

**QUARTERLY REPORT FOR THE PERIOD ENDING
30 JUNE 2014**

**REVIEW OF OPERATIONS
JUNE QUARTER 2014**

Corporate

The Company has been active in reviewing various mineral projects situated both in Australia and overseas. A number of these projects offer attractive business opportunities and the Company is investigating these further. In addition, the Company has been holding discussions with potential buyers of its 60% interest in the Penny's Find Project near Kalgoorlie, WA.

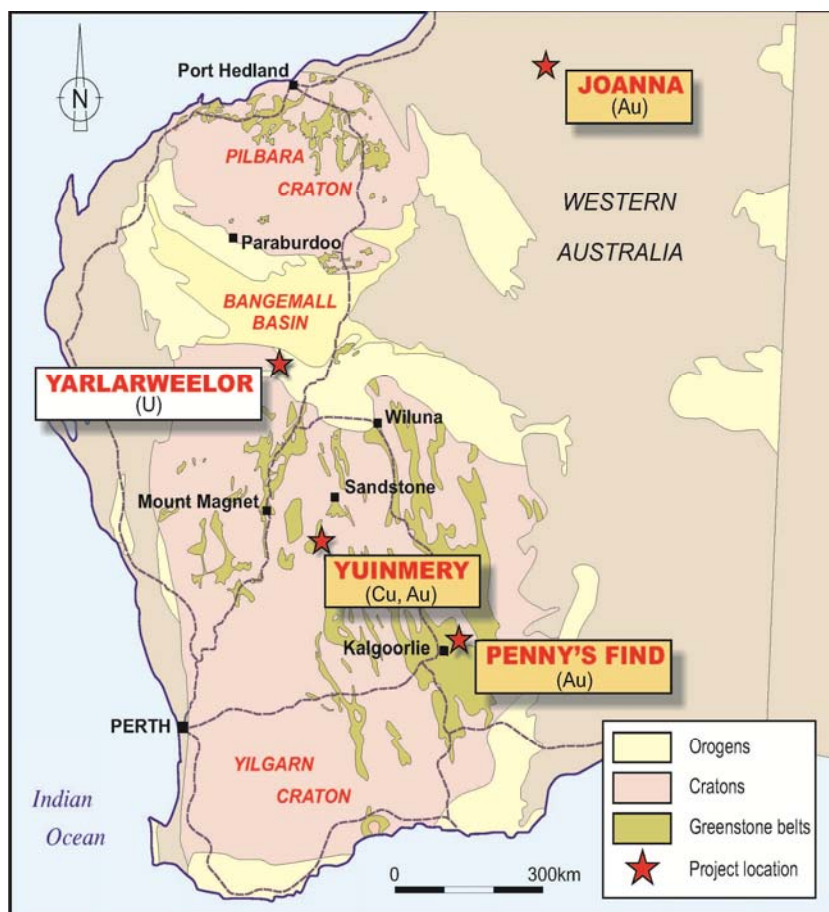


Figure 1 : Project Location Map - Western Australia

Yuinmery (WA): Copper - Gold Project

(100% interest and option to earn 91.44% interest on adjoining tenements)

The Yuinmery project is a volcanogenic massive sulphide (VMS) copper - gold project located 80km southwest of Sandstone, WA. The Company has already outlined a copper-gold deposit at the **Just Desserts** prospect as reported in previous quarterly reports and the Company is not aware of any additional information that would have a material effect on the estimates as reported.

A second VMS deposit has also been discovered at the **A Zone** prospect 1.3km north of Just Desserts. The Company is now working towards producing a maiden JORC resource for the A Zone deposit where high grade copper – gold mineralization remains open at depth.

No field work was undertaken during the quarter.

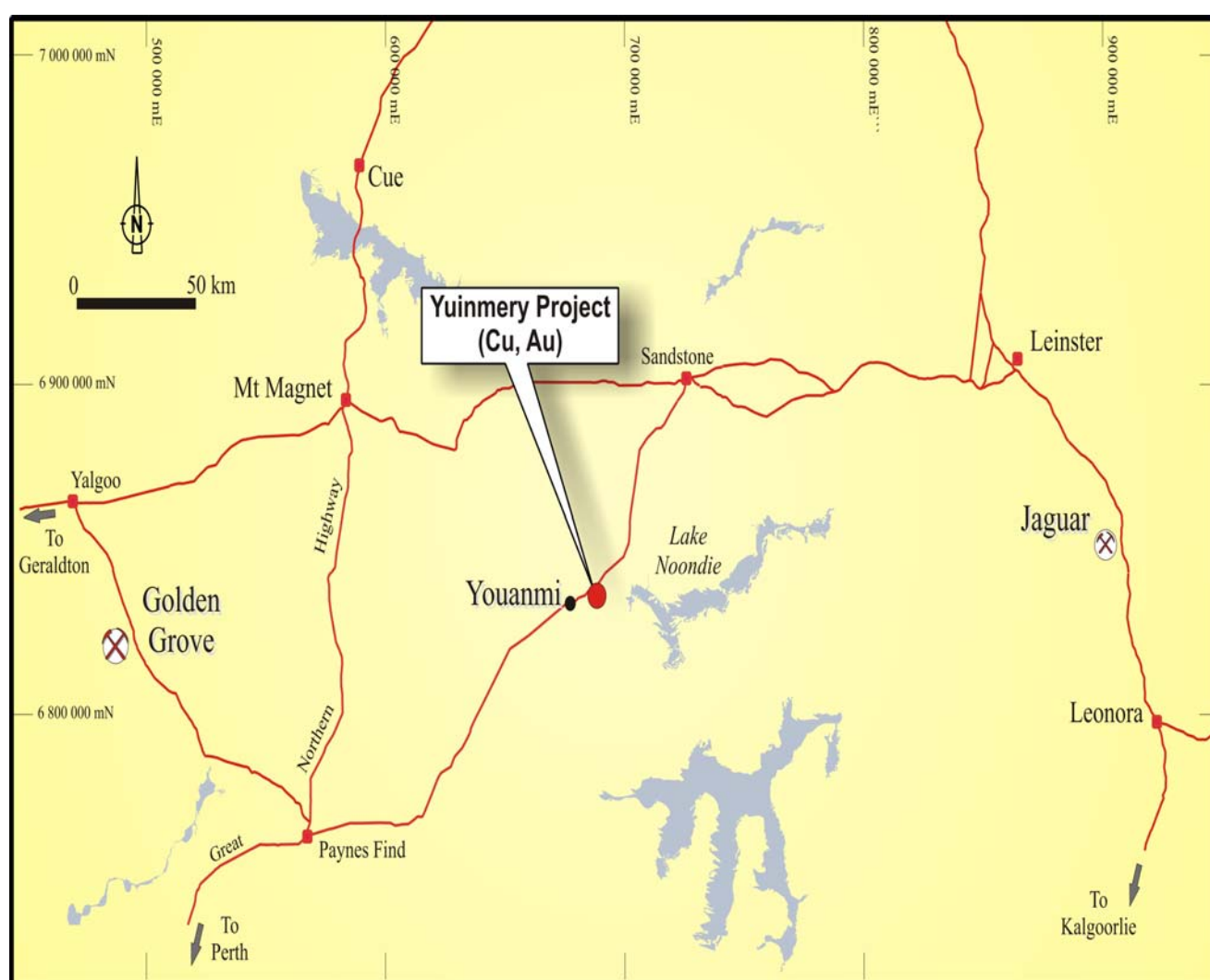


Figure 2 : Yuinmery Project Location

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

The Company holds a 60% interest in the Penny's Find gold project located 50km east of Kalgoorlie. High grade, coarse gold mineralization hosted in quartz veins is located on the project area. Further details on the deposit are available from previous quarterly reports.

During the quarter the Company has been holding discussions with potential buyers of its 60% interest. No exploration field work was undertaken during the quarter.

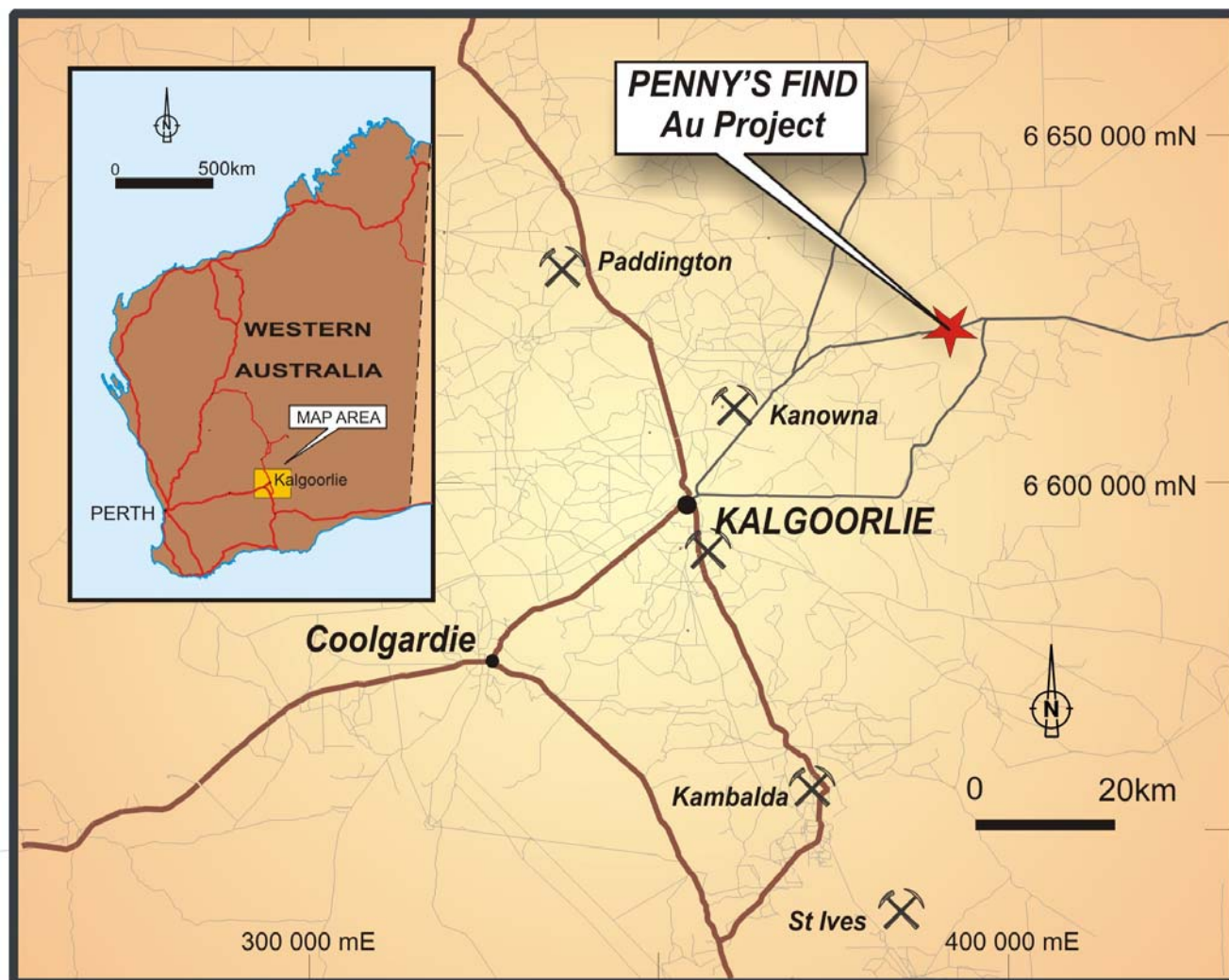


Figure 3 : Penny's Find Location Plan

Joanna (WA): Gold Project – 80% interest

The Company has an 80% interest in a 277 km² exploration licence application located in the Canning Basin, 270km southeast of Broome. The tenement lies adjacent to the Admiral Bay Fault and is considered prospective for gold and base metal mineralization.

Along strike to the northwest, the Admiral Bay Fault is associated with substantial lead – zinc mineralization.

No field work was undertaken during the quarter.

Damperwah and Point Kidman (WA)

Following a review of exploration results and ongoing expenditure commitments, the Company has relinquished its interests in these two projects.

Yarlarweelor (WA): Uranium Project (19% indirect interest)

The Yarlarweelor uranium project which is located 125km north of Meekatharra in Western Australia, is a project owned by ASX listed FYI Resources Ltd (ASX Code "FYI"). Empire Resources Ltd holds an indirect 18.95% interest in the project through its shareholding in FYI.

FYI is targeting uranium mineralization present within the Archaean Despair Granite where it is associated with foliated granitic rocks and biotite schists in shear zones. FYI reported no field work was undertaken during the quarter.

FYI announced to the ASX on the 28 January 2014 that it had applied for tenements in north-eastern Thailand considered to be prospective for high grade potash deposits.

During the quarter, Empire sold 829,807 of its shares in FYI to raise \$37,341.32. Empire retains an 18.95% interest in FYI.

**DAVID SARGEANT
MANAGING DIRECTOR**

July 2014

For further information on the Company, visit www.resourcesempire.com.au

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The information in this report that relates to Exploration Results has been compiled by Mr David Ross B.Sc(Hons), M.Sc, who is an employee of the Company. He is a member of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. He has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and to the activity to which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". David Ross consents to the inclusion in the public release of the matters based on his information in the form and context in which it appears.

Tenement Holdings at 30 June 2014			
PROJECT	TENEMENT	PERCENTAGE	COMMENTS/
	NUMBER	INTEREST HELD	CHANGES SINCE LAST QUARTER
		30 June 2014	
PENNY'S FIND	E27/410	60	
	E27/420	60	
	M27/156	60	
	P27/1713 to P27/1731 incl.	60	
	P27/1814	60	
	P27/1922	60	
	P27/1923	60	
	P27/1962	60	
	P27/2007	60	
	P27/2008	60	
YUINMERY	M57/265	100	
	P57/1214	100	
	P57/1215	100	
	P57/1216	100	
	P57/1217	100	
	E57/766	100	
YUINMERY	E57/514	0	Option to earn 91.44%
OPTION	E57/681	0	Option to earn 91.44%
	P57/1130	0	Option to earn 91.44%
	P57/1131	0	Option to earn 91.44%
DAMPERWAH	E59/1323	0	Withdrawn from Farm-In agreement
POINT KIDMAN	E38/2785	0	Relinquished interest
	E38/2786	0	Relinquished interest
	E38/2787	0	Relinquished interest
	E38/2788	0	Relinquished interest
JOANNA	E45/4113	80	