



ACN 092 471 513

29 May 2018

ASX Release

**RECEIPT OF NOTICE PURSUANT TO SECTION
249D OF THE CORPORATIONS ACT 2001**

Empire Resources Ltd (ASX code:ERL) wishes to advise that the Company has received a notice from:

1. Xavia Nominees Pty Ltd <Peter Lachlan S/F A/C>
2. PRB McDonald Pty Ltd <The PRB Family A/C>
3. Scott Andrew McDonald
4. Tjun Tjun Pty Ltd < The John Jacoby Family A/C>
5. Camross Nominees Pty Ltd
6. Camross Nominees Pty Ltd <J & P McDonald S/F A/C>
7. Matthew John Allan
8. Louanne Jane Wakefield and Rodney John Wakefield
9. Steven Joseph Newberry
10. Mandara Capital Pty Ltd
11. Matthew James Newberry and Rachael Newberry
12. Money HQ Administration Pty Ltd <The A&D Super Fund A/C>

purporting to notify the Company that those shareholders request pursuant to Section 249D of the Corporations Act 2001 that the Company call a general meeting to consider the resolutions set out on the attached schedule.

The abovementioned shareholders have advised that they hold 5% or more of the current share capital of the Company.

The Directors note that Messrs Paul Williams and Peter McDonald are associated with some of these abovementioned shareholders and are also associated with Brimstone Resources Ltd, the Company's joint venture partner in the Penny's Find Mining Joint Venture. Brimstone owes ERL approximately \$1.1 million for unfunded contributions and interest relating to development costs for the Penny's Find mine, known as the Agreed Expenditure Amount. Payment of the Agreed Expenditure Amount is due in full on or before the Open Cut Completion Date of 6 June 2018.

The Company will obtain the appropriate advice in relation to the validity or otherwise of the notice and if required undertake the necessary steps to convene a general meeting in compliance with the Corporations Act 2001. Further details of any general meeting will be circulated to shareholders in due course.

**DAVID SARGEANT
MANAGING DIRECTOR**

For further information on the Company

Phone: +61 8 9361 3100

www.resourcesempire.com.au

**SCHEDULE
PROPOSED ORDINARY RESOLUTIONS**

1. RESOLUTION 1 – APPOINTMENT OF MR STEPHEN CHARLES ALLEN AS A DIRECTOR

“That, pursuant to clause 3.4 of the Company’s constitution and all other purposes, Mr Stephen Charles Allen be and is hereby appointed a director of the Company.”

2. RESOLUTION 2 – APPOINTMENT OF MR CHRISTOPHER ADAM BANASIK AS A DIRECTOR

“That, pursuant to clause 3.4 of the Company’s constitution and all other purposes, Mr Christopher Adam Banasik be and is hereby appointed a director of the Company.”

3. RESOLUTION 3 – APPOINTMENT OF MR BRETT FRANCIS FRASER AS A DIRECTOR

“That, pursuant to clause 3.4 of the Company’s constitution and all other purposes, Mr Brett Francis Fraser be and is hereby appointed a director of the Company.”

4. RESOLUTION 4 – REMOVAL OF MR LEE CHRISTENSEN AS A DIRECTOR

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Lee Christensen be and is hereby removed as a director of the Company.”

5. RESOLUTION 5 – REMOVAL OF MR DAVID SARGEANT AS A DIRECTOR

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr David Sargeant be and is hereby removed as a director of the Company.”

6. RESOLUTION 6 – REMOVAL OF MR ADRIAN JESSUP AS A DIRECTOR

“That, pursuant to section 203D of the Corporations Act 2001 (Cth), Mr Adrian Jessup be and is hereby removed as a director of the Company.”