

QUARTERLY REPORT FOR THE PERIOD ENDING 30 SEPTEMBER 2023

HIGHLIGHTS

- 🏠 Follow up fieldwork to recent successful Yuinmery RC drilling:
 - 🏠 Compilation, cataloguing and geological logging of historical drill core.
 - 🏠 Specific gravity test work of historical drill core to support future work programmes.
 - 🏠 Collection of bulk samples from hole YRC23-05 at A-Zone prospect.
 - 🏠 Ongoing assessment for project wide Resource growth potential.
 - 🏠 Progressive rehabilitation of historical drilling.
- 🏠 Geological site visit to Barloweerie Project:
 - 🏠 Geological mapping and geological assessment completed.
 - 🏠 Drill planning and stakeholder consultation ongoing.
- 🏠 Progressive rehabilitation completed for historical drilling at Penny's Gold Project
- 🏠 Business development activities ongoing

Empire Managing Director, Sean Richardson commented:

"Work continued during the September quarter at the Company's flagship Yuinmery Copper-Gold Project with the compilation, cataloguing and logging of historical drill core located at the project. The historical drill core dating back to 2009 contains a wealth of information related to multiple prospects at the Yuinmery Copper-Gold Project. Reviewing the core and collecting additional physical data allows Empire geologists the ability to assess the project for new opportunities and project wide Resource growth potential."

"Geological work also continued at the Barloweerie project with Company geological staff visiting the project to assess the geological and site access conditions as part of their ongoing planning for that project. The Company looks forward to realising the benefits of these activities."

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YUINMERY COPPER-GOLD PROJECT

In February 2023 Empire advised that it has completed a 924m reverse circulation (RC) drilling campaign ^[1] at its Yuinmery Copper-Gold Project located approximately 470km northeast of Perth in Western Australia. Assay results for the RC drilling program were received during the June quarter ^[2].

The drilling follows up previously reported copper-gold assays within two broad pyrite-chalcopyrite sulphidic zones at the YT01 prospect ^[3] and shallow, high-grade copper and gold at the A-Zone prospect ^[4]. Both YT01 and A-Zone lie along strike of Empire's Just Desserts deposit which hosts a current JORC 2012 Resource of **2.52Mt @ 1.31% Cu & 0.49g/t Au** ^[5].

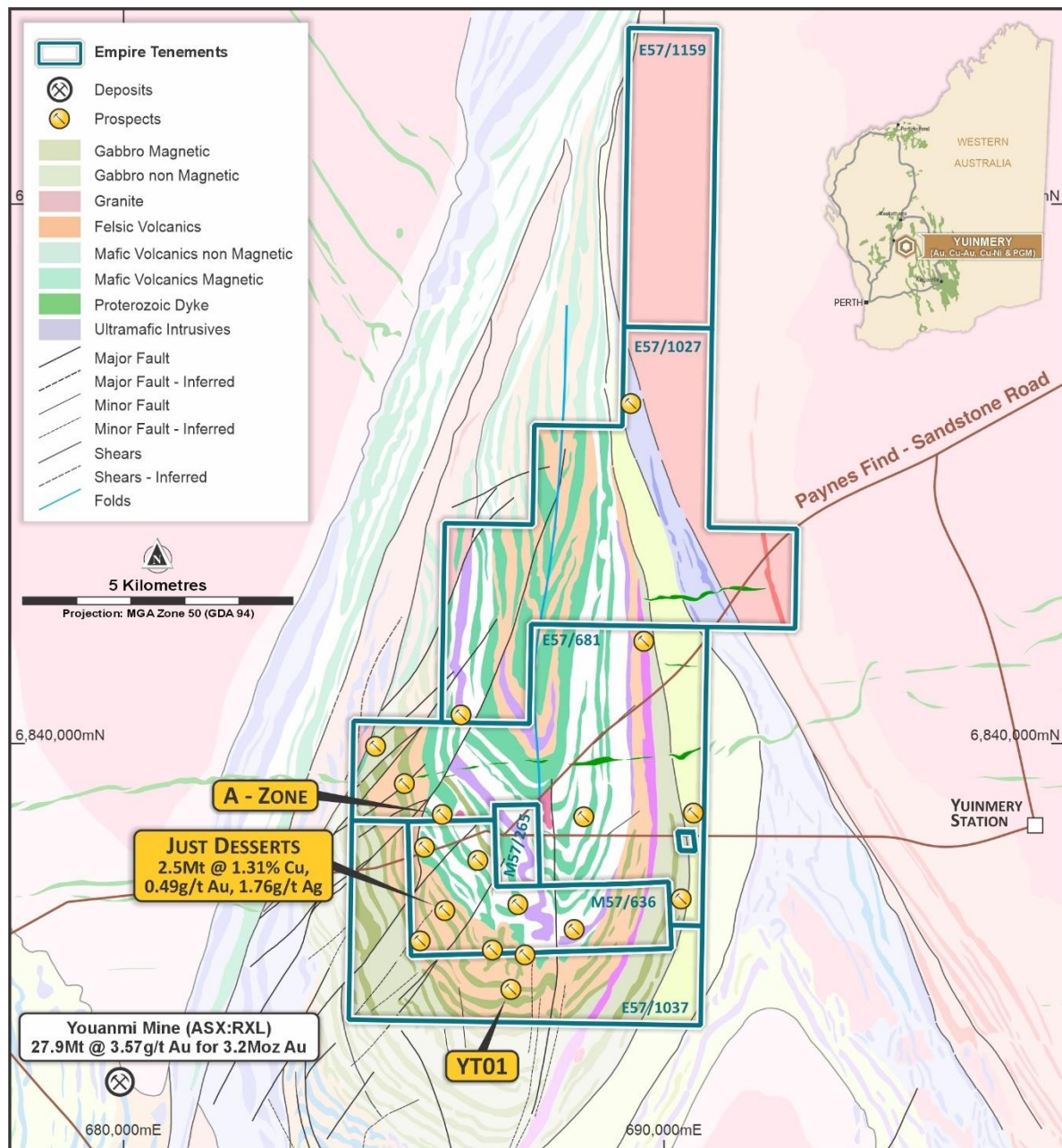


Figure 1 – Yuinmery Copper-Gold Project Prospects

A Zone Prospect

The A-Zone prospect is located 1.3km along strike from the existing Just Desserts Resource. Previous drilling has returned high-grade results, including **12m @ 2.05% Cu** from 138m (YRC18-01) and **7m @ 3.30% Cu** from 192m (YRC11-26) ^[6]. Limited exploration has been undertaken at A-Zone since 2011. With mineralisation open in all directions further drilling offers an opportunity to expand the scale potential of the prospect.

Three holes drilled in July 2021 returned strong copper and gold mineralisation ^[4] up-dip from the previously intercepted high-grade results. A single RC hole designed to continue to test the up-dip extents of the mineralisation was drilled in February 2023 with encouraging results.

YRC23-05 intercepted multiple zones of mineralisation, including a broad **10m @ 0.93% Cu & 0.60g/t Au** from 72m, including **1m @ 2.54% Cu** from 73m. Strongly mineralised gold intercepts include **3m @ 1.93g/t Au** from 71m, including **1m @ 3.41g/t Au** from 72m.

The results of drilling at A-Zone confirms the presence of strong copper and gold mineralisation near surface and within fresh rock.

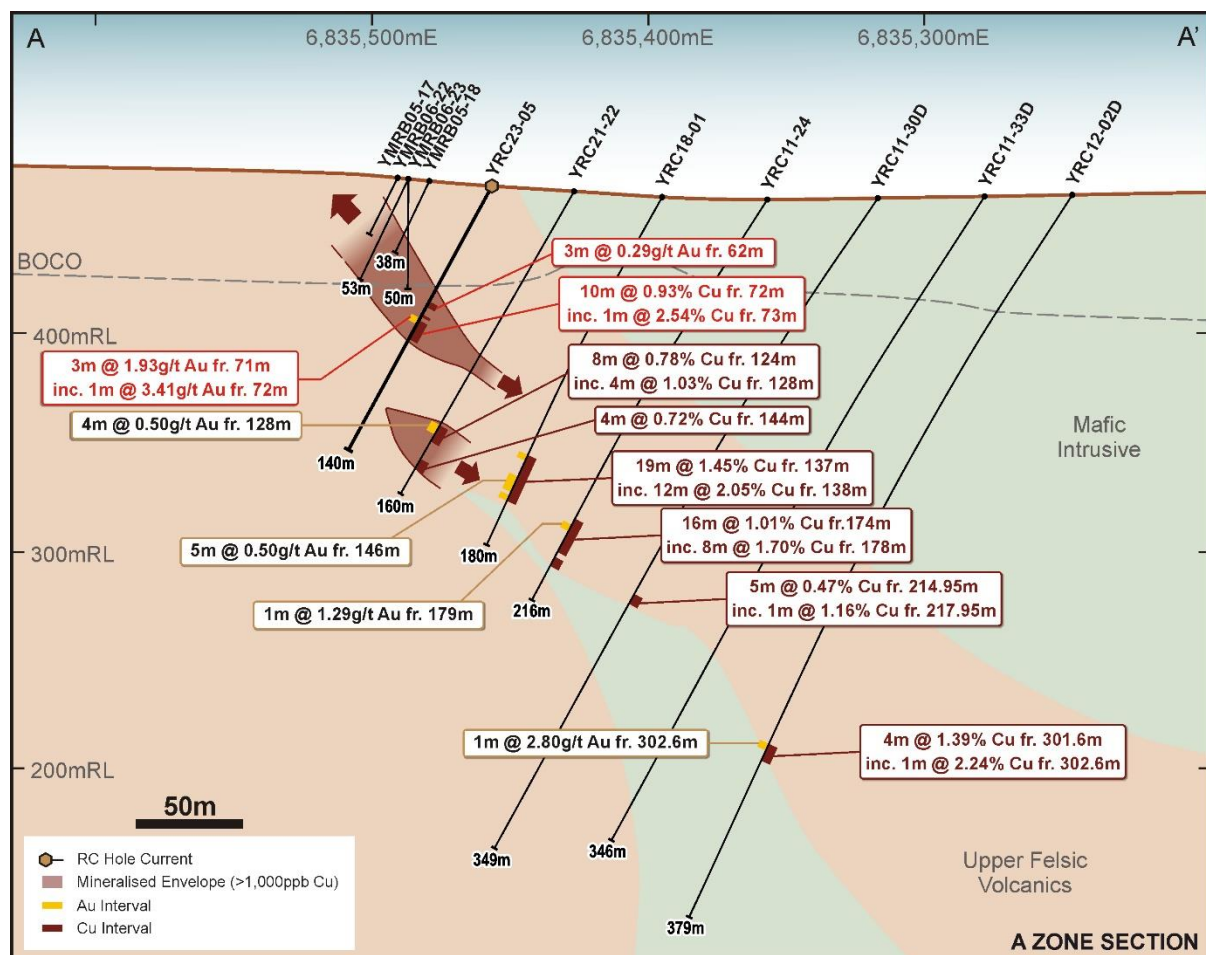


Figure 2 – A Zone Oblique Cross Section

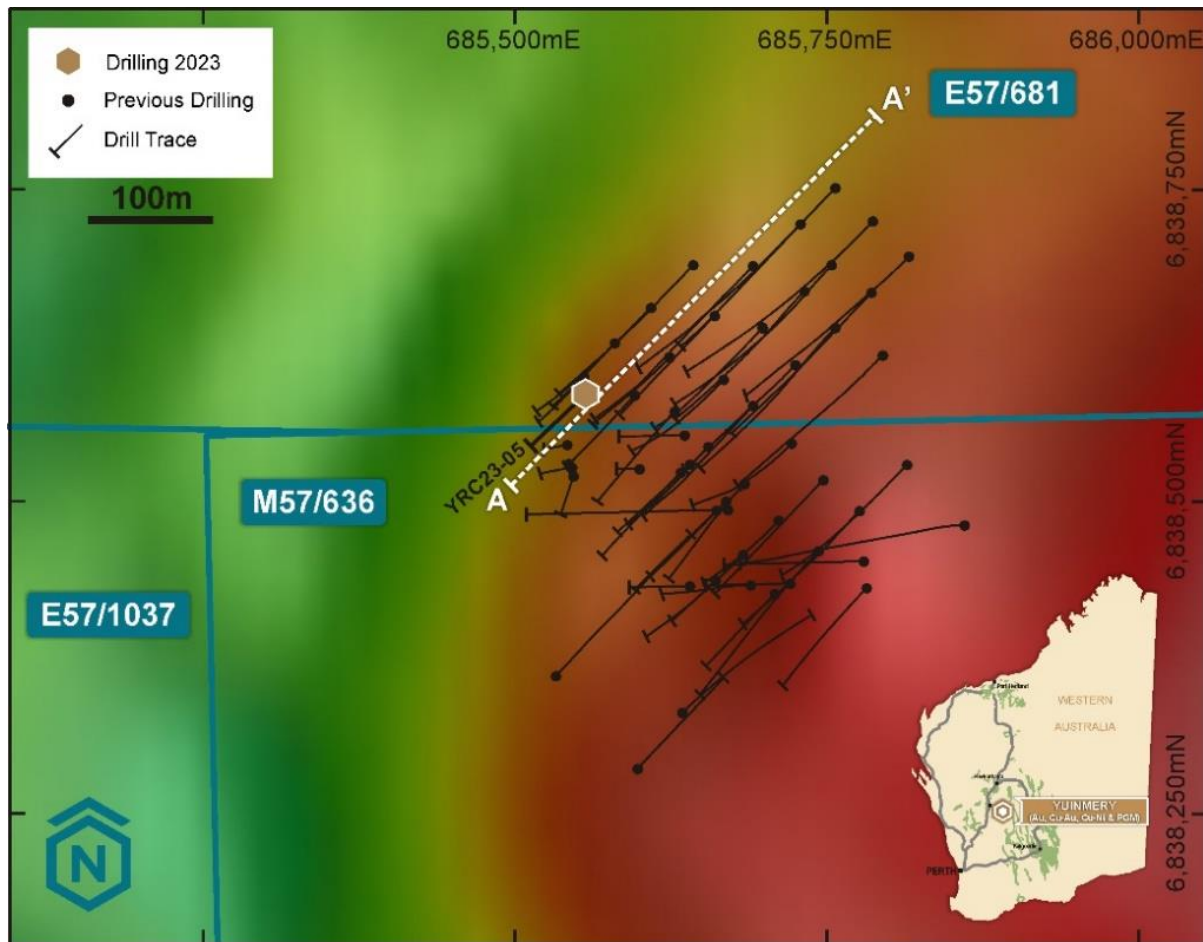


Figure 3 – A Zone Drillhole Collar Locations
Base Image 2009 VTEM B_field_ch25_1641us Geophysics

Empire geological team collated, catalogue and check logged historical drill core from A-Zone during the September quarter. Additional physical data was also collected during this process, including the collection and measurement of 127 individual specific gravity readings.

The additional physical data will supplement existing chemical, geophysical and geological data to assist in the assessment for the potential of Resource growth at A-Zone to contribute to the existing project Resource endowment. Planning for future physical data testwork and additional drill campaigns to test the extents of this near surface mineralisation up-dip to the west and along strike to the north is on-going.

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YT01 Prospect

Drilling at YT01 has to date targeted the strike extents of the mineralisation identified in the main sulphide zone previously observed in drilling on section 687,250mE [3]. The main sulphide zone has been observed in RC drilling to continue through to sections 687,150mE and 687,350mE. This zone comprises disseminated pyrite-chalcopyrite sulphides hosted within interpreted altered basalt to andesitic rocks. Weak to moderate shearing overprints the rocks.

Drilling on section 687,350mE intercepted a broad zone approximately 65-70m thick of mineralisation >1,000ppb copper. Elevated intervals of copper mineralisation within this broad zone included **20m @ 0.28% Cu** from 76m and **1m @ 0.62% Cu** from 119m in YRC23-01. A second deeper hole offset by 50m also intercepted broad copper mineralisation, including **12m @ 0.48% Cu** from 140m, **10m @ 0.46% Cu** from 167m and **15m @ 0.37% Cu** from 180m in YRC23-02.

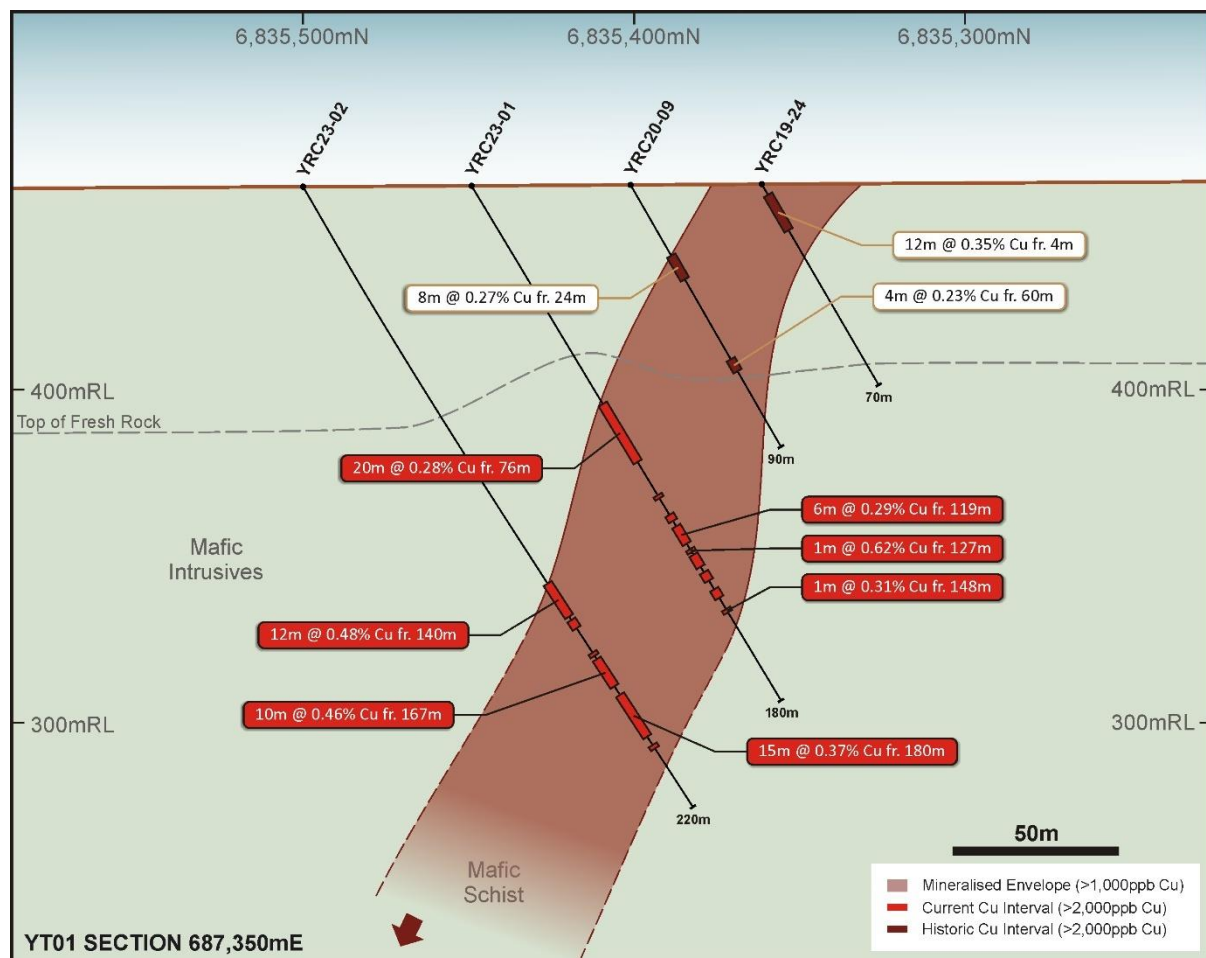


Figure 4 – YT01 Prospect 687,350mE Cross Section

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Copper mineralisation occurs 200m to the west on section 687,150mE with an intercept of mineralisation >1,000ppb copper approximately 40m thick. Elevated intervals of copper mineralisation within this zone included **8m @ 0.37% Cu** from 124m and **5m @ 0.30% Cu** from 151m in YRC23-03. Drill hole YRC23-04, offset by 50m, intercepted broad copper mineralisation down dip of YRC23-03, including **4m @ 0.45% Cu** from 176m and **9m @ 0.55% Cu** from 182m. Hole YRC23-04 also returned **3m @ 0.30% Cu** from 201m in end of hole mineralisation (EOH). Hole YRC20-17 and YRC20-18 also intercepted mineralisation at 108m and 180m respectively.

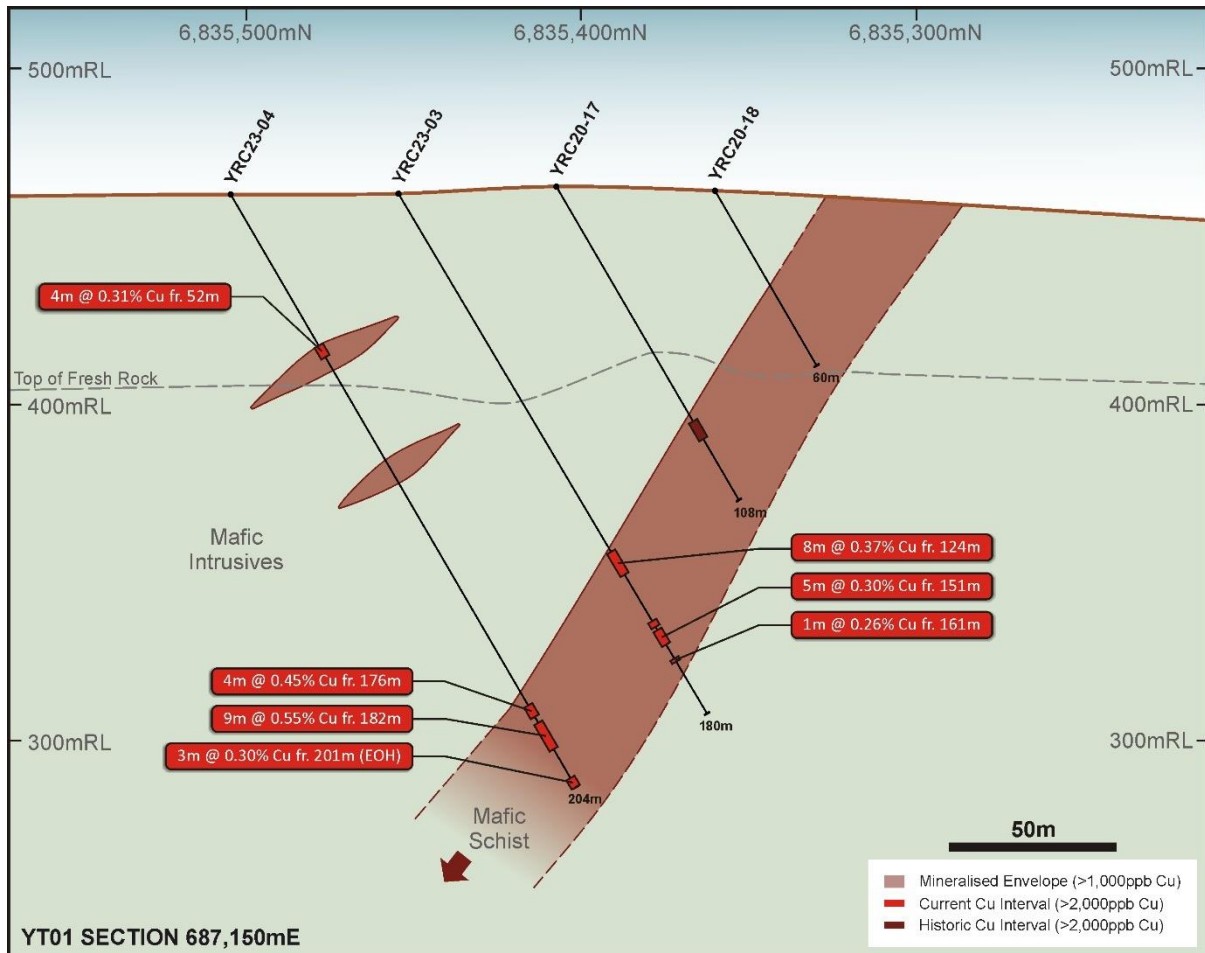


Figure 5 – YT01 Prospect 687,150mE Cross Section

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Empire Resources previously reported broad intersections ^[6] of copper on drill section 686,850mE in holes YRC20-03, YRC20-16 and YRC20-15 (Figure 6 below). The February 2023 RC drilling is immediately along strike of these previous holes. The results are interpreted to be part of the same mineralised structure, creating a known mineralised horizon extending over 500m in length. This mineralised horizon is open along strike to the east and west, and down dip.

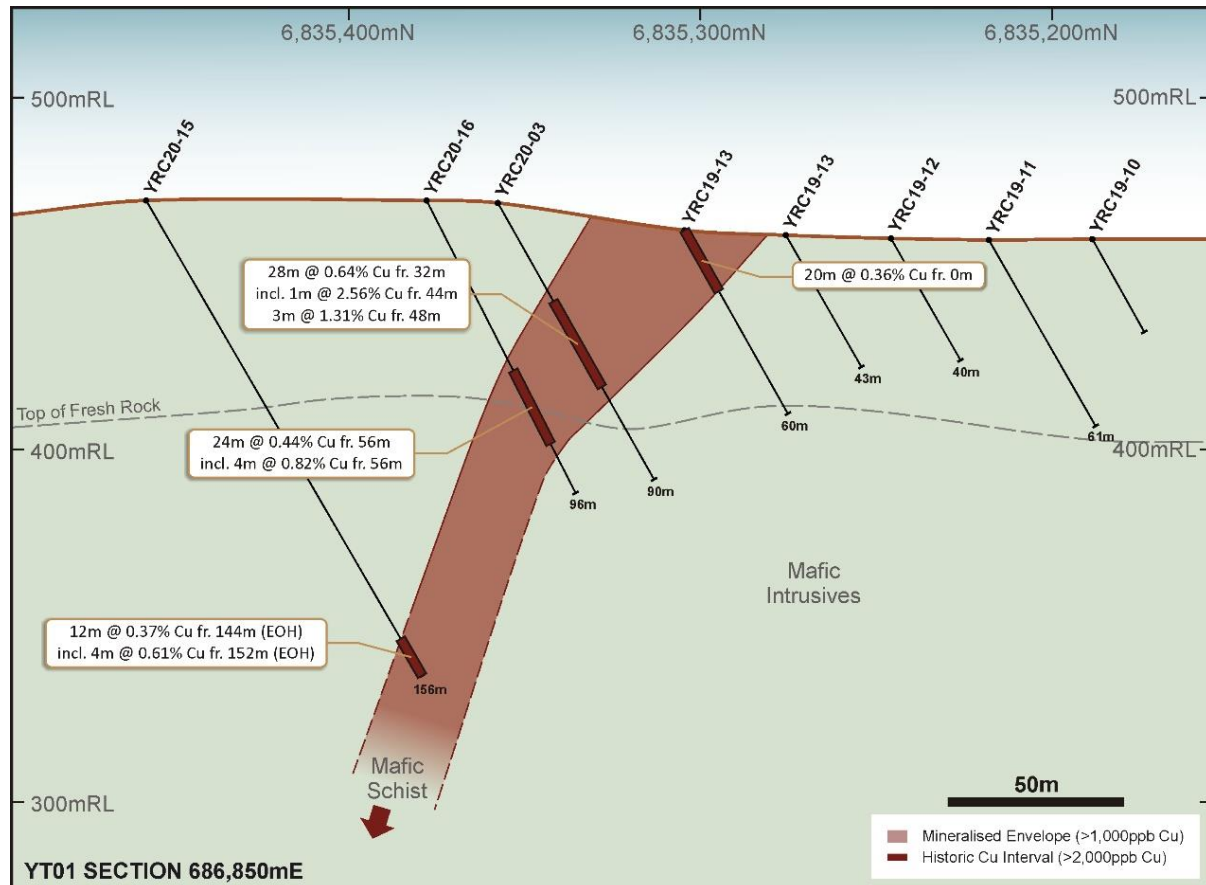


Figure 6 – YT01 Prospect 686,850mE Cross Section

The results of the drilling at the YT01 prospect to date reinforces the hypothesis that broad zones of copper mineralisation persist along strike in both directions from section 687,250mE. The results of drilling confirm a thickening in mineralisation immediately along strike to the east and down dip to the north.

Further testing of the YT01 mineralised zone is warranted. The Company intends to deploy Induced Polarisation (IP) geophysical surveys as a method of identifying extensions of the main sulphide zone and additional sulphidic zones within the immediate area of YT01. Induced Polarisation is widely regarded as an effective exploration method in identifying disseminated conductive or semiconductive minerals. Induced Polarisation aims to assess the volumetric content of disseminated conductive particles and can be an effective tool to assess the chemical state of the sulphide mineralisation.



Figure 7 – Yuinmery Prospects Drillhole Collar Plan
Base Image: Reduced to Pole Magnetics 2VDagcs75.

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BARLOWEERIE PROJECT

The Barloweerie Project consists of one 100% owned granted exploration tenement (E59/2306) and two pending contiguous exploration tenements (E59/2523 and E59/2521) covering a total area of 506.2 km located in the Murchison District of Western Australia, 525 km north of Perth and 150 km west of Cue.

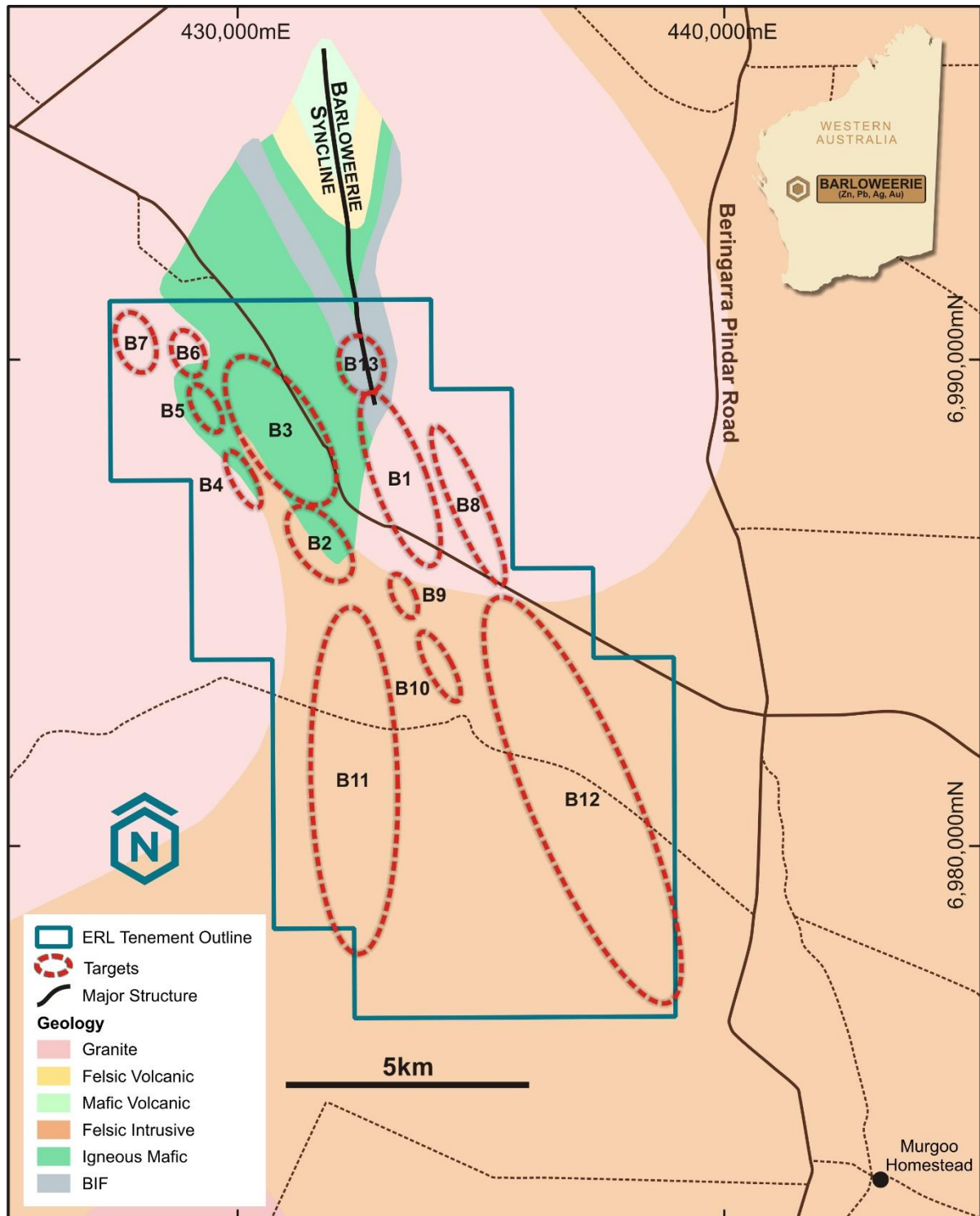


Figure 8 – Barloweerie Project Location

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The Barloweerie Project is considered prospective for VMS and structurally controlled gold mineralization. The project geology is dominated by fine grained granite, gneissic granite and schistose granite tectonically interfingered with attenuated and often boudinaged ortho-amphibolites and siliclastic meta-pelites. An area of weakly foliated medium grained equigranular to subporphyritic granite in the northwest corner of the tenement was identified.

Historical exploration has identified anomalous silver-gold and lead-zinc-copper mineralization. Multiple zinc-lead-silver-copper-gold targets have been identified. The Company is focusing on the B1 Prospect.

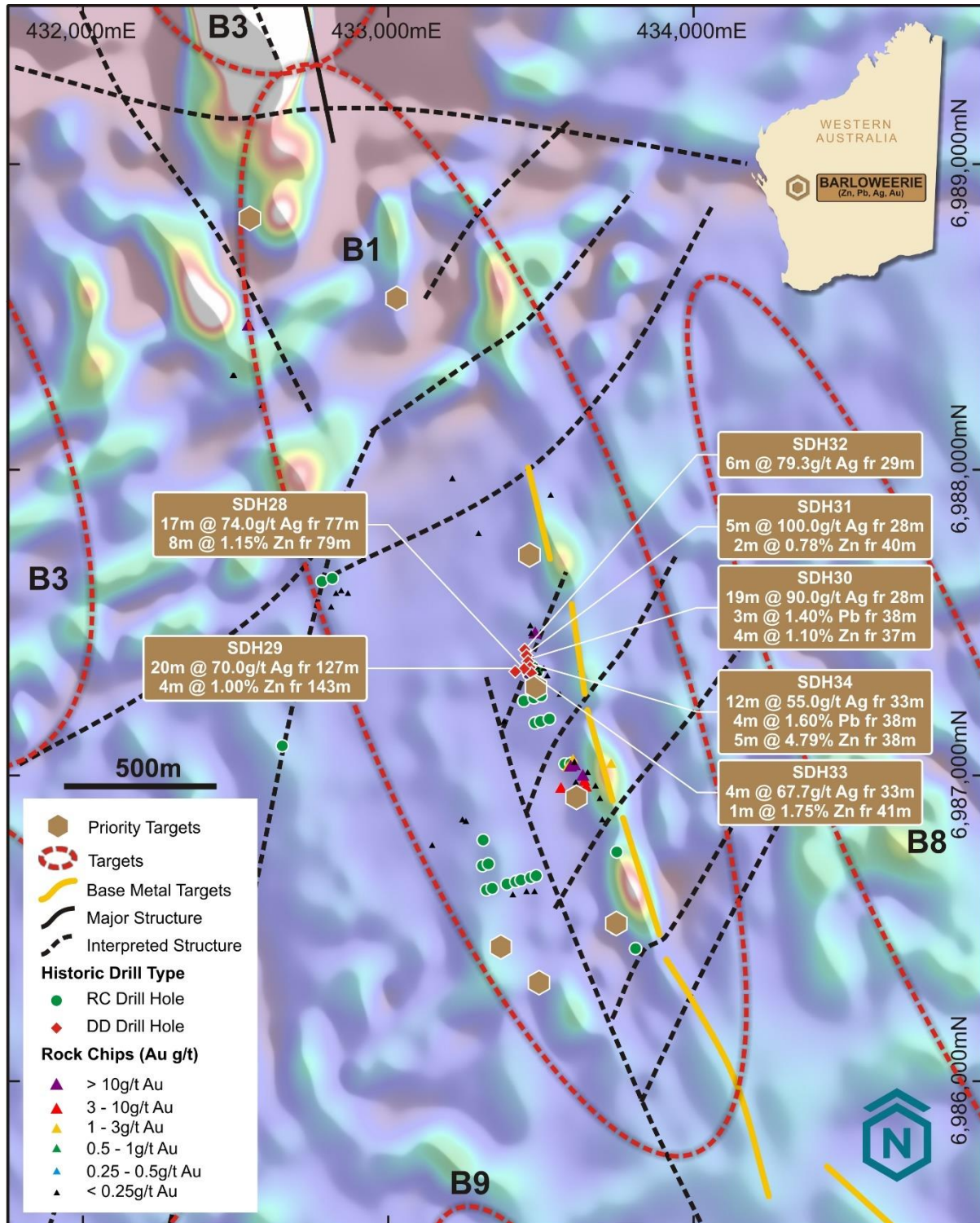
The B1 Prospect is characterized by outcropping mineralization over a strike length of 2.0 km based on historical drilling, surface geochemical sampling (LAG and rock chip) and mapping. Historical drilling has been focused along a gossan where a steeply dipping siliceous zone containing silver-lead-zinc-copper mineralization over a strike length of 100 metres and a width of 10 metres has been identified.

Mineralization is considered to be open in all directions with the potential for copper mineralization to increase with depth, particularly if a feeder pipe is discovered. Potential also exists for the discovery of gold-silver vein mineralization based on geochemical assays and the proximity of the B1 Prospect to a granitic intrusion immediately to the east.

The Barloweerie Project has had limited modern exploration since 1987 when strong mineralization was encountered in reverse circulation and diamond drillholes including ^[8]:

- ⑥ 5m @ 4.8% Zn from 38m (SDH34)
- ⑥ 1m @ 3.9% Pb from 15m (SDH19)
- ⑥ 5m @ 100.0 g/t Ag from 28m (SDH31)
- ⑥ 2m @ 0.58% Cu from 19m (SDP8)

The Empire geological team visited the Barloweerie project during the September quarter to assess geological environment and site access conditions in preparation for planned drilling of the B1 target. Planning is ongoing and submission of the statutory Programme of Works (PoW) will occur at the completion of planning and stakeholder consultation.





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ROYALTY PORTFOLIO

Penny's Find Royalty

Empire is entitled to royalty payments on gold produced from the Penny's Find Gold Mine to the extent of 5% of gold recovered up to 50,000 oz and 2.5% on gold produced above that amount. Empire is also entitled to milestone payment obligations:

-  Mining commencement payment of \$200,000
-  First gold pour payment of \$200,000

Owned by Horizon Minerals Ltd (ASX:HRZ), the Penny's Find Gold Mine is located approximately 45km northeast of Kalgoorlie in the Eastern Goldfields of Western Australia.

In June 2023 Horizon Minerals announced that it had secured funding and the key approvals required to commence underground development of its Cannon Gold Project 33km south of Penny's Find Gold Mine ^[9]. Horizon states that the development of the Penny's Find Gold Mine would follow Cannon.

Horizon Minerals also released the results of from an eight-hole RC/Diamond drilling program in May 2023 ^[10]. The drilling results are very encouraging, with several intercepts >5.0g/t Au outside the current interpreted Resource model. A two-hole RC program is planned to support conversion to an Ore Reserve ^[11] with underground drilling planned to test for high grade mineralisation between 400m-500m below surface.

Empire is pleased with the progress Horizon Minerals has made so far and looks forward to early development of the Penny's Find Gold Mine.

Gnaweeda Royalty

Empire retains a 1% gross revenue royalty on tenement E51/1995 owned by Great Boulder Resources (ASX:GBR). Empire notes that Great Boulder have been particularly active in the region at their Side Well Gold Project which is proximal to E51/1995.

Empire looks forward to seeing progress at Gnaweeda under the stewardship of Great Boulder's accomplished exploration team.

Diversity Royalty

Empire retains a 1% net smelter royalty on tenement E57/1202 owned by Diversity Resources Pty Ltd (Diversity). The tenement forms a part of Diversity's Youanmi Lithium Project. Empire looks forward to seeing progress on tenement E57/1202 under Diversity's stewardship.

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BUSINESS DEVELOPMENT

The Company continues to assess investment and project acquisition opportunities that suit the nature of the Company's current business activities. The Company assessed several prospective opportunities during the quarter.

CORPORATE

Financial Position

Expenditure during the quarter was approximately \$343,000, including \$177,000 expended on direct exploration and evaluation activities. Cash on hand at quarter's end was \$671,000.

Additional ASX Information

ASX Listing Rule 5.3.5: The Company advises that \$94,000 was paid to related parties or their associates during the quarter, comprising Executive Director salary and superannuation, and Non-Executive Director fees.

This announcement is authorised for release by:

Sean Richardson
Managing Director

For further information on the Company

Phone: +61 (0)8 6389 1032

www.resourcesempire.com.au

Additional Information

Further details relating to the information in this release can be found in the following ASX announcements:

1. ASX:ERL "*RC Drilling Recommences at Yuinmery*" 15 February 2023
2. ASX:ERL "*Yuinmery RC Drilling Results*" 18 April 2023
3. ASX:ERL "*Assay Results from Yuinmery Project*" 2 May 2022
4. ASX:ERL "*Excellent Results from Yuinmery Drilling*" 22 September 2021
5. ASX:ERL "*Updated Copper-Gold Resources Yuinmery Project*" 17 May 2016
6. ASX:ERL "*Further High Grade Copper Intersected at A Zone Prospect*" 8 June 2018
7. ASX:ERL "*Yuinmery Continues to Deliver Excellent Copper-Gold & Copper-Nickel Results*" 24 April 2020
8. Western Australian Mineral Exploration reports (WAMEX) Open file report a21129
9. ASX:HRZ "*Funding and Key Approvals Secured for Cannon Underground Gold Project*" 14 June 2023
10. ASX:HRZ "*Penny's Find Drilling Shows Growth Potential*" 31 May 2023
11. ASX:HRZ "*Investor Presentation Diggers & Dealers*" 7 August 2023

Competent Person Statements

The information in this report that relates to Exploration Results is based on information compiled and/or reviewed by Mr Mark Shelverton, who is a Member of the Australian Institute of Geoscientists. Mr Shelverton is a full-time employee of Empire Resources and has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity 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”. Mr Shelverton consents to the inclusion in this report of the matters based on this information in the form and context in which they appear.

The information in this report concerning the Mineral Resources for the Just Desserts deposit has been estimated by Mr Peter Ball B.Sc who is a director of DataGeo Geological Consultants and is a member of the Australasian Institute of Mining and Metallurgy (AusIMM). Mr Ball has sufficient experience which is relevant to the style of mineralization and type of deposit under consideration and qualifies as a Competent Person as defined in the 2012 Edition of the “Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves”. Mr Ball consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

New Information

Information concerning the current mineral resource estimate relating to the Just Desserts deposit is extracted from the ASX Announcement dated 17 May 2016.

Empire Resources Limited confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the Resource estimate in the relevant market announcement continue to apply and have not materially changed. Empire Resources Limited confirms that the form and context in which the Competent Persons’ findings are presented have not been materially modified from the original market announcements.

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About Empire

Empire Resources Limited (ASX:ERL) is a gold and copper focussed exploration and development company. Empire owns four highly prospective projects. The Yuinmery Copper-Gold Project 470km northeast of Perth in the Youanmi Greenstone Belt, the Barloweerie multi-element precious and base metal project, the Nanadie Copper-Gold Project southeast of Meekatharra in the Murchison Region and the Penny's Gold Project 45km northeast of Kalgoorlie in the prolific Eastern Goldfields Region of Western Australia. Empire's projects have numerous exploration targets with excellent potential.

Empire has an experienced team of exploration, development and financial professionals who are committed to developing a sustainable and profitable mineral business. Empire seeks to extract value from direct exploration of its existing projects as well as identifying value accretive investment opportunities that complement the Company's development objectives.



Empire Resources Project Locations

Tenement Holdings @ 30 September 2023				
Project	Tenement ID	% Interest Held 30 June 2023	% Interest Held 30 September 2023	Comments
Penny's	E27/592	100	100	
	E27/593	100	100	
	E27/640	100	100	
	P27/2245	100	100	
	P27/2262	100	100	
	P27/2480	100	100	
	E27/690	0	-	Withdrawn
	E27/691	0	0	Application
Yuinmery	M57/265	100	100	
	M57/636	100	100	
	E57/1037	100	100	
	E57/681	92.78	92.78	JV earning up to 95%
	E57/1027	92.78	92.78	JV earning up to 95%
	E57/1159	100	100	
Barloweerie	E59/2306	100	100	
	E59/2521	0	0	Application
	E59/2523	0	0	Application
Nanadie Well	E51/1938	100	100	
	E51/1985	100	100	
	E20/968	100	100	
Wiluna	P53/1707	100	100	
White Flag	E24/238	0	100	Granted
Paynesville	E58/611	0	0	Application

Appendix 5B

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Name of entity

EMPIRE RESOURCES LTD

ABN

32 092 471 513

Quarter ended ("current quarter")

30 September 2023

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
1.	Cash flows from operating activities		
1.1	Receipts from customers	-	-
1.2	Payments for		
	(a) exploration & evaluation	(177)	(177)
	(b) development	-	-
	(c) production	-	-
	(d) staff costs	(60)	(60)
	(e) administration and corporate costs	(103)	(103)
1.3	Dividends received (see note 3)	-	-
1.4	Interest received	3	3
1.5	Interest and other costs of finance paid	-	-
1.6	Income taxes paid	-	-
1.7	Government grants and tax incentives	-	-
1.8	Other – net GST (paid) / refunded	(6)	(6)
1.9	Net cash from / (used in) operating activities	(343)	(343)

2.	Cash flows from investing activities		
2.1	Payments to acquire or for:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) exploration & evaluation	-	-
	(e) investments	-	-
	(f) other non-current assets	-	-

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
2.2	Proceeds from the disposal of:		
	(a) entities	-	-
	(b) tenements	-	-
	(c) property, plant and equipment	-	-
	(d) investments	-	-
	(e) other non-current assets	-	-
2.3	Cash flows from loans to other entities	-	-
2.4	Dividends received (see note 3)	-	-
2.5	Other (provide details if material)	-	-
2.6	Net cash from / (used in) investing activities	-	-

3.	Cash flows from financing activities		
3.1	Proceeds from issues of equity securities (excluding convertible debt securities)	-	-
3.2	Proceeds from issue of convertible debt securities	-	-
3.3	Proceeds from exercise of options	-	-
3.4	Transaction costs related to issues of equity securities or convertible debt securities	-	-
3.5	Proceeds from borrowings	-	-
3.6	Repayment of borrowings	-	-
3.7	Transaction costs related to loans and borrowings	-	-
3.8	Dividends paid	-	-
3.9	Other (provide details if material)	-	-
3.10	Net cash from / (used in) financing activities	-	-

4.	Net increase / (decrease) in cash and cash equivalents for the period		
4.1	Cash and cash equivalents at beginning of period	1,014	1,014
4.2	Net cash from / (used in) operating activities (item 1.9 above)	(343)	(343)
4.3	Net cash from / (used in) investing activities (item 2.6 above)	-	-
4.4	Net cash from / (used in) financing activities (item 3.10 above)	-	-

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

Consolidated statement of cash flows		Current quarter \$A'000	Year to date (3 months) \$A'000
4.5	Effect of movement in exchange rates on cash held	-	-
4.6	Cash and cash equivalents at end of period	671	671

5.	Reconciliation of cash and cash equivalents at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts	Current quarter \$A'000	Previous quarter \$A'000
5.1	Bank balances	671	1,014
5.2	Call deposits	-	-
5.3	Bank overdrafts	-	-
5.4	Other (provide details)	-	-
5.5	Cash and cash equivalents at end of quarter (should equal item 4.6 above)	671	1,014

6.	Payments to related parties of the entity and their associates	Current quarter \$A'000
6.1	Aggregate amount of payments to related parties and their associates included in item 1	94
6.2	Aggregate amount of payments to related parties and their associates included in item 2	-
<i>Note: if any amounts are shown in items 6.1 or 6.2, your quarterly activity report must include a description of, and an explanation for, such payments.</i>		

Mining exploration entity or oil and gas exploration entity quarterly cash flow report

7.	Financing facilities <i>Note: the term "facility" includes all forms of financing arrangements available to the entity. Add notes as necessary for an understanding of the sources of finance available to the entity.</i>	Total facility amount at quarter end \$A'000	Amount drawn at quarter end \$A'000
7.1	Loan facilities	-	-
7.2	Credit standby arrangements	-	-
7.3	Other (please specify)	-	-
7.4	Total financing facilities	-	-
7.5	Unused financing facilities available at quarter end		-
7.6	Include in the box below a description of each facility above, including the lender, interest rate, maturity date and whether it is secured or unsecured. If any additional financing facilities have been entered into or are proposed to be entered into after quarter end, include a note providing details of those facilities as well.		

8.	Estimated cash available for future operating activities	\$A'000
8.1	Net cash from / (used in) operating activities (item 1.9)	(343)
8.2	(Payments for exploration & evaluation classified as investing activities) (item 2.1(d))	-
8.3	Total relevant outgoings (item 8.1 + item 8.2)	(343)
8.4	Cash and cash equivalents at quarter end (item 4.6)	671
8.5	Unused finance facilities available at quarter end (item 7.5)	-
8.6	Total available funding (item 8.4 + item 8.5)	671
8.7	Estimated quarters of funding available (item 8.6 divided by item 8.3)	2
<i>Note: if the entity has reported positive relevant outgoings (ie a net cash inflow) in item 8.3, answer item 8.7 as "N/A". Otherwise, a figure for the estimated quarters of funding available must be included in item 8.7.</i>		
8.8	If item 8.7 is less than 2 quarters, please provide answers to the following questions:	
8.8.1	Does the entity expect that it will continue to have the current level of net operating cash flows for the time being and, if not, why not?	
Answer: N/A		
8.8.2	Has the entity taken any steps, or does it propose to take any steps, to raise further cash to fund its operations and, if so, what are those steps and how likely does it believe that they will be successful?	
Answer: N/A		
8.8.3	Does the entity expect to be able to continue its operations and to meet its business objectives and, if so, on what basis?	
Answer: N/A		
<i>Note: where item 8.7 is less than 2 quarters, all of questions 8.8.1, 8.8.2 and 8.8.3 above must be answered.</i>		

Compliance statement

- 1 This statement has been prepared in accordance with accounting standards and policies which comply with Listing Rule 19.11A.
- 2 This statement gives a true and fair view of the matters disclosed.

Date: 27 October 2023

Authorised by the Board

(Name of body or officer authorising release – see note 4)

Notes

1. This quarterly cash flow report and the accompanying activity report provide a basis for informing the market about the entity's activities for the past quarter, how they have been financed and the effect this has had on its cash position. An entity that wishes to disclose additional information over and above the minimum required under the Listing Rules is encouraged to do so.
2. If this quarterly cash flow report has been prepared in accordance with Australian Accounting Standards, the definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report. If this quarterly cash flow report has been prepared in accordance with other accounting standards agreed by ASX pursuant to Listing Rule 19.11A, the corresponding equivalent standards apply to this report.
3. Dividends received may be classified either as cash flows from operating activities or cash flows from investing activities, depending on the accounting policy of the entity.
4. If this report has been authorised for release to the market by your board of directors, you can insert here: "By the board". If it has been authorised for release to the market by a committee of your board of directors, you can insert here: "By the [name of board committee – eg Audit and Risk Committee]". If it has been authorised for release to the market by a disclosure committee, you can insert here: "By the Disclosure Committee".
5. If this report has been authorised for release to the market by your board of directors and you wish to hold yourself out as complying with recommendation 4.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations*, the board should have received a declaration from its CEO and CFO that, in their opinion, the financial records of the entity have been properly maintained, that this report complies with the appropriate accounting standards and gives a true and fair view of the cash flows of the entity, and that their opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.