



PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE OFFER

The directors of Empire Resources Limited ("Company") (ASX:ERL) advise they are seeking to raise up to approximately \$741,957 by a pro-rata non-renounceable rights offer ("Offer") of up to approximately 370,978,306 New Shares on the basis of 1 New Share for every 3 Shares held at an issue price of 0.2 cents per New Share.

The funds raised under the Offer will be used for exploration on the Company's Projects, as additional working capital and to meet Offer expenses. The Offer will be made by a prospectus and is not underwritten. Minimum subscription under the Offer is \$525,000.

Lodgement of Prospectus with ASIC	Thursday, 11 April 2024
Ex date	Tuesday, 16 April 2024
Record Date for determining Entitlements	Wednesday, 17 April 2024
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Monday, 22 April 2024
Last day to extend the Closing Date	Monday, 29 April 2024
Closing Date as at 5:00pm	Thursday, 2 May 2024
Shares quoted on a deferred settlement basis	Friday, 3 May 2024
ASX notified of under subscriptions	Thursday, 9 May 2024
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Shares	Thursday, 9 May 2024
Quotation of Shares issued under the Offer	Friday, 10 May 2024
Final date for issue of Shares under Shortfall Offer	Friday, 2 August 2024

Subject to the Listing Rules, the above dates may be changed without notice.

It is anticipated that the prospectus in respect of the Offer will be available to Eligible Shareholders on Thursday, 11 April 2024 and will be available on the ASX and Company's website on this day. Shareholders are encouraged to read the prospectus in full before making a decision on whether to apply for New Shares under the Offer.

Shareholders may view all the Company's ASX announcements, including those relating to the Offer, on the ASX's website at www.asx.com.au or alternatively on the Company's website at www.resourcesempire.com.au.

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The effect of the Offer on the Company's issued capital at minimum subscription and full subscription is shown in the following table:

Shares	Minimum Subscription (\$525,000)	Full Subscription (\$741,957)
Existing Shares	1,112,934,917	1,112,934,917
New Shares issued under the Offer	262,500,000	370,978,306
Total Shares on issue after completion of the Offer	1,375,434,917	1,483,913,223

Overseas Shareholders

The Offer is only made available to Eligible Shareholders (shareholders with a registered address in Australia or New Zealand at the proposed record date). Therefore, if you are a shareholder with a registered address other than Australia or New Zealand, the Offer will not be made available to you. In making this decision, the directors have taken into account the small number of overseas shareholders and the costs and administrative complexity of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

If you have any questions please do not hesitate to contact the Company.

This announcement is authorised for release by:

Sean Richardson
Managing Director

For further information on the Company

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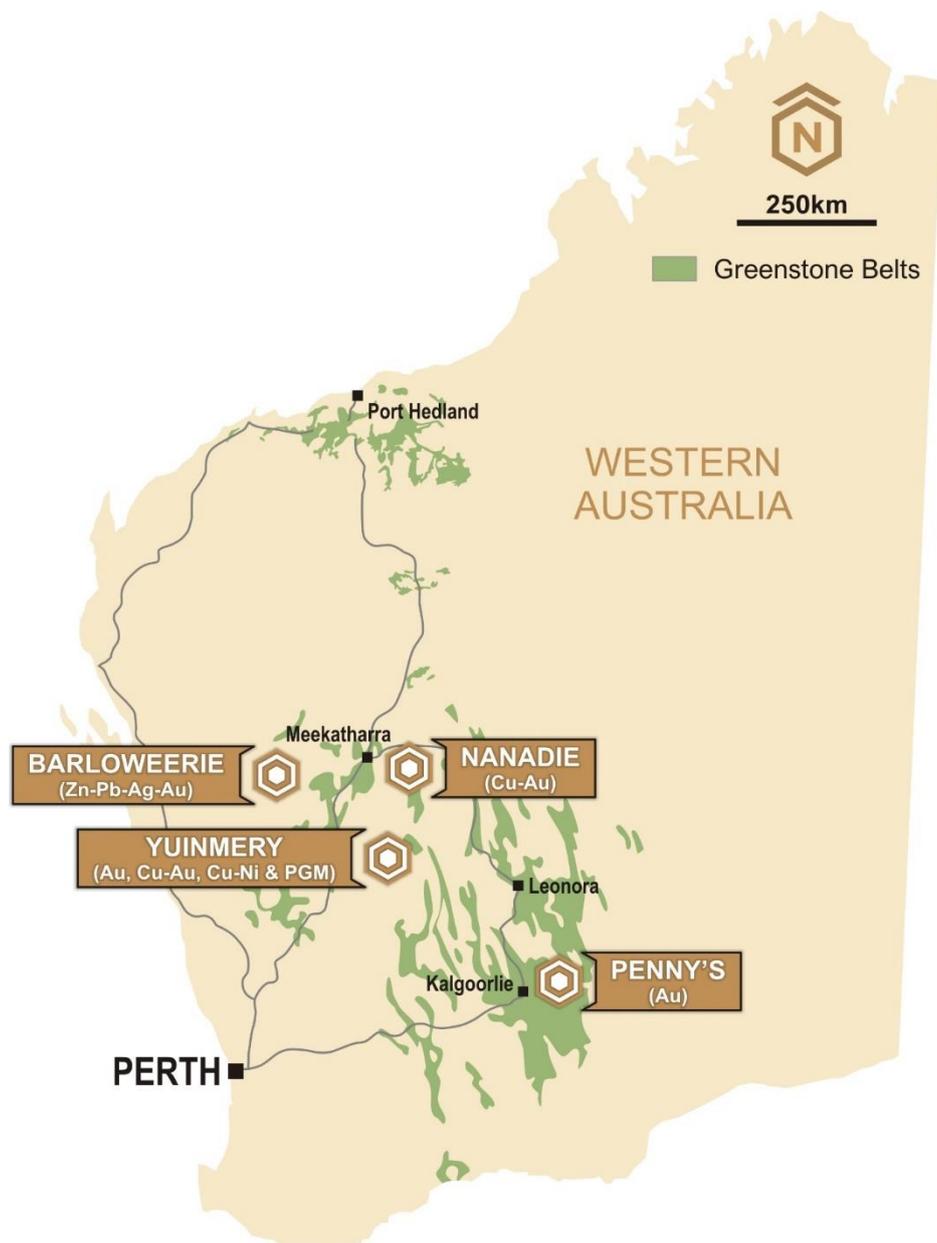
www.resourcesempire.com.au

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About Empire

Empire Resources Limited (ASX:ERL) is a gold and copper focused 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 Location