholders' interests in the following ways:

- Focuses on sustained growth as well as focusing the directors on key non-financial drivers of value, and
- Attracts and retains high calibre directors.

The remuneration framework has regard to directors' interests in the following ways:

- Rewards capability and experience,
- Reflects competitive reward for contributions to shareholder growth,

**EMPIRE RESOURCES LIMITED  
DIRECTORS' REPORT**

- Provides a clear structure for earning rewards, and
- Provides recognition for contribution.

*Non-executive directors*

The board policy is to remunerate non-executive directors at market rates for comparable companies for time, commitment and responsibilities. The Board determines payments to the non-executive director and reviews their remuneration annually, based on market practice, duties and accountability. Independent external advice is sought when required. The maximum aggregate amount of fees that can be paid to directors is subject to approval by shareholders at a General Meeting. Fees for non-executive directors are not linked to the performance of the Group. However, to align directors' interests with shareholder interests, the directors are encouraged to hold shares in the Company and may receive options.

The Directors have resolved that non-executive director's fees will be \$30,000 per annum for the Chairman, inclusive of statutory superannuation contributions. Shareholders have approved aggregate remuneration for all non-executive directors at an amount of \$100,000 per annum. Where applicable, superannuation contributions of 9% are paid on these fees as required by law.

**Share-based compensation**

To ensure that the Company has appropriate mechanisms to continue to attract and retain the services of Directors and Employees of a high calibre, the Company has established the Empire Resources Limited Share Plan ("SP") and the Empire Resources Option Plan.

The Directors consider the plans are an appropriate method to:

- a) reward Directors and Employees for their past performance;
- b) provide long-term incentives to participate in the Company's future growth;
- c) motivate Directors and Employees and generate loyalty in Employees; and
- d) assist to retain the services of valuable Employees.

The value attributed to the share based compensation for the year is as follows:

	Year granted	Vested %	Forfeited %	Financial years in which shares/options may vest	Total value of grant vested \$	Minimum total value of grant yet to vest \$	Maximum total value of grant yet to vest \$
<b>Directors</b>							
Mr T Revy	2010	-	-	2010-13	-	7,500	7,500
	2011	-	-	2012	-	13,500	13,500
Mr D Sargeant	2010	-	-	2010-13	-	7,500	7,500
	2011	-	-	2012	-	13,500	13,500
Mr A Jessup	2010	-	-	2010-13	-	7,500	7,500
	2011	-	-	2012	-	13,500	13,500
<b>Specified Executives</b>							
Mr S Storm	2010	-	-	2010-13	-	7,500	7,500
	2011	-	-	2012	-	10,000	10,000

**EMPIRE RESOURCES LIMITED  
DIRECTORS' REPORT**

	A Remuneration consisting of shares	B Value at issue date \$	C Value at exercise date \$	D Value at lapse date \$	E Total of columns B-D \$
<b>Directors</b>					
Mr T Revy	35%	13,500	-	-	13,500
Mr D Sargeant	7%	13,500	-	-	13,500
Mr A Jessup	7%	13,500	-	-	13,500
<b>Specified Executives</b>					
Mr S Storm	23%	10,000	-	-	10,000

A = The percentage of the value of remuneration consisting of shares, based on the value of shares expensed during the current year.

B = The value at issue date calculated in accordance with AASB 2 Share-based Payment of shares issued during the year as part of remuneration.

C = The value at exercise date of shares that were issued as part of remuneration and were exercised during the year, being the intrinsic value of the shares at that date.

D = The value at lapse date of shares that were issued as part of remuneration and that lapsed during the year. Lapsed shares refer to shares that vested but expired due to the term of the loan expiring.

No shares were issued during the year upon the exercise of options.

*Executives*

Executive Directors receive either a salary plus superannuation guarantee contributions as required by law, currently set at 9%, or provide their services via a consultancy arrangement. Directors do not receive any retirement benefits. Individuals may, however, choose to sacrifice part of their salary to increase payments towards superannuation. Options are not issued as part of remuneration for long term incentives.

All remuneration paid to directors and executives is valued at cost to the Company and expensed.

**EMPIRE RESOURCES LIMITED**  
**DIRECTORS' REPORT**

**Compensation of Key Management Personnel for the year ended 30 June 2012.**

The following table discloses the remuneration of the Key Management Personnel (Directors and executive officers) of the Company. The information in this table is audited.

		Directors Fees	Consulting Fees	Short-term Benefits	Post-employment benefits	Share-based payments Value of shares & options	
		\$	\$	Total \$	\$	\$	Total \$
<b>Directors</b>							
<b>Non-Executive</b>				-			-
Mr T Revy	<b>2012</b>	<b>30,000</b>	-	<b>30,000</b>	-	<b>16,007</b>	<b>46,007</b>
	2011	30,000	-	30,000	-	2,500	32,500
<b>Executive</b>							
Mr D Sargeant	<b>2012</b>	-	<b>211,200</b>	<b>211,200</b>	-	<b>16,007</b>	<b>227,207</b>
	2011	-	180,000	180,000	-	31,511	211,511
Mr A Jessup	<b>2012</b>	-	<b>211,200</b>	<b>211,200</b>	-	<b>16,007</b>	<b>227,207</b>
	2011	-	140,000	140,000	-	21,841	161,841
<b>Total Directors</b>	<b>2012</b>	<b>30,000</b>	<b>422,400</b>	<b>452,400</b>	-	<b>48,021</b>	<b>500,421</b>
	2011	30,000	320,000	350,000	-	55,852	405,852
<b>Executives</b>							
Mr S Storm	<b>2012</b>	-	<b>40,980</b>	<b>40,980</b>	-	<b>12,507</b>	<b>53,487</b>
	2011	-	37,800	37,800	-	16,039	53,839
<b>Total Executives</b>	<b>2012</b>	-	<b>40,980</b>	<b>40,980</b>	-	<b>12,507</b>	<b>53,487</b>
	2011	-	37,800	37,800	-	16,039	53,839



**EMPIRE RESOURCES LIMITED  
DIRECTORS' REPORT**

**Employment contracts**

**– Mr D Sargeant**

By agreement dated 24 October 2009, the Company and Kirkdale Holdings Pty Ltd (ACN 009 096 388) ('Kirkdale') agreed the terms and conditions under which Kirkdale would provide the services of Mr Sargeant as Managing Director of the Company.

The agreement has:

- (a) a term of three years;
- (b) requires the payment to Kirkdale of a fee of \$15,000 (GST excl) per month (increasing by 10% each year) and reimbursement of expenses;
- (c) provisions requiring the payment of a termination benefit of 50% of the amount due on termination of the agreement.

**– Mr A Jessup**

By agreement dated 24 October 2009, the Company and Murilla Exploration Pty Ltd (ACN 068 277 190) ('Murilla') agreed the terms and conditions under which Murilla would provide the services of Mr Jessup as an executive officer of the Company.

The agreement has:

- (a) a term of three years;
- (b) requires the payment to Murilla of a fee of \$15,000 (GST excl) per month (increasing by 10% each year) and reimbursement of expenses;
- (c) provisions requiring the payment of a termination benefit of 50% of the amount due on termination of the agreement.

Directors may be paid additional fees for special duties or services outside the scope of the ordinary duties of a Director. Directors will also be reimbursed for all reasonable expenses incurred in the course of their duties.

End of Remuneration Report.

**Share Options**

At the date of this report unissued ordinary shares of the Company under option are:

Grant Date	Date of Expiry	Exercise Price \$	Number under Option
02-Jun-10	02-Jun-13	0.15	8,227,729
25-Jun-10	25-Jun-13	0.14	2,700,000
09-Aug-11	09-Aug-14	0.09	1,500,000
28-Nov-11	28-Nov-14	0.10	1,500,000
			13,927,729

**Directors' Interest**

The relevant interest of each director in the shares and options over shares issued by the Company at the date of this report is as follows:

Director	Number of Ordinary Shares		Number of Options	
	Direct	Indirect	Direct	Indirect
Mr T Revy	350,000	360,000	1,000,000	-
Mr D Sargeant	-	6,400,000	-	1,000,000
Mr A Jessup	922,222	1,645,333	500,000	500,000

**Company Performance**

Comments on performance are set out in the review of operations.

**EMPIRE RESOURCES LIMITED  
DIRECTORS' REPORT**

**Significant Changes in the State of Affairs**

There were no other significant changes in the state of affairs of the Company other than those noted in the review of operations.

**Likely Developments and Expected Results**

Disclosure of likely developments in the operations of the Company and the expected results of those operations in future financial years, and any further information, has not been included in this report because, in the reasonable opinion of the Directors to do so would be likely to prejudice the business activities of the Company.

**Environmental Regulation**

The Company's operations were subject to environmental regulations under both Commonwealth and State legislation in relation to its exploration activities.

The directors are not aware of any breaches during the period covered by this report.

**Meetings of Directors**

The following table sets out the number of meetings of the Company's directors held during the period ended 30 June 2012 and the number of meetings attended by each director.

Director	Directors' Meetings	
	A	B
Mr Thomas Revy	6	6
Mr David Sargeant	6	6
Mr Adrian Jessup	6	6

A - meetings attended

B - meetings held whilst a director

As at the date of this report the Company has not formed any committees as the directors consider that at present the size of the Company does not warrant such. Audit, corporate governance, director nomination and remuneration matters are all handled by the full board.

**Proceedings on Behalf of the Company**

No person has applied to the Court under Section 237 of the Corporations Act 2001 for leave to bring proceedings on behalf of the Company, or to intervene in any proceedings to which the Company is a party, for the purpose of taking responsibility on behalf of the Company for all or part of the proceedings.

No proceedings have been brought or intervened in on behalf of the Company with leave of the Court under Section 237 of the Corporations Act 2001.

**Indemnification and Insurance of Directors and Officers**

**Indemnification**

The Company has agreed to indemnify current directors and officers and past directors and officers against all liabilities to another person (other than the Company or a related body corporate), including legal expenses that may arise from their position as directors and officers of the Company and its controlled entity, except where the liability arises out of conduct involving a lack of good faith. The agreement stipulates that the Company will meet the full amount of any such liabilities, including costs and expenses.

**Insurance**

The directors have not included details of the amount of the premium paid in respect of the directors' and officers' liability insurance contracts, as such disclosure is prohibited under the terms of the contract.

**Events subsequent to reporting date**

No matter or circumstance has arisen, since the end of the financial year, which significantly affected, or may significantly affect, the operations of the Group, the results of those operations, or the state of affairs of the Group in subsequent financial years.

**Non-audit Services**

The Company may decide to employ the auditor on assignments additional to their statutory audit duties where the auditor's expertise and experience with the Company and/or the Group are important.

**EMPIRE RESOURCES LIMITED  
DIRECTORS' REPORT**

Details of the amounts paid or payable to the auditor (HLB Mann Judd) for audit and non-audit services provided during the year are set out below.

During the period, the following fees were paid or payable for services provided by the auditors of the parent entity HLB Mann Judd, its related practices and non-related audit firms:

**Assurance Services**

**HLB Mann Judd (Current Auditor)**

**1. Audit services**

Audit and review of financial reports and other audit work under the *Corporations Act 2001*

Total remuneration for audit services

**2. Other assurance services**

Tax related

**Total remuneration for other assurance services**

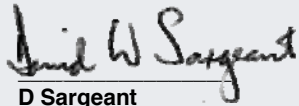
**Total remuneration for assurance services**

	<b>Consolidated</b>	
	<b>Year ended 30 June 2012</b>	<b>Year ended 30 June 2011</b>
	\$	\$
	20,650	19,025
	20,650	19,025
	-	-
	-	-
	20,650	19,025

**Auditors Independence Declaration**

Section 307C of the Corporations Act 2001 requires the company's auditors, HLB Mann Judd, to provide the directors with a written Independence Declaration in relation to their audit of the financial report for the year ended 30 June 2012. This written Auditor's Independence Declaration is attached to the Auditor's Independent Audit Report to the members and forms part of this Director's Report.

Signed in accordance with a resolution of Directors.



**D Sargeant**  
**Managing Director**  
Perth, Western Australia  
13 September 2012

EMPIRE RESOURCES LIMITED

**7. STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2012**

	Note	Consolidated	
		2012 \$	2011 \$
Revenue from continuing operations	2	72,799	523,311
Depreciation expense	3	(17,798)	(20,691)
Exploration expense	3	(2,089,807)	(1,575,018)
Employee benefits expense		(59,991)	(27,215)
Management fee expense		(422,400)	(315,254)
Directors fees		(30,000)	(30,000)
Accounting expense		(61,962)	(58,073)
Consultancy expense		(17,599)	(26,825)
Share-based payment		(84,037)	(108,270)
ASX expense		(27,126)	(17,127)
Corporate relations expense		(87,879)	(48,203)
Insurance expense		(17,956)	(15,639)
Other expenses		(156,449)	(139,124)
Share of loss of equity accounted investees	8	(158,832)	(253,754)
<b>Loss before income tax</b>		<b>(3,159,037)</b>	<b>(2,111,882)</b>
Income tax benefit	4	131,344	204,022
<b>Net loss for the year</b>		<b>(3,027,693)</b>	<b>(1,907,860)</b>
Other comprehensive income			
Share of comprehensive loss of equity accounted investees		-	(139,664)
Income tax relating to components of other comprehensive income		-	-
<b>Other comprehensive loss for the year, net of tax</b>		<b>-</b>	<b>(139,664)</b>
<b>Total comprehensive loss for the year</b>		<b>(3,027,693)</b>	<b>(2,047,524)</b>
Basic and diluted loss per share (cents per share)	5	(2.13)	(1.65)

*The above Statement of Comprehensive Income should be read in conjunction with the accompanying notes.*

EMPIRE RESOURCES LIMITED

8. STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2012

	Note	Consolidated	
		2012 \$	2011 \$
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	6	640,807	1,781,147
Trade and other receivables	7	193,802	310,855
<b>Total Current Assets</b>		<b>834,609</b>	<b>2,092,002</b>
<b>NON-CURRENT ASSETS</b>			
Investments accounted for using the equity method	8	704,395	863,227
Plant and equipment	9	5,893	23,691
<b>Total Non-Current Assets</b>		<b>710,288</b>	<b>886,918</b>
<b>TOTAL ASSETS</b>		<b>1,544,897</b>	<b>2,978,920</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	10	237,477	297,851
<b>Total Current Liabilities</b>		<b>237,477</b>	<b>297,851</b>
<b>TOTAL LIABILITIES</b>		<b>237,477</b>	<b>297,851</b>
<b>NET ASSETS</b>		<b>1,307,420</b>	<b>2,681,069</b>
<b>EQUITY</b>			
Issued capital	11	16,086,707	14,516,700
Reserves	12	931,481	847,444
Accumulated losses		(15,710,768)	(12,683,075)
<b>TOTAL EQUITY</b>		<b>1,307,420</b>	<b>2,681,069</b>

*The above Statement of Financial Position should be read in conjunction with the accompanying notes.*

## 9. STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2012

	Consolidated			
	Issued Capital \$	Accumulated Losses \$	Option Reserves \$	Total \$
<b>Balance at 1 July 2010</b>	11,723,878	(10,635,551)	739,174	1,827,501
Shares issued during the year	2,977,700	-	-	2,977,700
Options issued during the year	-	-	108,270	108,270
Equity issue expenses	(184,878)	-	-	(184,878)
Loss for the year	-	(1,907,860)	-	(1,907,860)
Other comprehensive loss for the year	-	(139,664)	-	(139,664)
<b>Balance at 30 June 2011</b>	<b>14,516,700</b>	<b>(12,683,075)</b>	<b>847,444</b>	<b>2,681,069</b>
<b>Balance at 1 July 2011</b>	<b>14,516,700</b>	<b>(12,683,075)</b>	<b>847,444</b>	<b>2,681,069</b>
Shares issued during the year	1,647,500	-	-	1,647,500
Options issued during the year	-	-	84,037	84,037
Equity issue expenses	(77,493)	-	-	(77,493)
Loss for the year	-	(3,027,693)	-	(3,027,693)
<b>Balance at 30 June 2012</b>	<b>16,086,707</b>	<b>(15,710,768)</b>	<b>931,481</b>	<b>1,307,420</b>

The above Statement of Changes in Equity should be read in conjunction with the accompanying notes

## 10. STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2012

	Note	Consolidated	
		2012 \$	2011 \$
<b>Cashflows from Operating Activities</b>			
Payments to suppliers and employees		(839,289)	(683,871)
Interest received		98,493	41,932
Other - R&D tax offset		204,022	-
<b>Net cash used in operating activities</b>	<b>6(i)</b>	<b>(536,774)</b>	<b>(641,939)</b>
<b>Cash Flows from Investing Activities</b>			
Purchase of plant and equipment		-	(9,955)
Sale of prospect		-	500,000
Exploration and evaluation expenditure		(2,143,573)	(1,453,408)
<b>Net cash used in investing activities</b>		<b>(2,143,573)</b>	<b>(963,363)</b>
<b>Cash Flows from Financing Activities</b>			
Proceeds from issue of equity securities		1,617,500	2,977,700
Equity securities issue costs		(77,493)	(186,925)
<b>Net cash provided by financing activities</b>		<b>1,540,007</b>	<b>2,790,775</b>
<b>Net increase / (decrease) in cash held</b>		<b>(1,140,340)</b>	<b>1,185,473</b>
Cash at the beginning of the financial year		1,781,147	595,674
Cash at the end of the financial year	<b>6</b>	<b>640,807</b>	<b>1,781,147</b>

*The above Statement of Cash Flows should be read in conjunction with the accompanying notes.*

**11. NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012****1. Statement of Significant Accounting Policies**

The financial report covers the consolidated entity of Empire Resources Limited and its controlled entity ("Group") and Empire as an individual parent entity ("Empire"). Empire is a listed public company limited by shares, incorporated and domiciled in Australia.

The following is a summary of the material accounting policies adopted by the Group in the preparation of the financial report. The accounting policies have been consistently applied by the controlled entity and are consistent with those in the June 2011 financial report.

**(a) Basis of Preparation**

This general purpose financial report has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. It is prepared on the basis of historical costs. The financial report is presented in Australian dollars.

The financial report complies with Australian Accounting Standards, which include Australian equivalents to International Financial Reporting Standards (AIFRS). Compliance with AIFRS ensures that the consolidated financial report, comprising the financial statements and notes thereto, complies with the International Financial Reporting Standards (IFRS).

The financial report was authorised for issue by the Board on 8 September 2012.

**(b) Going Concern**

As disclosed in the Statement of Comprehensive Income, the Group recorded operating losses of \$3,027,693 (2011: \$1,907,860) and as disclosed in the Statement of Cash Flows, the Group recorded cash outflows from operating activities of \$536,774 (2011: \$641,939), investing activities of \$2,143,573 (2011: \$963,363) and a cash inflow from financing activities of \$1,540,007 (2011: \$2,790,775). Cash flows from financing activities arose from capital raisings that are disclosed in Note 11(a). After consideration of these financial conditions, the Directors have assessed the following matters in relation to the adoption of the going concern basis of accounting by the Group:

- The Group has successfully completed capital raisings during the year as disclosed in Note 11(a) and has the ability to continue doing so on a timely basis, pursuant to the Corporations Act 2001, as is budgeted to occur in the twelve month period from the date of this financial report;
- The Group has net current assets of \$597,132 (2011: \$1,794,151) at balance date and expenditure commitments for the next 12 months of \$403,921 (2011: \$344,299), as disclosed in Note 14 (ii), and retains the ability to scale down its operations to conserve cash, in the event that the capital raisings are delayed or partial; and
- The Company and Group have the ability, if required, to undertake mergers, acquisitions or restructuring activity or to wholly or in part, dispose of interests in mineral exploration and development assets.

Due to the above matters, the Directors believe that it is reasonably foreseeable that the Company and Group will continue as a going concern and that it is appropriate that this basis of accounting be adopted in the preparation of the financial statements.

**(c) Basis of Consolidation**

A controlled entity is any entity that Empire Resources Limited has the power to control the financial and operating policies of the entity so as to obtain benefits from its activities.

Details of the controlled entity are contained in Note 8 to the financial statements. The controlled entity has a June financial year end.

All inter-company balances and transactions between entities in the consolidated Group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the parent entity.

Where a controlled entity enters or leaves the consolidated Group during the year, their operating results are included/excluded from the date control was obtained or until the date control ceased.



**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**1. Statement of Significant Accounting Policies (continued)**

**Business Combinations**

Business combinations occur where control over another business is obtained and results in the consolidation of its assets and liabilities. All business combinations, including those involving entities under common control, are accounted for by applying the purchase method. The purchase method requires an acquirer of the business to be identified and for the cost of the acquisition and fair values of identifiable assets, liabilities and contingent liabilities to be determined as at acquisition date, being the date that control is obtained. Cost is determined as the aggregate of fair values of assets given, equity issued and liabilities assumed in exchange for control together with costs directly attributable to the business combination. Any deferred consideration payable is discounted to present value using the entity's incremental borrowing rate.

**(d) Investment in associated entities**

The Group's investment in its associate is accounted for using the equity method of accounting in the consolidated financial statements, after initially being recognised at cost. The associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture.

Under the equity method, the investment in the associate is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate. Goodwill relating to an associate is included in the carrying amount of the investment and is not amortised. After application of the equity method, the Group determines whether it is necessary to recognise any additional impairment loss with respect to the Group's net investment in the associate. Goodwill included in the carrying amount of the investment in associate is not tested separately, rather the entire carrying amount of the investment is tested for impairment as a single asset. If an impairment is recognised, the amount is not allocated to the goodwill of the associate.

The consolidated statement of comprehensive income reflects the Group's share of the results of operations of the associate, and its share of post-acquisition movements in reserves is recognised in reserves. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. Dividends receivable from associates are recognised in comprehensive income as a component of other income.

When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any unsecured long-term receivable and loans, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associate.

The balance dates of the associate and the Group are identical and the associate's accounting policies conform to those used by the Group for like transactions and events in similar circumstances.

**(e) Plant and Equipment**

Plant and equipment is measured on the cost basis less depreciation and impairment losses.

The carrying amount of plant & equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from those assets. Recoverable amount is assessed on the basis of the expected net cash flows which will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

Depreciation is calculated on the straight line basis and is brought to account over the estimated useful lives of all plant and equipment from the time the asset is held ready for use. The depreciation rates used are:

Office furniture	15-33%
Office computer equipment	33%
Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

An asset's carrying amount is written down immediately to its recoverable amount if the assets carrying amount is greater than its estimated recoverable amount. Gains and losses on disposal are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation reserve relating to the assets are then transferred to accumulated losses.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**1. Statement of Significant Accounting Policies (continued)**

**(f) Income Tax**

The income tax expense or benefit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary difference and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company's subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance date.

Deferred income tax is provided on all temporary differences at the balance date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences except:

- when the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and that, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the taxable temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, and the timing of the reversal of the temporary difference can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry-forward of unused tax assets and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- when the deductible temporary difference is associated with investments in subsidiaries, associates or interests in joint ventures, in which case a deferred tax asset is only recognised to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

The carrying amount of deferred income tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Unrecognised deferred income tax assets are reassessed at each balance date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance date.

Income taxes relating to items recognised directly in equity are recognised in equity and not in profit or loss.

Deferred tax assets and deferred tax liabilities are offset only if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and liabilities relate to the same taxable entity and the same taxation authority.

**(g) Cash & Cash Equivalents**

Cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within short-term borrowings in current liabilities on the Statement of Financial Position.

**(h) Acquisition of Assets**

The purchase method of accounting is used for all acquisitions of assets regardless of whether shares or other assets are acquired. Cost is determined as the fair value of the assets given up at the date of the acquisition

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**1. Statement of Significant Accounting Policies (continued)**

plus costs incidental to the acquisition. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

**(i) Impairment of assets**

At each reporting date, the Group reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Comprehensive Income.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives.

Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**(j) Financial Instruments**

***Recognition***

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

***Loans and receivables***

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

***Available-for-sale financial assets***

Available for sale financial assets include any financial assets not classified as loans and receivables, held to maturity investments or fair value through profit or loss. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken directly to equity.

***Financial liabilities***

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

***Fair value***

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

***Impairment***

At each reporting date, the Company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in the statement of comprehensive income.

**(k) Exploration and Development Expenditure**

Exploration, evaluation and acquisition costs are expensed in the year they are incurred. Development costs are capitalised. Amortisation is not charged on costs carried forward in respect of areas of interest in the development phase until production.

**(l) Employee Entitlements**

***Salaries, wages and annual leave***

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within twelve months of the reporting date are recognised in other creditors in respect of employees' services up to the reporting date and are measured at the amounts expected to be paid when the liabilities are settled. Liabilities for non-accumulating sick leave are recognised when the leave is taken and measured at the rates paid or payable.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**1. Statement of Significant Accounting Policies (continued)**

***Equity settled transactions***

The Group provides benefits to employees (including senior executives) of the Group in the form of share-based payments, whereby employees render services in exchange for shares or rights over shares (equity-settled transactions).

There are currently two plans in place to provide these benefits:

- the Employee Share Option Plan (ESOP), which provides benefits to directors and senior executives; and
- the Employee Share Loan Plan (ESLP), which provides benefits to all employees, excluding senior executives and directors.

The cost of these equity-settled transactions with employees is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by an external valuer using a Black Scholes model, further details of which are given in Note 18. In valuing equity-settled transactions, no account is taken of any performance conditions, other than conditions linked to the price of the shares of Empire Resources Limited (market conditions) if applicable.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled, ending on the date on which the relevant employees become fully entitled to the award (the vesting period).

The cumulative expense recognised for equity-settled transactions at each balance date until vesting date reflects (i) the extent to which the vesting period has expired and (ii) the Group's best estimate of the number of equity instruments that will ultimately vest. No adjustment is made for the likelihood of market performance conditions being met as the effect of these conditions is included in the determination of fair value at grant date. The profit or loss charge or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period.

No expense is recognised for awards that do not ultimately vest, except for awards where vesting is only conditional upon a market condition.

If the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payment arrangement, or is otherwise beneficial to the employee, as measured at the date of modification.

If an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. However, if a new award is substituted for the cancelled award and designated as a replacement award on the date that it is granted, the cancelled and new award are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share (see Note 5).

The Group expenses equity-settled share-based payments such as share and option issues after ascribing a fair value to the shares and/or options issued. The fair value of option and share plan issues of option and share plan shares are recognised as an expense together with a corresponding increase in the share based payments reserve or the share option reserve in equity over the vesting period. The proceeds received net of any directly attributable transaction costs are credited to share capital when options are exercised.

The value of shares issued to employees financed by way of a non recourse loan under the employee Share Plan is recognised with a corresponding increase in equity when the company receives funds from either the employees repaying the loan or upon the loan termination, pursuant to the rules of the share plan. All shares issued under the plan with non recourse loans are considered, for accounting purposes, to be options.

**(m) Trade and other receivables**

All trade receivables are recognised at the amounts receivable as they are due for settlement no more than 30 days from the date of recognition.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off. An allowance for doubtful debts is raised where some doubt as to collection exists.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**1. Statement of Significant Accounting Policies (continued)**

**(n) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial period and which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

**(o) Issued capital**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

**(p) Leases**

A distinction is made between finance leases, which effectively transfer from the lessor to the lessee substantially all the risks and benefits incidental to ownership of leased non-current assets, and operating leases under which the lessor effectively retains substantially all such risks and benefits

Operating lease payments are charged as expenses in the periods in which they are incurred, as this represents the pattern of benefits derived from the leased assets.

**(q) Revenue Recognition**

Amounts disclosed as revenue are net of duties and taxes paid. Revenue is recognised as follows:

**(i) Interest**

Interest earned is recognised as and when it is receivable, including interest which is accrued and is readily convertible to cash within two working days. Accrued interest is recorded as part of other debtors.

**(ii) Sundry income**

Sundry income is recognised as and when it is receivable. Income receivable, but not received at balance date, is recorded as part of other debtors.

**(r) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

**(s) Critical accounting estimates and judgements**

The directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the group.

**Key Estimates – Impairment**

The Group assesses impairment at each reporting date by evaluating conditions specific to the group that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

**Share-based payment transactions**

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Black and Scholes model, using the assumptions detailed in Note 18.

The Group measures the cost of cash-settled share-based payments at fair value at the grant date using the Black and Scholes formula taking into account the terms and conditions upon which the instruments were granted, as discussed in Note 18.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**1. Statement of Significant Accounting Policies (continued)**

This fair value is expensed over the period until vesting with recognition of a corresponding liability. The liability is re-measured to fair value at each balance date up to and including the settlement date with changes in fair value recognised in profit or loss.

**(t) Adoption of new and revised standards**

**Changes in accounting policies on initial application of Accounting Standards**

In the year ended 30 June 2012, the Group has reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to its operations and effective for the current annual reporting period.

It has been determined by the Group that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change is necessary to Group accounting policies.

The Group has also reviewed all new Standards and Interpretations that have been issued but are not yet effective for the year ended 30 June 2012. As a result of this review the Directors have determined that there is no impact, material or otherwise, of the new and revised Standards and Interpretations on its business and, therefore, no change necessary to Group accounting policies.

**(u) Segment Reporting**

Operating segments are now reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Board of Empire Resources Ltd.

The Group operates only in one business and geographical segment being predominantly in the area of mineral exploration in Western Australia. The Group considers its business operations in mineral exploration to be its primary reporting function.

**(v) Earnings per share**

Basic earnings per share is calculated as net profit or loss attributable to members of the parent, adjusted to exclude any costs of servicing equity (other than dividends) and preference share dividends, divided by the weighted average number of ordinary shares, adjusted for any bonus element.

Diluted earnings per share is calculated as net profit or loss attributable to members of the parent, adjusted for:

- costs of servicing equity (other than dividends) and preference share dividends;
- the after tax effect of dividends and interest associated with dilutive potential ordinary shares that have been recognised as expenses; and
- other non-discretionary changes in revenues or expenses during the period that would result from the dilution of potential ordinary shares; divided by the weighted average number of ordinary shares and dilutive potential ordinary shares, adjusted for any bonus element.

**(w) Parent Entity Financial Information**

The financial information for the parent entity, Empire Resources Limited disclosed in Note 22 has been prepared on the same basis as the Group.

**2. Revenue**

	Consolidated	
	2012 \$	2011 \$
<b>Revenue</b>		
Interest received	72,799	68,766
Sale of tenement	-	454,545
	<b>72,799</b>	<b>523,311</b>

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**3. Loss from ordinary activities**

	Consolidated	
	2012	2011
	\$	\$

Loss before income tax

The loss from ordinary activities before income tax has been determined after:

**(a) Expenses**

Depreciation	17,798	20,691
Exploration costs expensed	2,089,807	1,575,018

**4. Income tax**

**(a) Income tax recognised in loss**

No income tax is payable by the parent or consolidated group as they both recorded losses for income tax purposes for the year.

**(b) Numerical reconciliation between income tax expense and the loss before income tax.**

	Consolidated	
	2012	2011
	\$	\$
Loss before tax	(3,159,037)	(2,111,882)
Income tax benefit at 30% (2011:30%)	947,711	633,565
Tax effect of:		
- deductible capital raising expenditure	20,875	45,204
- non deductible expenditure	(48,648)	(76,686)
- deductible temporary differences	(3,809)	3,981
- share based payment	(25,211)	(32,481)
Deferred tax asset not recognised	(890,918)	(573,583)
R&D tax offset payment from prior year	131,344	204,022
Income tax benefit attributable to loss from ordinary activities before tax	131,344	204,022

**(c) Unrecognised deferred tax balances**

Tax losses attributable to members of the Group - revenue	11,614,456	8,975,065
Potential tax benefit at 30%	3,484,337	2,692,520
<b><i>Deferred tax asset asset not booked</i></b>		
Amounts recognised in statement of comprehensive income		
-employee provisions	7,769	2,160
-other	4,350	6,150
-R&D tax offset	-	-
Amounts recognised in equity		
- share issue costs	62,142	48,676
Net unrecognised deferred tax asset at 30%	3,558,598	2,749,506

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**4. Income tax (continued)**

A deferred tax asset attributable to income tax losses has not been recognised at balance date as the probability criteria disclosed in Note 1(f) is not satisfied and such benefit will only be available if the conditions of deductibility also disclosed in Note 1(f) are satisfied.

**5. Loss per share**

	Consolidated	
	2012 Cents	2011 Cents
Basic and diluted loss per share (cents per share)	<b>(2.13)</b>	(1.65)
Loss used in the calculation of basic EPS	<b>(3,027,693)</b>	(1,907,860)
Weighted average number of shares outstanding during the year used in calculations of basic loss per share	<b>141,968,113</b>	115,668,524

Diluted loss per share has not been disclosed as it is not materially different from basic loss per share

**6. Cash and cash equivalents**

	Consolidated	
	2012 \$	2011 \$
Cash at bank and in hand	<b>640,807</b>	1,781,147
	<b>640,807</b>	1,781,147

**(i) Reconciliation of cash flow from operations with loss after income tax**

	Consolidated	
	2012 \$	2011 \$
Loss after income tax	<b>(3,027,693)</b>	(1,907,860)
Sale of tenement	-	(454,545)
Depreciation	<b>17,798</b>	20,691
Share based payments expense	<b>84,037</b>	108,270
Exploration expenditure not capitalised	<b>2,089,807</b>	1,453,408
Income tax benefit	<b>(131,344)</b>	(204,022)
Share of loss of equity accounted investees	<b>158,832</b>	253,754
	<b>(808,563)</b>	(730,304)
Changes in assets and liabilities, net of the effects of purchase of subsidiaries:		
(Increase)/decrease in trade and other receivables	<b>228,819</b>	(69,406)
(Decrease)/increase in trade and other payables	<b>23,810</b>	166,984
(Decrease)/increase in employee benefits	<b>19,160</b>	(9,213)
Net cash outflow from operating activities	<b>(536,774)</b>	(641,939)



**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**7. Trade and other Receivables**

	Consolidated	
	2012 \$	2011 \$
<b>Current</b>		
Trade receivables	15,927	26,360
Other receivables	177,875	284,495
	193,802	310,855

**Provision for impairment of receivables**

Current trade receivables are non-interest bearing and generally on 30 day terms. A provision for impairment is recognised when there is objective evidence that an individual trade receivable is impaired.

**8. Investments**

**(a) Investments accounted for using the Equity Method**

	Consolidated	
	2012 \$	2011 \$
Reconciliation of movements in investments accounted for using the equity method:		
Balance at 1 July	863,227	1,256,645
Share of loss	(158,832)	(253,754)
Movement in associates's reserves	-	(139,664)
Balance at 30 June	704,395	863,227

Name of entity	Principal activity	Country of incorporation	Ownership interest		Market Value	
			2012 %	2011 %	2012 \$	2011 \$
Associated entity						
FYI Resources Ltd	Mineral exploration	Australia	28%	28%	516,569	774,104

The Group has reviewed the carrying value of its investment in FYI Resources Ltd and considers that it is not stated in excess of its recoverable amount in the accounts. The carrying value is supported by the initial independent valuations of Yarlarweelor, the net assets of FYI Resources Ltd and there is ongoing expenditure on the tenements by FYI Resources.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**8. Investments (continued)**

	Consolidated	
	2012	2011
	\$	\$
Summarised financial information of associates:		
Financial position		
Total assets	<b>3,113,199</b>	3,689,651
Total liabilities	<b>117,368</b>	169,589
Net assets	<b>2,995,831</b>	3,520,062
Group's share of associates' net assets	<b>838,833</b>	985,617
Financial performance		
Total revenue	<b>25,191</b>	50,709
Total loss for the year	<b>(570,706)</b>	(867,439)
Group's share of associate's profit/(loss)	<b>(158,832)</b>	(253,754)
Group's share of associate's comprehensive loss	-	(139,664)
Capital commitments and contingent liabilities of associate:		
Share of capital commitments incurred jointly with other investors	<b>491,102</b>	370,570
Share of contingent liabilities incurred jointly with other investors	-	-

**(b) Investments in subsidiary**

Controlled entity	Country of incorporation	Percentage Owned	Percentage Owned
		2012 %	2011 %
Parent Entity:			
Empire Resources Limited	Australia	-	-
Subsidiary of Empire Resources Limited:			
Torrens Resources Pty Ltd	Australia	<b>100</b>	100

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**9. Plant & equipment**

	Consolidated	
	2012 \$	2011 \$
<b>Plant and Equipment</b>		
Cost	37,153	37,153
Accumulated depreciation	(31,260)	(27,618)
	5,893	9,535
<b>Motor Vehicles</b>		
Cost	90,217	90,217
Accumulated depreciation	(90,217)	(76,061)
	-	14,156
<b>Total Plant and Equipment</b>	5,893	23,691

Movements in the carrying amounts of each class of property, plant & equipment at the beginning and end of the current financial period is as set out below:

	Consolidated	
	2012 \$	2011 \$
<b>Plant and Equipment</b>		
Balance at the beginning of year	9,535	2,129
Additions	-	9,955
Depreciation expense	(3,642)	(2,549)
Carrying amount at the end of the year	5,893	9,535
<b>Motor Vehicles</b>		
Balance at the beginning of year	14,156	32,298
Depreciation expense	(14,156)	(18,142)
Carrying amount at the end of the year	-	14,156

**10. Trade and other payables**

	Consolidated	
	2012 \$	2011 \$
Trade payables and accruals	204,293	283,827
Employee benefits	33,184	14,024
	237,477	297,851

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**11. Issued capital**

**(a) Ordinary shares**

Ordinary shares entitle the holder to participate in dividends and the proceeds on winding up of the Company in proportion to the number of and amounts paid on the shares.

On a show of hands every holder of ordinary shares present at a meeting, in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

	Consolidated	
	2012	2011
	\$	\$
150,645,921 (2011: 127,295,921) fully paid ordinary shares	<b>16,086,707</b>	14,516,700

	Consolidated	
	2012	2011
	No.	No.
<b>(i) Ordinary shares - number</b>		
At 1 July	<b>127,295,921</b>	97,195,921
Share placement - 9,400,000 on 13 October 2010 at \$0.062	-	9,400,000
Share placement - 5,000,000 on 26 November 2010 at \$0.062	-	5,000,000
Share placement - 15,700,000 on 7 December 2010 at \$0.12	-	15,700,000
Share placement - 15,000,000 on 23 September 2011 at \$0.082	<b>15,000,000</b>	-
Shares issued ERL share Plan - 7,750,000 on 14 February 2012 at \$0.05	<b>7,750,000</b>	-
Shares issued pursuant to a Farm-in and JV Agreement - 600,000 on 20 February 2012 at \$0.05	<b>600,000</b>	-
<b>Balance at 30 June</b>	<b>150,645,921</b>	127,295,921

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**11. Issued capital (continued)**

	Consolidated	
	2012 \$	2011 \$
<b>(ii) Ordinary shares – value</b>		
At 1 July	<b>14,516,700</b>	11,723,878
Share placement - 9,400,000 on 13 October 2010 at \$0.062	-	582,800
Share placement - 5,000,000 on 26 November 2010 at \$0.062	-	310,000
Share placement - 15,700,000 on 7 December 2010 at \$0.12	-	1,884,000
Shares issued ERL share Plan - 2,450,000 on 8 May 2011 at \$0.082 <sup>1</sup>	-	200,900
Share placement - 15,000,000 on 23 September 2011 at \$0.082	<b>1,230,000</b>	-
Shares issued ERL share Plan - 7,750,000 on 14 February 2012 at \$0.05	<b>387,500</b>	-
Shares issued pursuant to a Farm-in and JV Agreement - 600,000 on 20 February 2012 at \$0.05	<b>30,000</b>	-
Less share issue costs	<b>(77,493)</b>	(184,878)
<b>Balance at 30 June</b>	<b>16,086,707</b>	14,516,700

Note 1 - In May 2008, 2,450,000 shares were issued under the Company's share plan and the loans were repaid pursuant to the share plan in May 2011.

**(b) Options**

As at 30 June 2012 (30 June 2011: 10,927,729) the Company had the following options on issue over ordinary shares:-

Grant Date	Date of Expiry	Exercise Price \$	Number under Option
02-Jun-10	02-Jun-13	0.15	8,227,729
25-Jun-10	25-Jun-13	0.14	2,700,000
09-Aug-11	09-Aug-14	0.09	1,500,000
28-Nov-11	28-Nov-14	0.10	1,500,000
			<b>13,927,729</b>

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**12. Reserves**

	Consolidated	
	2012 \$	2011 \$
Reserves	<b>931,481</b>	847,444

Reserves comprise the following:

**Options reserve**

Balance as at start of financial year	<b>847,444</b>	739,174
Share-based payment	<b>84,037</b>	108,270
Balance as at end of the financial year	<b>931,481</b>	847,444

Details of certain components of the option reserve arising as a consequence of equity based payments are included in Note 18.

**13. Financial risk management**

The Group's financial situation is not complex. It's activities may expose it to a variety of financial risks in the future: market risk (including currency risk and fair value interest rate risk), credit risk, liquidity risk and cash flow interest rate risk. At that stage the Group's overall risk management program will focus on the unpredictability of the financial markets and seek to minimise potential adverse effects on the financial performance of the Group.

Risk management is carried out under an approved framework covering a risk management policy and internal compliance and control by management. The Board identifies, evaluates and approves measures to address financial risks.

The Group hold the following financial instruments:

	Consolidated	
	2012 \$	2011 \$
<b>Financial assets</b>		
Cash and cash equivalents	<b>640,807</b>	1,781,147
Trade and other receivables	<b>193,802</b>	310,855
	<b>834,609</b>	2,092,002
<b>Financial liabilities</b>		
Trade and other payables	<b>237,477</b>	297,851

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**13. Financial risk management (continued)**

**(a) Market risk**

*Cash flow and fair value interest rate risk*

The Group's main interest rate risk arises from cash deposits to be applied to exploration and development of areas of interest. Deposits at variable rates expose the Group to cash flow interest rate risk. Deposits at fixed rates expose the Group to fair value interest rate risk. During 2012 and 2011, the Group's deposits at variable rates were denominated in Australian Dollars.

As at the reporting date, the Group had the following variable rate deposits and there were no interest rate swap contracts outstanding:

	%	\$	%	\$
Deposit		20,000		1,520,000
Other cash available		620,807		261,147
Net exposure to cash flow interest rate risk	4.7%	640,807	5.1%	1,781,147

The Group analyses its interest rate exposure on a dynamic basis. Various scenarios are simulated taking into the renewal of existing positions.

*Sensitivity – Consolidated and Parent entity*

During 2011, if interest rates had been 1% higher or lower than the prevailing rates realised, with all other variables held constant, there would be an immaterial change in post-tax profit for the year. Equity would not have been impacted.

**(b) Credit risk**

The Group has no significant concentrations of credit risk. Cash transactions are limited to high credit quality financial institutions.

Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures on outstanding receivables and committed transactions. In relation to other credit risk areas management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors.

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets as summarised at the beginning of this note.

**(c) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities and the ability to close-out market positions. The Group manages liquidity risk by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. The Group will aim at maintaining flexibility in funding by accessing appropriate committed credit lines available from different counterparties where appropriate and possible. Surplus funds when available are generally only invested in high credit quality financial institutions in highly liquid markets.

*Financing arrangements*

The Consolidated and Parent entity have no borrowing facilities.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**13. Financial risk management (continued)**

	Weighted Average Effective Interest Rate	Floating Interest Rate \$	Fixed Interest Rate Maturing Within Year \$	Non-interest bearing \$	Total \$
<b>30 June 2012</b>					
Financial Assets:					
Cash and cash equivalents	4.7%	620,807	20,000	-	640,807
Trade and other receivables		-	-	193,802	193,802
<b>Total Financial Assets</b>		<b>620,807</b>	<b>20,000</b>	<b>193,802</b>	<b>834,609</b>
Financial Liabilities:					
Trade and other payables		-	-	237,477	237,477
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>237,477</b>	<b>237,477</b>

	Weighted Average Effective Interest Rate	Floating Interest Rate \$	Fixed Interest Rate Maturing Within Year \$	Non-interest bearing \$	Total \$
<b>30 June 2011</b>					
Financial Assets:					
Cash and cash equivalents	5.1%	1,761,147	20,000	-	1,781,147
Trade and other receivables		-	-	310,855	310,855
<b>Total Financial Assets</b>		<b>1,761,147</b>	<b>20,000</b>	<b>310,855</b>	<b>2,092,002</b>
Financial Liabilities:					
Trade and other payables		-	-	297,851	297,851
<b>Total financial liabilities</b>		<b>-</b>	<b>-</b>	<b>297,851</b>	<b>297,851</b>

*Maturities of financial assets and liabilities*

The note above analyses the Consolidated and parent entity's financial liabilities. The liabilities comprise trade and other payables, are non interest bearing and will mature within 12 months. The amounts disclosed are the contractual undiscounted cash flows. There are no derivatives.

Maturity analysis of financial assets and liability based on management's expectation

Year ended 30 June 2012	<6 months	6-12 months	1-5 years	>5 years	Total
<b>Consolidated</b>					
<b>Financial assets</b>					
Cash & cash equivalents	640,807	-	-	-	640,807
Trade & other receivables	193,802	-	-	-	193,802
	<b>834,609</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>834,609</b>
<b>Financial liabilities</b>					
Trade & other payables	237,477	-	-	-	237,477
<b>Net maturity</b>	<b>597,132</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>597,132</b>



**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**13. Financial risk management (continued)**

**(d) Fair value estimation**

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

The fair value of financial instruments that are not traded in an active market (for example, investments in unlisted subsidiaries) is determined using valuation techniques or cost (impaired if appropriate). The Group uses a variety of methods and makes assumptions that are based on market conditions existing at each balance date.

The carrying value less impairment provision of trade receivables and payables are assumed to approximate their fair values due to their short-term nature.

**14. Capital and Leasing Commitments**

Consolidated	
2012	2011
\$	\$

**(i) Operating Lease Commitments**

Non-cancellable operating leases contracted for but not capitalised in the financial statements

Payable - minimum lease payments

- not later than 12 months	55,881	53,069
- between 12 months and 5 years	-	55,881
- greater than 5 years	-	-
	<b>55,881</b>	<b>108,950</b>

The company entered into an operating lease on 1 August 2007 for office space it occupies in Victoria Park. The term of the lease is 3 years and expired on 1 August 2010. The lease was renewed for a further 3 years to 31 July 2013.

Consolidated	
2012	2011
\$	\$

**(ii) Expenditure commitments contracted for:**

**Exploration Tenements**

In order to maintain current rights of tenure to exploration tenements, the Company is required to outlay rentals and to meet the minimum expenditure requirements. These obligations are not provided for in the financial statements and are payable:

- not later than 12 months	403,921	344,299
- between 12 months and 5 years	1,615,685	1,377,196
- greater than 5 years	-	-
	<b>2,019,606</b>	<b>1,721,495</b>

These commitments are based on the Group holding the tenements for the next 5 years.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**15. Directors and other key management personnel**

**(i) Details of Key Management Personnel**

**Chairman – non-executive**

Mr T Revy (from 8 January 2010)

**Managing Director**

Mr D Sargeant (from 13 April 2000)

**Executive director**

Mr A Jessup (from 15 August 2003)

**Company Secretary**

Mr S Storm (from 30 April 2007)

**(ii) Compensation of Key Management Personnel**

	Consolidated	
	2012 \$	2011 \$
Short-term employee benefits	493,380	387,800
Post-employment benefits	-	-
Share-based payments	60,527	71,891
	<b>553,907</b>	<b>459,691</b>

The company has taken advantage of the relief provided by AASB 2008-4 Amendments to Australian Accounting Standard – Key Management Personnel Disclosures by Disclosing Entities, and has transferred the detailed remuneration disclosures to the directors' report. The relevant information can be found in the Remuneration Report on pages 2 to 6.

**(iii) Equity instrument disclosures relating to directors and other key management personnel**

**Shareholdings**

The number of ordinary shares in the Company held during the year by each director and other key management personnel, including their personally related entities or associates, are set out below.

**2012 Shareholdings of Key Management Personnel**

Directors	Balance at the start of the period	Issued under share plan	On exercise of options	Shares acquired	Balance at the end of the period
Mr T Revy	710,000	-	-	-	710,000
Mr D Sargeant	6,100,000	-	-	300,000	6,400,000
Mr A Jessup	2,067,555	-	-	500,000	2,567,555
	<b>8,877,555</b>	-	-	<b>800,000</b>	<b>9,677,555</b>
<b>Specified Executives</b>					
Mr S Storm	183,000	-	-	-	183,000
	<b>183,000</b>	-	-	-	<b>183,000</b>

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**15. Directors and other key management personnel (continued)**

**2011 Shareholdings of Key Management Personnel**

Directors	Balance at the start of the period	Issued under share plan	On exercise of options	Shares acquired	Balance at the end of the period
Mr T Revy	350,000	-	-	360,000	710,000
Mr D Sargeant	6,100,000	-	-	-	6,100,000
Mr A Jessup	2,067,555	-	-	-	2,067,555
	8,517,555	-	-	360,000	8,877,555
<b>Specified Executives</b>					
Mr S Storm	183,000	-	-	-	183,000
	183,000	-	-	-	183,000

All equity transactions with key management personnel, which relate to the Company's listed ordinary shares, have been entered into on an arms length basis.

**Option holdings**

Details of shares issued as remuneration can be found in the remuneration report.

The number of options over ordinary shares in the Company held during the reporting period by each director and key management personnel, including their personally related entities, are set out below.

**2011 Option holdings of Key Management Personnel**

Directors	Balance at the start of the period	Issued	Expired	Balance at the end of the period	Vested and exercisable at 30 June 2012
Mr T Revy	500,000	-	-	500,000	-
Mr D Sargeant	500,000	-	-	500,000	-
Mr A Jessup	500,000	-	-	500,000	-
	1,500,000	-	-	1,500,000	-
<b>Specified Executives</b>					
Mr S Storm	500,000	-	-	500,000	-
	500,000	-	-	500,000	-

**2012 Option holdings of Key Management Personnel**

Directors	Balance at the start of the period	Issued	Expired	Balance at the end of the period	Vested and exercisable at 30 June 2012
Mr T Revy	500,000	500,000	-	1,000,000	-
Mr D Sargeant	500,000	500,000	-	1,000,000	-
Mr A Jessup	500,000	500,000	-	1,000,000	-
	1,500,000	1,500,000	-	3,000,000	-
<b>Specified Executives</b>					
Mr S Storm	500,000	500,000	-	1,000,000	-
	500,000	500,000	-	1,000,000	-

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**16. Related Parties**

**Directors and specified executives**

Disclosures relating to the remuneration and shareholdings of directors and specified executives are set out in the Directors' Report and Note 15 respectively.

Other transactions with directors, their associates and director related entities are as follows:

	Consolidated	
	2012 \$	2011 \$
Amounts paid to companies associated with certain Directors for management services		
Kirkdale Holdings Pty Ltd - Mr D Sargeant	211,200	180,000
Murilla Exploration Pty Ltd - Mr A Jessup	211,200	140,000
Mr T Revy	7,500	22,500
<b>Total</b>	<b>429,900</b>	<b>342,500</b>
Amounts payable to Directors for Directors Fees		
Mr T Revy	22,500	7,500
	<b>22,500</b>	<b>7,500</b>

The following table provides the total amount of transactions that were entered into with related parties for the relevant financial year:

Related party		Revenue from Related Parties \$	Reimbursement of Expenditure Related Parties \$	Amounts owed by Related Parties as at 30 June \$	Amounts Owed to Related parties as at 30 June \$
Consolidated					
Associate:					
FYI Resources Ltd	2012	-	42,880	15,927	-
	2011	-	103,604	26,360	-

**Associate**

The Group has a 28% interest in FYI Resources Limited (2011: 28%).

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**17. Remuneration of auditors**

The auditor of Empire Resources Ltd is HLB Mann Judd.

	Consolidated	
	2012	2011
	\$	\$
Amounts received or due and receivable by HLB Mann Judd for:		
Audit or review of the financial reports of the Company	20,650	19,025
Amounts received or due and receivable by HLB Mann Judd audit firms:		
Other services	-	-
	20,650	19,025

**18. Share Based Payments**

**(a) Employee share plan**

The Company has established an employee share plan, which is also available to Directors, known as the 2008 Empire Resources Limited Employee Share Plan and was approved by shareholders on 28 November 2007.

The issue price for Shares offered under the Plan is at the discretion of the Board, provided that the issue price is not less than 1% below the weighted average sale price of Shares sold through ASX during the one week period up to and including the offer date.

A Director or Employee who is invited to subscribe for Shares under the Plan may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted, on the following terms:

- a) Loans must be made solely to the Participant or their nominee and in the name of either the Participant or their nominee as the case may be.
- b) The principal amount outstanding under a Loan will be interest free.
- c) Any loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Shares to be acquired under the Plan.
- d) The term of the loan shall be three (3) years from the date of issue of the Shares
- e) The Company retains a lien over each share acquired pursuant to the loan until such time as the loan is repaid.

There was 2,450,000 shares issued to Directors and employees under the Empire Resources Employee Share Plan on 8 May 2011.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**18. Share Based Payments (continued)**

**(b) Option plan**

The Company has established an option share plan, which is also available to directors, employees and some consultants, known as the 2010 Empire Resources Option Plan and was approved by shareholders on 25 June 2010.

The following table illustrates the number and weighted average exercise prices of and movements in share options issued during the year:

	Number	Weighted average exercise price	Number	Weighted average exercise price
	2012	2012	2011	2011
Outstanding at the beginning of the year	2,700,000	\$0.14	2,700,000	\$ 0.14
Granted during the year	3,000,000	\$0.09	-	-
Outstanding at the end of the year	<b>5,700,000</b>	<b>\$0.11</b>	2,700,000	\$0.14

Exercisable at the end of the year

- -

A corporate goal must be met before the options may be exercised: The corporate goal that has been set is the Company's market capitalisation reaching \$10.77 million (which was the market capitalisation of the Company at 1 December 2009 plus 50%) and remaining at that level for 50 continuously traded ASX Business Days.

The fair value of the equity-settled share options is estimated as at the date of grant using the Black and Scholes model taking into account the terms and conditions upon which the options were granted.

The following table lists the inputs to the model used for the year ended 30 June 2012:

	Grant Date	Expiry date	Exercise price	Vesting Period	Fair value at grant date of options	Expected Volatility	Option life	Dividend yield	Risk-free interest rate	Grant date share price
<b>Key Management Personnel options</b>	25-Jun-10	25-Jun-13	\$0.14	25-Jun-13	\$0.02	107%	3 years	0%	4.57%	\$0.04
<b>Key Management Personnel options</b>	09-Aug-11	09-Aug-14	\$0.09	09-Aug-14	\$0.03	106%	3 years	0%	4.75%	\$0.05
<b>Key Management Personnel options</b>	20-Nov-11	20-Nov-14	\$0.10	20-Nov-14	\$0.04	106%	3 years	0%	4.51%	\$0.07
<b>Employee options</b>	25-Jun-10	25-Jun-13	\$0.14	25-Jun-13	\$0.02	107%	3 years	0%	4.57%	\$0.04
<b>Employee options</b>	09-Aug-11	09-Aug-14	\$0.09	09-Aug-14	\$0.03	106%	3 years	0%	4.75%	\$0.05
<b>Consultant options</b>	25-Jun-10	25-Jun-13	\$0.14	25-Jun-13	\$0.02	107%	3 years	0%	4.57%	\$0.04
<b>Consultant options</b>	09-Aug-11	09-Aug-14	\$0.09	09-Aug-14	\$0.03	106%	3 years	0%	4.75%	\$0.05

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**18. Share Based Payments (continued)**

**(c) Expenses arising from share-based payment transactions**

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	Consolidated	
	2012 \$	2011 \$
Shares issued under employee share plan	-	94,770
Options issued	<b>84,037</b>	13,500
	<b>84,037</b>	108,270

**19. Segment Information**

Operating segments are reported in a manner that is consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker has been identified as the Board of Empire Resources Ltd.

Consistent with prior year, the Group operates only in one business and geographical segment being predominantly in the area of mining and exploration in Australia. The Group considers its business operations in mineral exploration to be its primary reporting function.

**20. Contingent assets**

**Penny's Find**

In September 2010, the Company entered into a staged sale agreement for the Penny's Find gold project with Brimstone Resources Limited (Brimstone). At the election of Brimstone, the sale consideration comprises either:

- Staged cash payments totalling \$2.0 million for a 100% interest of the Penny's Find project. A royalty will also be payable on gold produced in excess of the current JORC resource of 52,500 ozs gold.
- Staged cash payments totalling \$0.5 million together with exploration and development expenditure of up to \$3 million for an 80% interest in the Penny's Find project. Any additional development costs associated with the Company's residual 20% interest will be carried by Brimstone and repayable from the proceeds of future gold production.

An initial \$500,000 (GST inclusive) payment has been made by Brimstone during the year to earn a 40% interest in the project. Brimstone must then continue funding exploration and development work by expending up to \$3 million by 31st December 2013 to earn an 80% interest in the project. After expending \$1.5 million by December 2012, Brimstone can elect to purchase 100% of the project for \$1.5 million plus a 2% gross royalty on gold produced in excess of the current JORC resource of 52,500 ozs gold. The royalty would only apply when the gold price is above A\$700/oz and would not exceed A\$50 per ounce of gold recovered.

**Troy Creek**

During the March 2011 quarter, the Company finalised an agreement with unlisted Sydney based company, Zodiac Resources Ltd, whereby Zodiac may earn a 55% interest by spending \$3 million on exploration within three years and earn a 75% interest by spending an additional \$4 million on exploration and development within 5 years. Zodiac will have the option to acquire a 100% interest in the Troy Creek project within five years of commencement of the joint venture for a purchase price of \$5 million – this amount being separate to the joint venture commitments.

**21. Events after the Balance Date**

Since 30 June 2012 there has not been any matter or circumstance not otherwise dealt with in the financial report that has significantly affected or may significantly affect the Company.

**EMPIRE RESOURCES LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS 30 JUNE 2012**

**22. Parent Entity Financial Information**

The individual financial statements for the parent entity show the following aggregate amounts:

	Parent Entity	
	2012	2011
	\$	\$
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	640,807	1,781,147
Trade and other receivables	193,802	310,855
<b>Total Current Assets</b>	<b>834,609</b>	<b>2,092,002</b>
<b>NON-CURRENT ASSETS</b>		
Trade and other receivables	240	13
Financial assets	704,395	863,227
Plant and equipment	5,893	23,691
<b>Total Non-Current Assets</b>	<b>710,528</b>	<b>886,931</b>
<b>TOTAL ASSETS</b>	<b>1,545,137</b>	<b>2,978,933</b>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Trade and other payables	237,477	297,851
<b>Total Current Liabilities</b>	<b>237,477</b>	<b>297,851</b>
<b>TOTAL LIABILITIES</b>	<b>237,477</b>	<b>297,851</b>
<b>NET ASSETS</b>	<b>1,307,660</b>	<b>2,681,082</b>
<b>EQUITY</b>		
Issued capital	16,086,707	14,516,700
Reserves	931,481	847,444
Accumulated losses	(15,710,528)	(12,683,062)
<b>TOTAL EQUITY</b>	<b>1,307,660</b>	<b>2,681,082</b>
Loss before income tax expense	(3,158,810)	(2,111,869)
Income tax benefit	131,344	204,022
Other comprehensive loss for the year, net of tax	-	(139,664)
<b>Total comprehensive loss for the year</b>	<b>(3,027,466)</b>	<b>(2,047,511)</b>



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## 12. DIRECTORS' DECLARATION

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1. In the directors' opinion:

- (a) the financial statements and notes set out on pages 34 to 62 are in accordance with the Corporations Act 2001 including:
  - (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), the Corporations Regulations 2001, professional reporting requirements and other mandatory requirements; and
  - (ii) giving a true and fair view of the Group's financial position as at 30 June 2012 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (c) the financial statements and notes thereto are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board.

2. The directors have been given the declarations by the Chief Executive Officer and the Chief Financial Officer required by section 295A of the *Corporations Act 2001* for the financial year ended 30 June 2012.

This declaration is made in accordance with a resolution of the directors.



David Sargeant

**David Sargeant**  
**Managing Director**

Perth, Western Australia  
13 September 2012

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### 13. AUDITOR'S INDEPENDENCE DECLARATION

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As lead auditor for the audit of the financial report of Empire Resources Limited for the year ended 30 June 2012, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- a) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- b) any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Empire Resources Limited.



Perth, Western Australia  
13 September 2012

**N G NEILL**  
Partner, HLB Mann Judd

## 14. INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EMPIRE RESOURCES LIMITED

### Report on the Financial Report

We have audited the accompanying financial report of Empire Resources Limited ("the company"), which comprises the consolidated statement of financial position as at 30 June 2012, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration for the consolidated entity. The consolidated entity comprises the company and the entities it controlled at the year's end or from time to time during the financial year.

### *Directors' responsibility for the financial report*

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In Note 1(a), the directors also state, in accordance with Accounting Standard AASB 101: *Presentation of Financial Statements*, that the consolidated financial report complies with International Financial Reporting Standards.

### *Auditor's responsibility*

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Independence*

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

**Matters relating to the electronic presentation of the audited financial report and remuneration report**

This auditor's report relates to the financial report and remuneration report of Empire Resources Limited for the financial year ended 30 June 2012 published in the annual report and included on the company's website. The company's directors are responsible for the integrity of the company's website. We have not been engaged to report on the integrity of this website. The auditor's report refers only to the financial report and remuneration report. It does not provide an opinion on any other information which may have been hyperlinked to/from the financial report and remuneration report. If users of the financial report and remuneration report are concerned with the inherent risks arising from publication on a website, they are advised to refer to the hard copy of the audited financial report and remuneration report to confirm the information contained in this website version of the financial report and remuneration report.

**Auditor's opinion**

In our opinion:

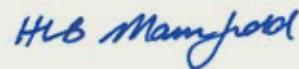
- (a) the financial report of Empire Resources Limited is in accordance with the *Corporations Act 2001*, including:
  - (i) giving a true and fair view of the consolidated entity's financial position as at 30 June 2012 and of its performance for the year ended on that date; and
  - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1(a).

**Report on the Remuneration Report**

We have audited the remuneration report included in the directors' report for the year ended 30 June 2012. The directors of the company are responsible for the preparation and presentation of the remuneration report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the remuneration report, based on our audit conducted in accordance with Australian Auditing Standards.

**Auditor's opinion**

In our opinion the remuneration report of Empire Resources Limited for the year ended 30 June 2012 complies with section 300A of the *Corporations Act 2001*.



**HLB MANN JUDD**  
Chartered Accountants



**N G NEILL**  
Partner

**Perth, Western Australia**  
13 September 2012

## 15. CORPORATE GOVERNANCE PRINCIPLES

### Introduction

Empire Resources Limited (“Company”) has made it a priority to adopt systems of control and accountability as the basis for the administration of corporate governance. Some of these policies and procedures are summarised in this statement. To the extent that they are applicable, and given its circumstances, the Company adopts the Eight Essential Corporate Governance Principles and Best Practice Recommendations (“Recommendations”) published by the Corporate Governance Council of the ASX.

Where the Company’s corporate governance practices follow a recommendation, the Board has made appropriate statements reporting on the adoption of the recommendation. Where, after due consideration, the Company’s corporate governance practices depart from a recommendation, the Board has offered full disclosure and reason for the adoption of its own practice, in compliance with the “if not, why not” regime.

As the Company’s activities develop in size, nature and scope, the size of the Board and the implementation of additional corporate governance structures will be afforded further consideration.

### DISCLOSURE OF CORPORATE GOVERNANCE PRACTICES

#### Summary Statement

Recommendation	ASX Principles and Recommendations	If not, why not	Recommendation	ASX Principles and Recommendations	If not, why not
1.1	X	Refer (a) below	4.3	n/a	n/a
1.2	X	Refer (a) below	4.4 <sup>3</sup>	n/a	n/a
1.3	X	Refer (a) below	5.1	X	Refer (h) below
2.1	X	Refer (b) below	5.2	n/a	n/a
2.2	✓	Refer (b) below	6.1	X	Refer (i) below
2.3	✓	Refer (b) below	6.2	n/a	n/a
2.4	X	Refer (c) below	7.1	X	Refer (j) below
2.5	X	Refer (d) below	7.2	n/a	n/a
2.6	✓	Refer (e) below	7.3	✓	Refer (k) below
3.1	X	Refer (f) below	7.4	n/a	n/a
3.2	✓	Refer (g) below	8.1	X	Refer (l) below
3.3	X	Refer (f) below	8.2	n/a	n/a
4.1	X	Refer (c) below	8.3	n/a	n/a
4.2	n/a	n/a			

**(a) Principle 1 Recommendation 1.1, 1.2 and 1.3**

**Notification of Departure**

Empire has not formally disclosed the functions reserved to the Board and those delegated to senior executives. The appointment of non executive directors to the Board is not formalised in writing by way of a letter or other agreement.

**Explanation for Departure:**

The Board recognises the importance of distinguishing between the respective roles and responsibilities of the Board and management. The Board has established an informal framework for the management of the Company and the roles and responsibilities of the Board and management. Due to the small size of the Board and of the Company, the Board do not think that it is necessary to formally document the roles of Board and management as it believes that these roles are being carried out in practice and are clearly understood by all members of the Board and management. The Board is responsible for the strategic direction of the Company, establishing goals for management and monitoring the achievement of these goals, monitoring the overall corporate governance of the Company and ensuring that Shareholder value is increased. The Company has two executives, being the Managing Director and an executive Director. The Managing Director is responsible for ensuring that the Company achieves the goals established by the Board.

The appointments of non executive directors are formalised in accordance with the regulatory requirements and the Company's constitution.

**(b) Principle 2 Recommendations 2.1, 2.2, 2.3**

**Notification of departure**

The Company does not have a majority of independent directors, with only one of the 3 Board members being independent.

**Explanation for departure**

The Board considers that the current composition of the Board is adequate for the Company's current size and operations and includes an appropriate mix of skills and expertise relevant to the Company's business. The current Board structure presently consists of the independent non- executive chairman, Mr Thomas Revy, the managing director (Mr David Sargeant) and one executive director (Mr Adrian Jessup), both of whom are not independent. The Company considers that each of the directors possess skills and experience suitable for building the Company. It is the Board's intention to appoint another independent director as and when the size and complexity of its operations changes and a suitable candidate is identified.

**(c) Principle 2 Recommendation 2.4 and Principle 4 Recommendations 4.1, 4.2, 4.3, 4.4**

**Notification of Departure**

Separate nomination and audit committees have not been formed.

**Explanation for Departure**

The Board considers that the Company is not currently of a size, or its affairs of such complexity, that the formation of separate or special committees is justified at this time. The Board as a whole is able to address the governance aspects of the full scope of the Company's activities and ensure that it adheres to appropriate ethical standards.

In particular, the Board as a whole considers those matters that would usually be the responsibility of an audit committee and a nomination committee. The Board considers that, at this stage, no efficiencies or other benefits would be gained by establishing a separate audit committee or a separate nomination committee.

**(d) Principle 2 Recommendation 2.5**

**Notification of Departure**

Empire does not have in place a formal process for evaluation of the Board, its committees, individual directors and key executives.

**Explanation for Departure**

Evaluation of the Board is carried out on a continuing and informal basis. The Company will put a formal process in place as and when the level of operations of the Company justifies this.

**(e) Principle 2 Recommendation 2.6**

Companies should provide the information indicated in the Guide to Reporting on Principle 2.

**Disclosure:**

**Skills, Experience, Expertise and term of office of each Director**

A profile of each director containing their skills, experience, expertise and term of office is set out in the Directors' Report.

**Identification of Independent Directors**

The independent director of the Company during the Reporting Period is disclosed in (b) above.

Independence is measured having regard to the relationships listed in Box 2.1 of the Principles & Recommendations.

**Statement concerning availability of Independent Professional Advice**

To assist directors with independent judgement, it is the Board's policy that if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director then, provided the director first obtains approval for incurring such expense from the Chair, the Company will pay the reasonable expenses associated with obtaining such advice.

**Nomination Matters**

The full Board sits in its capacity as a Nomination Committee.

**Performance Evaluation**

During the Reporting Period the performance evaluations for the Board and individual directors did occur in accordance with the disclosed process in Recommendation 2.5.

**Selection and Reappointment of Directors**

The Board considers the balance of independent directors on the Board as well as the skills and qualifications of potential candidates that will best enhance the Board's effectiveness.

Each director other than the managing director must retire from office no later than the longer of the third annual general meeting of the company or 3 years following that director's last election or appointment. At each annual general meeting a minimum of one director or a third of the total number of directors must resign. A director who retires at an annual general meeting is eligible for re-election at that meeting. Reappointment of directors is not automatic.

**(f) Principle 3 Recommendation 3.1, 3.3**

**Notification of Departure**

Empire has not established a formal code of conduct.

**Explanation for Departure:**

The Board considers that its business practices, as determined by the Board and key executives, are the equivalent of a code of conduct.

**(g) Principle 3 Recommendation 3.2**

Companies should establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of that policy.

**Disclosure:**

The board has adopted a policy which prohibits dealing the Company's securities by directors, officers and employees when those persons possess inside information. The policy prohibits short term or speculative trading of the Company's securities. The policy provides that permission be obtained from the Chairman prior to trading.

**(h) Principle 5 Recommendation 5.1, 5.2**

**Notification of Departure**

Empire has not established written policies and procedures designed to ensure compliance with ASX Listing Rule disclosure requirements and accountability for compliance.

**Explanation for Departure**

The Directors have a long history of involvement with public listed companies and are familiar with the disclosure requirements of the ASX listing rules.

The Company has in place informal procedures that it believes are sufficient for ensuring compliance with ASX Listing Rule disclosure requirements and accountability for compliance. The Board has nominated the Managing Director and the Company Secretary as being responsible for all matters relating to disclosure.

**(i) Principle 6 Recommendation 6.1, 6.2**

**Notification of Departure**

Empire has not established a formal Shareholder communication strategy.

**Explanation for Departure**

While the Company has not established a formal Shareholder communication strategy, it actively communicates with its Shareholders in order to identify their expectations and actively promotes Shareholder involvement in the Company. It achieves this by posting on its website copies of all information lodged with the ASX. Shareholders with internet access are encouraged to provide their email addresses in order to receive electronic copies of information distributed by the Company. Alternatively, hard copies of information distributed by the Company are available on request.

**(j) Principle 7 Recommendation 7.1, 7.2**

**Notification of Departure**

Empire has an informal risk oversight and management policy and internal compliance and control system.

**Explanation for Departure**

The Board does not currently have formal procedures in place but is aware of the various risks that affect the Company and its particular business. Section 8 of the prospectus dated 7 November 2006 provides a summary of the relevant risk factors that may affect the Company. As the Company develops, the Board will develop appropriate procedures to deal with risk oversight and management and internal compliance, taking into account the size of the Company and the stage of development of its projects.

**(k) Principle 7 Recommendation 7.3**

The Board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

**Disclosure:**

The Chief Executive Officer (or equivalent) and the Chief Financial Officer (or equivalent) have provided a declaration to the Board in accordance with section 295A of the Corporations Act and have assured the Board that such declaration is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial risk.

**(l) Principle 8 Recommendations 8.1**

**Notification of departure**

Empire does not have a formal remuneration policy and has not established a separate remuneration committee. Directors and management may receive options or shares.

**Explanation for Departure**

The current remuneration of the Directors is disclosed in the Directors' Report. Non executive Directors receive a fixed fee for their services and may also receive options or shares. The issue of options or shares to non executive Directors may be an appropriate method of providing sufficient incentive and reward while maintaining cash reserves.

Due to the Company's early stage of development and small size, it does not consider that a separate remuneration committee would add any efficiency to the process of determining the levels of remuneration for the Directors and key executives. The Board believes it is more appropriate to set aside time at specified Board meetings each year to specifically address matters that would ordinarily fall to a remuneration committee. In addition, all matters of remuneration will continue to be in accordance with regulatory requirements, especially in respect of related party transactions; that is, none of the Directors will participate in any deliberations regarding their own remuneration or related issues.



## 16. ADDITIONAL INFORMATION

Additional information required by the Australian Stock Exchange Ltd and not shown elsewhere in this report is as follows. The information is current as at 2 October 2012.

### (a) Distribution of shares

The numbers of shareholders, by size of holding are:

Category (size of holding)	Number of holders
1 – 1,000	26
1,001 – 5,000	71
5,001 – 10,000	128
10,001 – 100,000	386
100,001 and over	227
	838

The number of shareholdings held in less than marketable parcels is 237.

### (b) Twenty largest shareholders

The names of the twenty largest holders of quoted shares are:

	SHAREHOLDERS	Number of shares held	Holding (%)
1	TRONES INVESTMENTS PTY LTD	5,915,000	3.93%
2	RBJ NOMINEES PTY LTD	4,450,000	2.95%
3	BLAMNCO TRADING PTY LTD	3,562,000	2.36%
4	KIRKDALE HOLDINGS PTY LTD	3,300,000	2.19%
5	AGENS PTY LTD	3,275,806	2.17%
6	MEEKAL PTY LTD	3,098,333	2.06%
7	ANKAA SPRINGS PTY LTD	3,056,160	2.03%
8	A N SUPERANNUATION PTY LTD	3,000,000	1.99%
9	WESTORIA RESOURCE INVESTMENTS LTD	2,700,000	1.79%
10	MRS SUKHON SUHARITDUMRONG	2,268,500	1.51%
11	H WALLACE-SMITH AND CO PTY LTD	2,110,000	1.40%
12	CANARY PTY LTD	2,000,000	1.33%
13	PURITAN STYLE PTY LTD	2,000,000	1.33%
14	MR BRIAN MCCUBBING	1,900,000	1.26%
15	FIRST FARLEY PTY LTD	1,700,000	1.13%
16	D W SARGEANT PTY LTD	1,550,000	1.03%
17	DW SARGEANT PTY LTD	1,550,000	1.03%
18	COLTRANGE PTY LTD	1,527,677	1.01%
19	DAVBYN PTY LTD	1,500,000	1.00%
20	MARTINI 5 PTY LTD	1,470,000	0.98%
		51,933,476	34.48%

### (c) Stock Exchange Listing

Listing has been granted for all the ordinary shares of the company on all Member Exchanges of the Australian Stock Exchange Limited except for the following which are not quoted by virtue of restriction agreements.

Quoted shares on ASX and total issued share capital	150,645,921
-----------------------------------------------------	-------------

### (d) Voting rights

All shares carry one vote per unit without restriction.

### (e) Unlisted options

Unlisted options (Ex Price 13.7 cents; Exp 25 June 2013)	2,700,000
Unlisted options (Ex Price 15 cents; Exp 2 June 2013)	8,227,729
Unlisted options (Ex Price 9 cents; Exp 9 August 2014)	1,500,000
Unlisted options (Ex Price 9.8 cents; Exp 28 November 2014)	1,500,000

**INTERESTS IN MINING AND EXPLORATION TENEMENTS as at 30 September 2012**

PROJECT	TENEMENT	INTEREST	REMARKS
<b>TROY CREEK</b>	E69/1729	45%	
	E69/2357	45%	
	E69/2358	45%	
	E69/2485	Application not yet granted	
	E69/2869	Application not yet granted	
	E69/2870	Application not yet granted	
	E69/2904	Application not yet granted	
	E69/2905	Application not yet granted	
	P69/45	45%	
<b>PENNY'S FIND</b>	E27/410	60%	
	E27/420	60%	
	M27/156	60%	
	P27/1713	60%	
	P27/1714	60%	
	P27/1715	60%	
	P27/1716	60%	
	P27/1717	60%	
	P27/1718	60%	
	P27/1719	60%	
	P27/1720	60%	
	P27/1721	60%	
	P27/1722	60%	
	P27/1723	60%	
	P27/1724	60%	
	P27/1725	60%	
	P27/1726	60%	
	P27/1727	60%	
	P27/1728	60%	
	P27/1729	60%	
	P27/1730	60%	
	P27/1731	60%	
	P27/1814	60%	
	P27/1922	60%	
P27/1923	60%		
P27/1962	60%		
P27/2007	60%		
P27/2008	60%		
<b>YUINMERY</b>	M57/265	100%	
	P57/1214	100%	
	P57/1215	100%	
	P57/1216	100%	
	P57/1217	100%	
	E57/735	100%	
	E57/766	100%	
	E57/783	100%	
	E57/840	100%	
E57/907	Application not yet granted		
<b>YUINMERY OPTION</b>	E57/514	Option for 90% Interest	
	E57/524	Option for 90% Interest	
	E57/681	Option for 90% Interest	
	P57/1130	Option for 90% Interest	
	P57/1131	Option for 90% Interest	
<b>WYNNE</b>	E08/1979	100%	
	E08/2275	Application not yet granted	
<b>DAMPERWAH</b>	E59/1323	Option for 70% Interest	





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