



ACN 092 471 513

**QUARTERLY REPORT FOR THE PERIOD ENDED
30 SEPTEMBER 2009**

HIGHLIGHTS

YUINMERY : Copper – gold project – WA (100% interest)

- **RAB drilling discovers three new areas of gold mineralisation at Fitz Bore. Intersections include 8m @ 0.51g/tAu, 4m @ 0.62g/tAu and 7m @ 0.58g/tAu.**

PENNYS FIND : Gold project – WA (100% interest)

- **Tenement holding around Penny’s Find doubled to 80sq km with the signing of a joint venture with Rubicon Resources Ltd.**

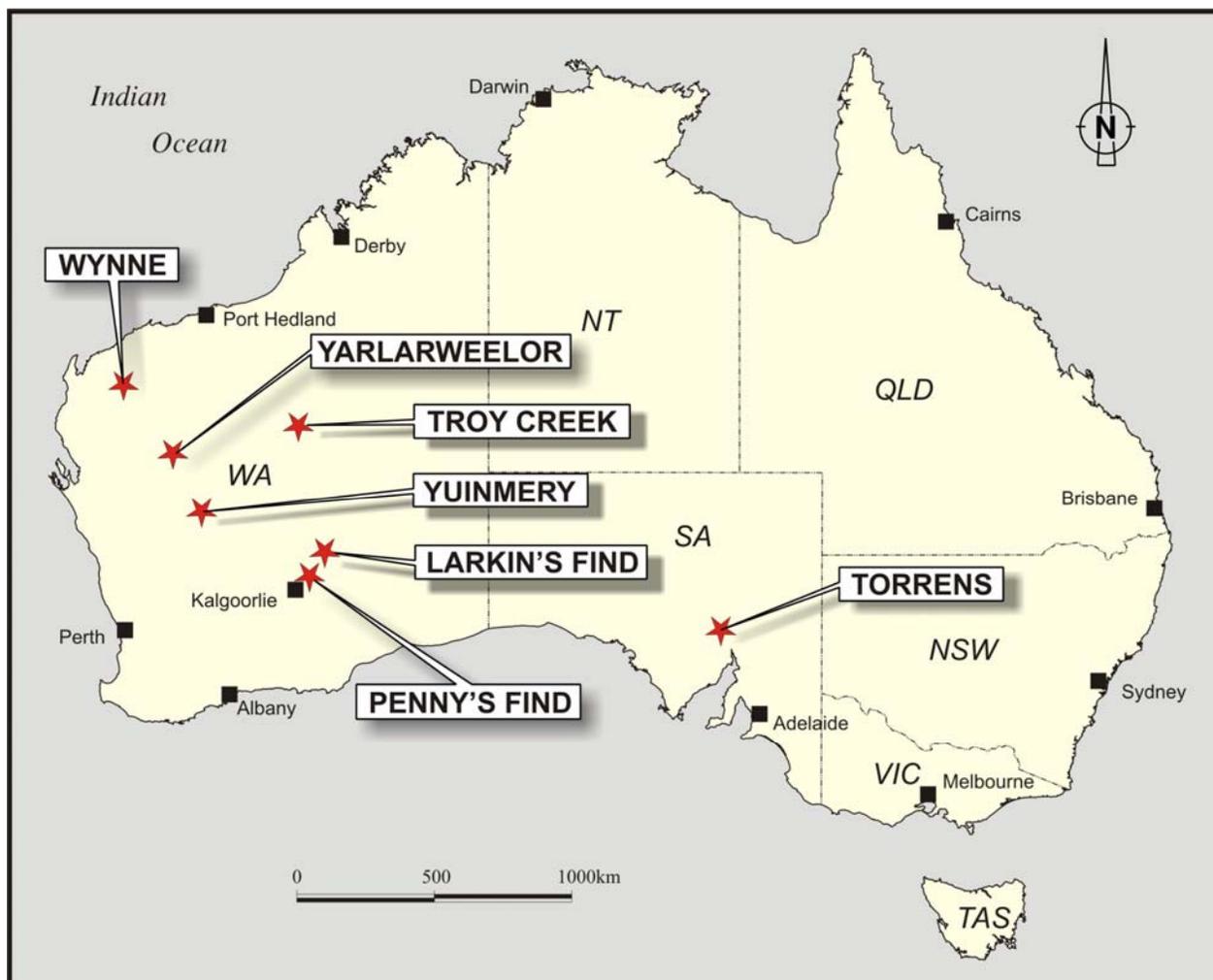
**TROY CREEK : Copper - Gold - PGM Project – WA (100% interest)
(Earning selected 70% interest in adjoining blocks)**

- **A sixteen drill hole RC drilling program commenced on copper and platinum targets at the end of the quarter. Assays are pending.**

YARLARWEELOR : Uranium project – WA (100% interest)

- **The Yarlarweelor project has been sold to Freedom Eye Ltd, subject to approval by that company’s shareholders. Empire Resources will hold a direct 30% stake in Freedom Eye.**

CORPORATE : \$630,000 raised to fund drilling programs.



Project location map

Empire Resources Ltd is a gold and copper focused exploration company.

Since listing in February 2007, the Company has made three significant copper or gold discoveries in Western Australia and announced JORC compliant resources for two of these discoveries.

At the **Penny's Find** project near Kalgoorlie, the Company has located a near surface high grade **gold** deposit which has a JORC compliant resource estimated at **314,000 tonnes @ 5.2g/tAu**. It is likely further drilling will upgrade this resource.

Following exploration success during 2007 and 2008, the Company announced a **copper – gold** resource for the Just Desserts prospect at the **Yuinmery** project. This initial resource has been estimated at **1,070,000 tonnes @ 1.82%Cu and 0.78g/tAu** at a 1 %Cu cutoff. It is likely further drilling will upgrade this resource.

During the December 2008 quarter, a discovery of high grade copper sulphide mineralisation was made at the Troy Creek project, 180km northeast of Wiluna in Western Australia. The drill intersections consisted of **2m @ 4.65% Cu and 3m @ 1.97% Cu** - forming part of a **36m** intersection grading **0.76% Cu**.

REVIEW OF OPERATIONS SEPTEMBER QUARTER 2009

Yuinmery (WA): Copper - Gold Project – 100% interest

The Yuinmery copper-gold project is situated 475 km northeast of Perth, WA. It lies within the Archaean Youanmi Greenstone Belt and covers a synclinal sequence of chloritised felsic tuffaceous rocks, sulphide bearing chert horizons, gabbro, basalt and ultramafics.

During the quarter, a 33 hole, 963m reconnaissance Rotary Air Blast (RAB) drilling program was completed in the Fitz Bore area located 4 km south of the Just Desserts prospect. This program was designed to test areas where previous exploration had outlined weak soil gold anomalies.

The RAB drilling was successful in locating three new areas of gold mineralisation associated with quartz veining in gabbro returning intersections of **8m @ 0.51g/tAu** from surface, **4m @ 0.62g/tAu** from 24m and **7m @ 0.58g/tAu** from 40m to EOH. Further work on these discoveries is being planned.

| Hole No | North | East | Depth(m) | Az | Dip | From(m) | To(m) | Length*(m) | g/t Au |
|---------|---------|--------|----------|-----|----------|---------|-------|------------|-------------|
| FBR004 | 6832336 | 687073 | 18 | 135 | -60 | 0 | 8 | 8 | 0.51 |
| FBR016 | 6832575 | 686676 | 41 | 135 | -60 | 24 | 28 | 4 | 0.62 |
| FBR017 | 6832715 | 686528 | 47 | 285 | -60 | 24 | 47eoh | 23 | 0.34 |
| | | | | | includes | 40 | 47eoh | 7 | 0.58 |

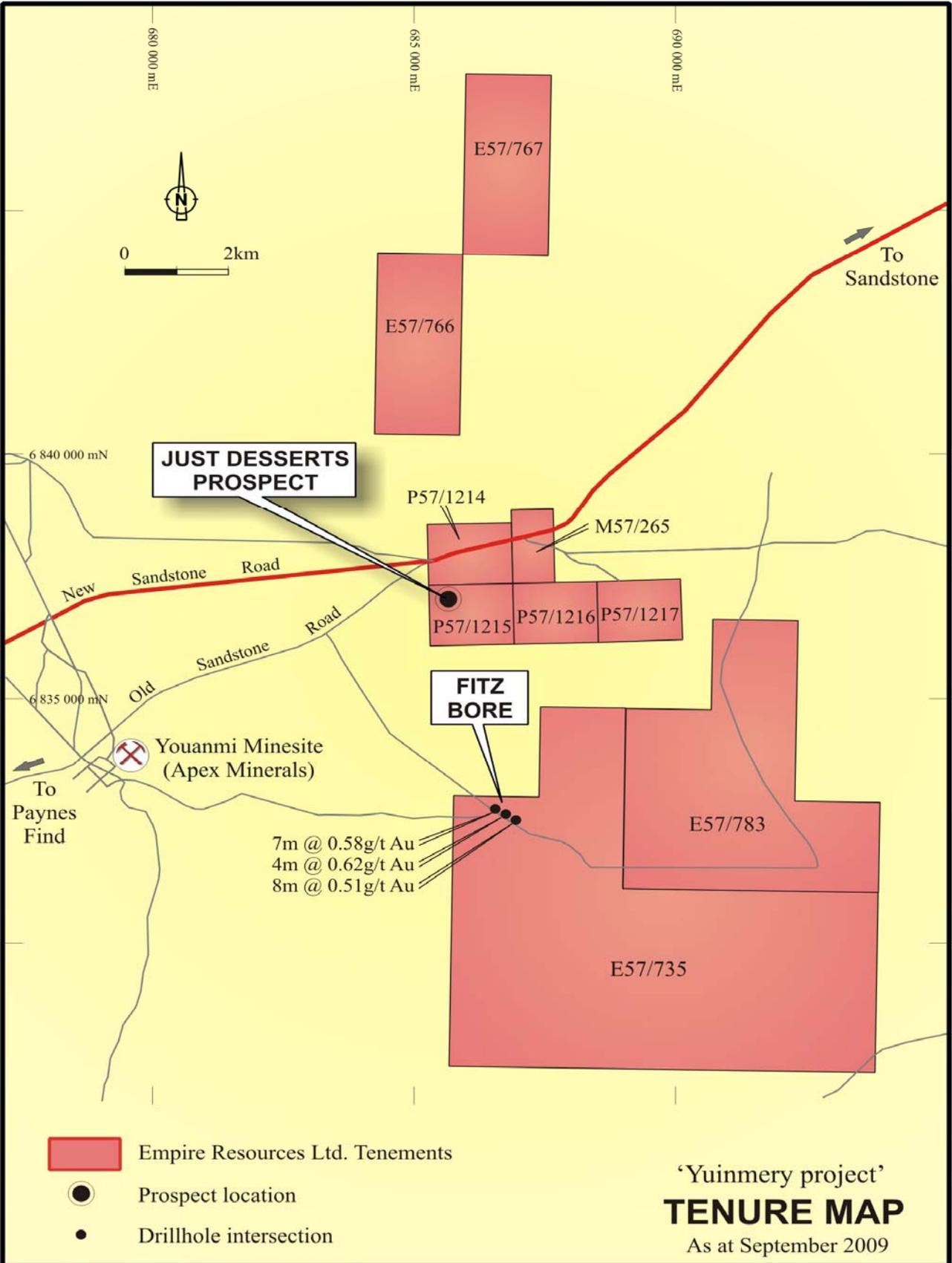
* Assays are 4m composites done by Aqua Regia digest with ICP-MS finish.

Copper-gold mineralisation, previously identified from a number of prospects at Yuinmery, is of volcanogenic massive sulphide (VMS) style similar in nature to orebodies currently being mined at Golden Grove and Jaguar in Western Australia. It occurs as massive sulphides associated with chert exhalite horizons, as matrix sulphides in lapilli tuff, and associated with mafic and ultramafic intrusions.

At one of the Yuinmery prospects, Just Desserts, previous drilling by the Company has intersected high grade copper –gold zones with assays such as **23m @ 2.68% Cu, 1.28g/t Au; 14m @ 2.63% Cu, 1.91g/t Au; 13m @ 2.55% Cu, 1.67g/t Au; 6m @ 3.79% Cu, 12.85g/t Au and 10m @ 4.23% Cu, and 6.01g/t Au.**

Based on the above drilling, an Indicated + Inferred JORC resource of **1,070,000 tonnes @ 1.82%Cu, 0.78g/tAu** was estimated for the Just Desserts prospect and reported on in the March 2009 Quarterly. This resource lies between 50 and 250 metres below surface, is open at depth and along strike to the southeast. Elsewhere in the world, deposits of this style of mineralisation commonly occur in clusters and have been mined to great depths as shown by the comparison with Bousquet La Ronde Penna, a series of gold - base metal VMS deposits, currently the largest gold producing camp in Canada.

Empire has scheduled for the December quarter, a diamond drilling program to expand the size of the Just Desserts resource at depth and a Reverse Circulation program to locate similar deposits at the B Zone, C Zone, Claudius and Augustus prospects.



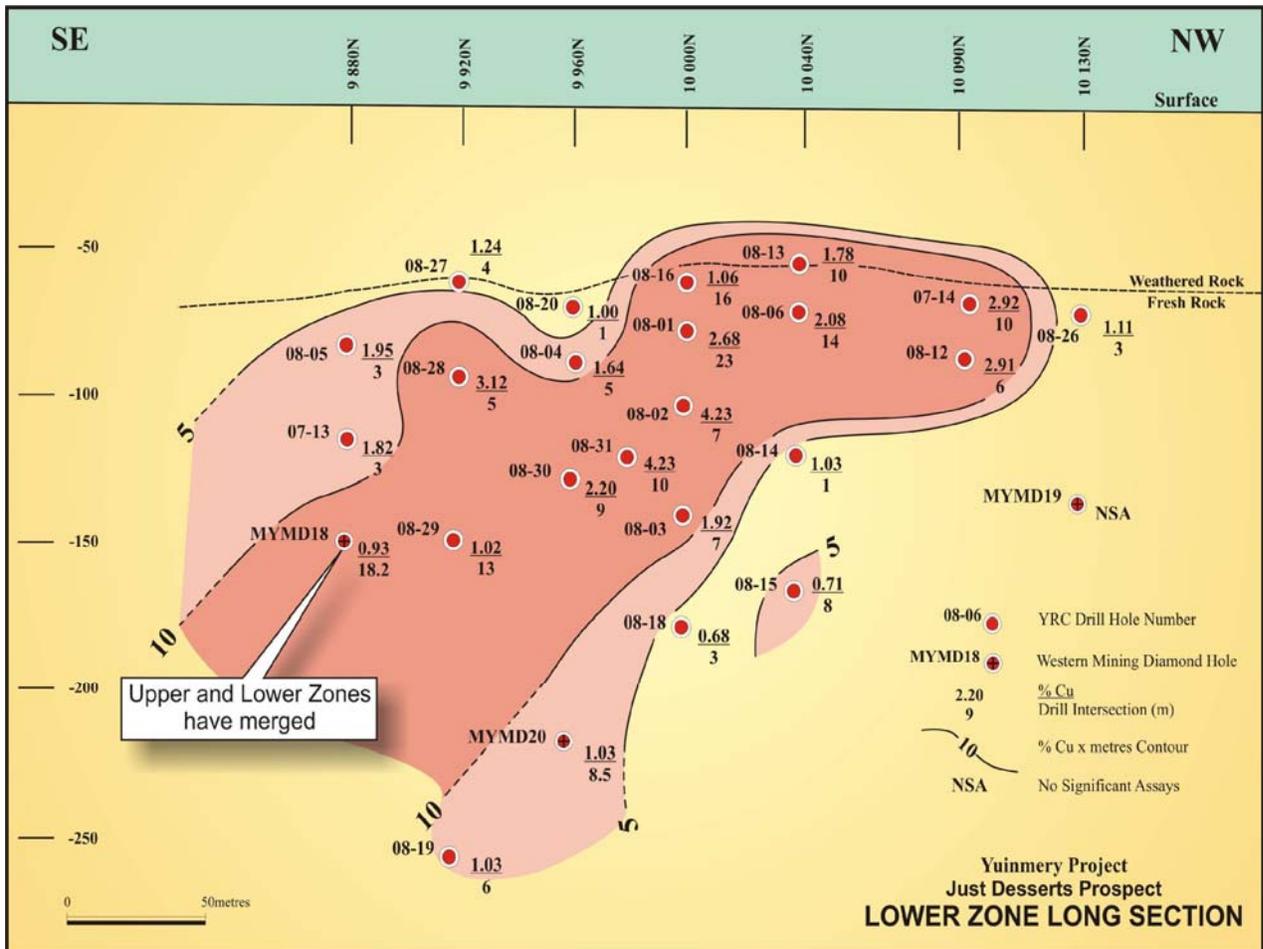
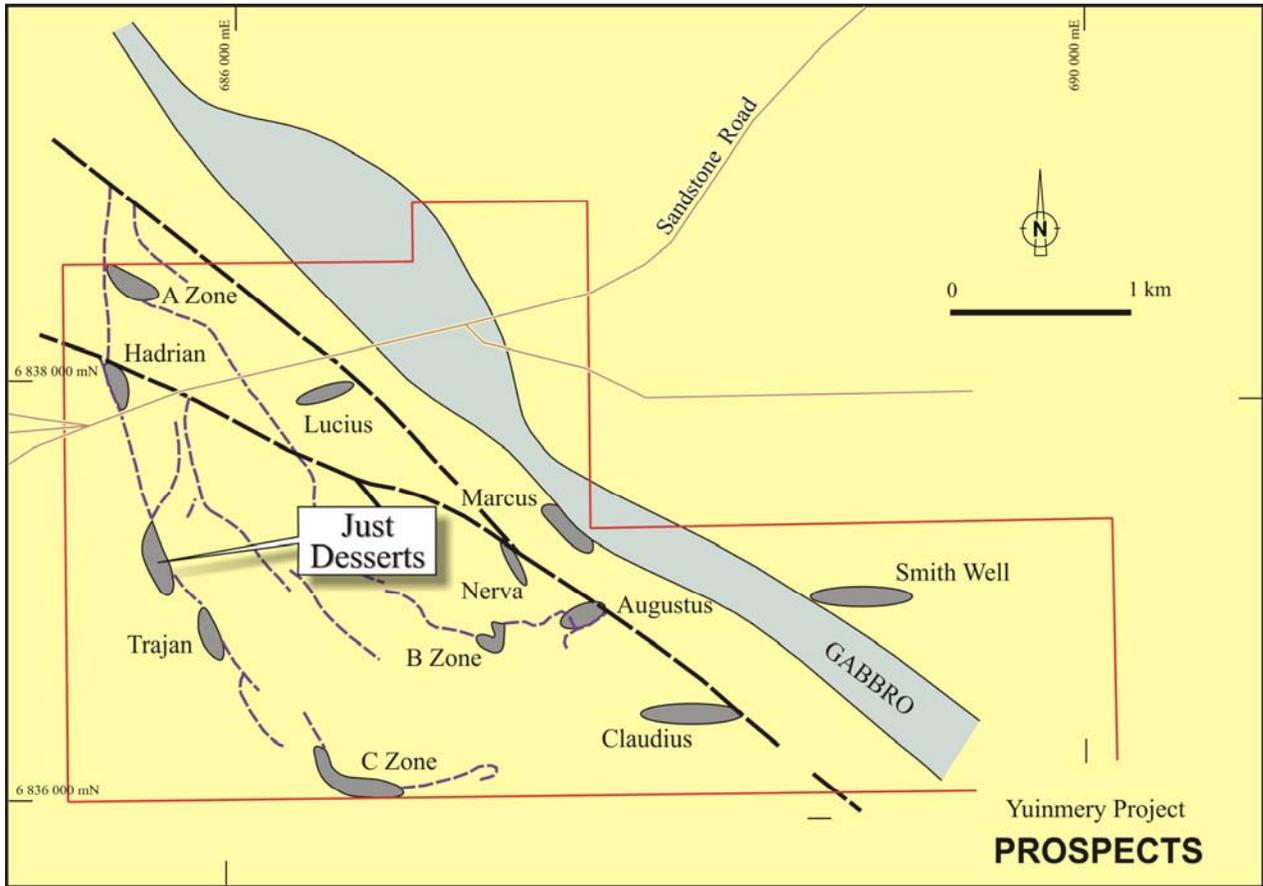
JUST DESERTS PROSPECT

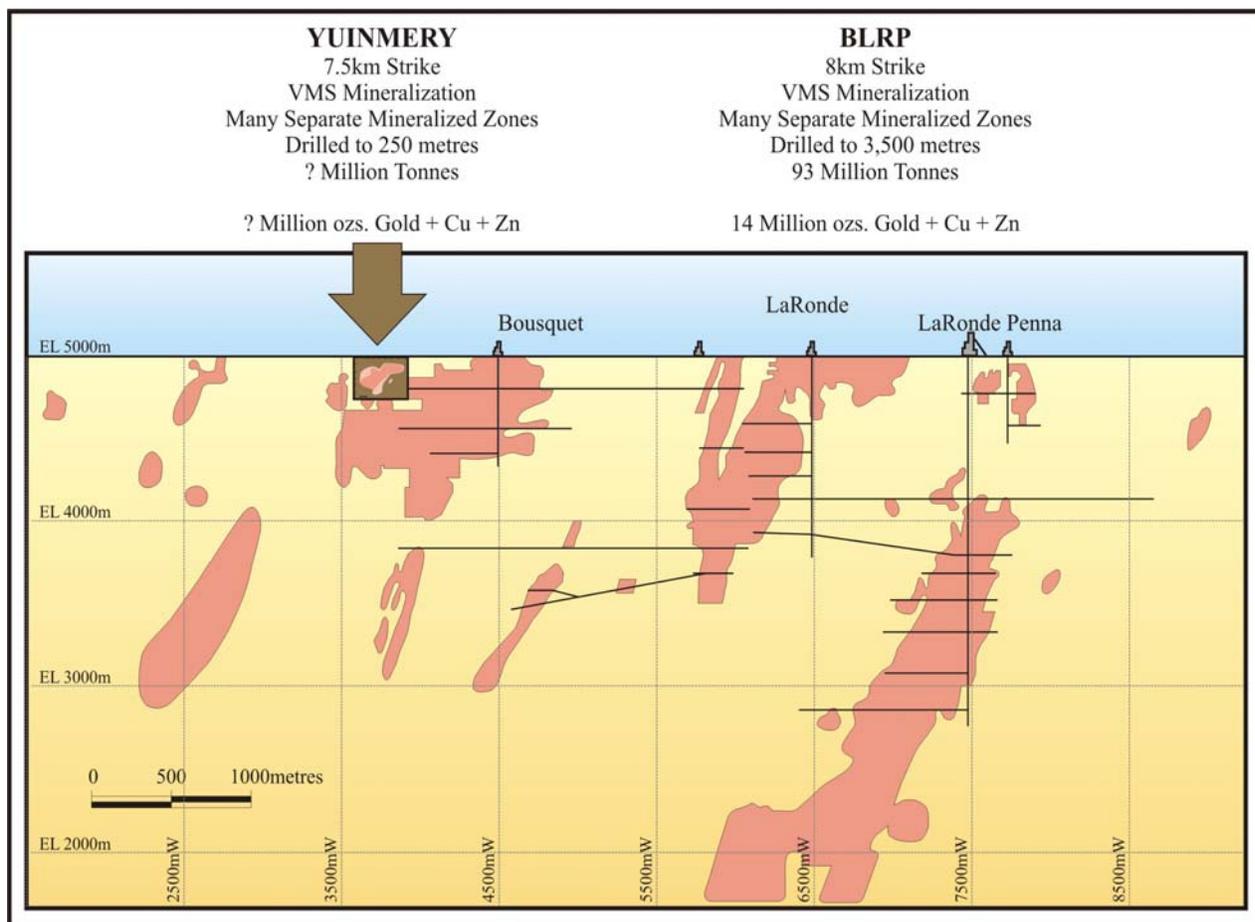
FITZ BORE

7m @ 0.58g/t Au
 4m @ 0.62g/t Au
 8m @ 0.51g/t Au

- Empire Resources Ltd. Tenements
- Prospect location
- Drillhole intersection

'Yuinmery project'
TENURE MAP
 As at September 2009





Longitudinal section of a Canadian VMS camp showing comparable area currently tested at Yuinmery

Penny's Find (WA): Gold Project – 100% interest

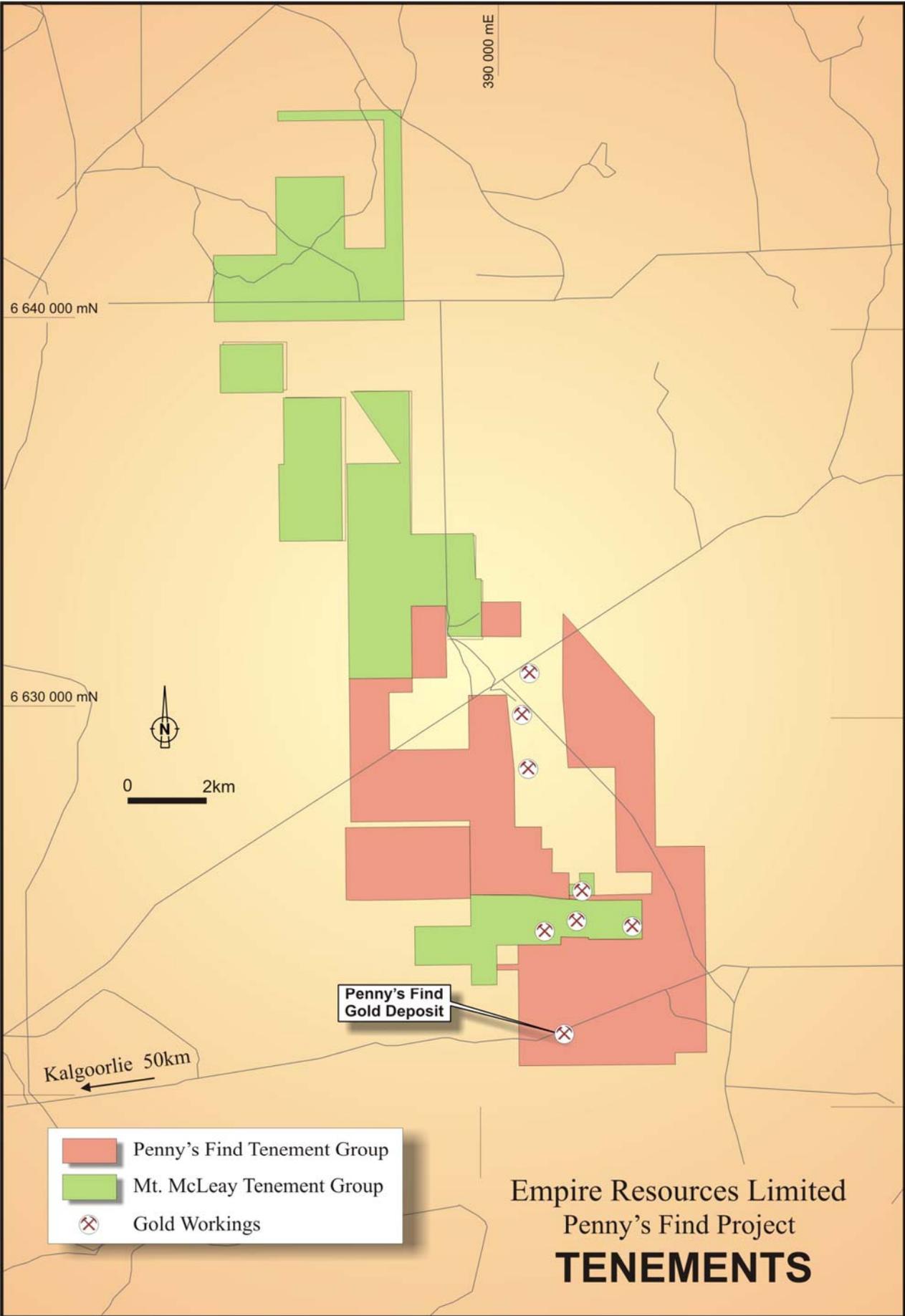
At the Penny's Find project, the Company has identified a near surface resource of **314,000 tonnes @ 5.2g/t Au**. The proximity of the deposit to Kalgoorlie, the current gold price in Australian dollar terms and the ability to mine a substantial portion of the resource by open pit methods, enhances the value of this resource.

On 13th October 2009, the Company announced to the ASX it had secured an interest in a joint venture with Rubicon Resources Ltd whereby it may earn a 51 % interest in Rubicon's Mt McLeay tenements which lie adjacent to and along strike from Empire's 100% owned Penny's Find gold deposit.

Under the terms of the Mt McLeay Joint Venture, Empire must spend \$220,000 within 18 months to earn a 51% interest in the 40 sq km of tenements that comprise the joint venture. At Rubicon Resources' election, Empire may then earn a further 19% interest by expenditure of an additional \$500,000 over 24 months.

Several historical gold workings occur on the Mt McLeay tenements with previous shallow exploration drilling returning a number of significant intercepts. Intersections such as 4m @ 4.05g/tAu, 8m @ 1.15g/tAu and 8m @ 0.46g/tAu present immediate drill targets for the Company.

The joint venture also doubles the area of ground available for exploration around Penny's Find to 80 sq km, offering an excellent opportunity to expand the Company's resource base, further enhancing the economics of the project. No deep drilling has been undertaken on any of the old gold workings and Empire will be following a similar exploration model to Penny's Find where surface leaching depleted gold in the first 10 - 20 metres from surface.



Troy Creek (WA): Copper - Gold - PGM Project -100% interest (Earning selected 70% interest in adjoining blocks)

The Troy Creek copper-gold-platinum group metal (PGM) project is situated 900 km northeast of Perth on the northern margin of the Palaeoproterozoic Eoraheedy Basin and where the Company holds tenements covering an area of 585 sq km. Under the terms of a joint venture deal with United Orogen Ltd, Empire can earn up to a 70% interest in base and precious metal deposits in an additional 645 sq km of tenement applications.

Several prominent geochemical and magnetic targets have been identified in sedimentary rocks within the Company'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 km. This zone, defined by rock chip sampling, soil geochemistry and limited drilling, is anomalous in copper, gold, PGM, arsenic, silver and antimony.

The Main Gossan prospect which lies within this zone was tested with one RC drill hole in the December 2008 Quarter. This hole intersected high grade copper sulphide mineralisation which included **2 metres @ 4.65% Cu from 91metres, and 3 metres @ 1.97% Cu from 117metres**. These high grade intersections form part of a **36 metre** sulphide mineralised zone assaying **0.76% Cu** and extending from 91m to the end of hole. The true width of mineralisation is estimated to be 60% of the intersected width and is open in both directions along strike and at depth.

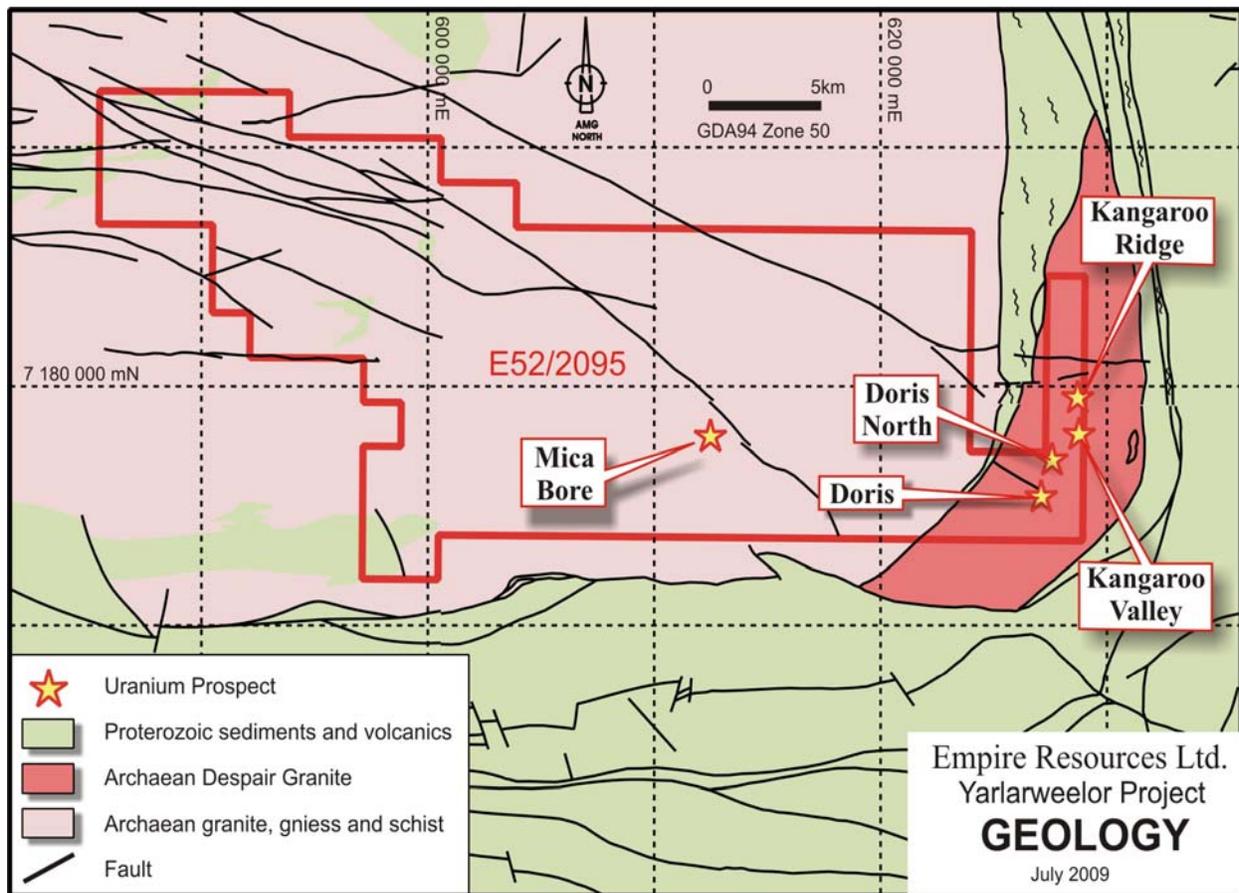
The copper mineralisation consists of fine grained stratiform copper and iron sulphides in graphitic shales and shows some similarities to "Kupferscheifer Style" mineralisation which forms world-class copper deposits in Germany and southwest Poland. These similarities include stratiform mineralisation over large areas, the presence of adjacent haematitic oxidized rocks and comparable geochemistry i.e. anomalous copper, silver, arsenic, and zinc, with adjacent but discrete platinum group metals mineralization eg. 7m @ 0.59g/t Pt + Pd.

The Company commenced an RC drilling program at the end of the September 2009 quarter to test various copper and platinum targets including Main Gossan. Sixteen holes for 1,784m were completed during October and samples have been submitted for analysis.

Yarlarweelor (WA): Uranium Project – 100% interest

The Yarlarweelor uranium project (E52/2095) is located 125 km north of Meekatharra in Western Australia.

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



Three locations within the Despair Granite have the potential to host substantial tonnages of primary uranium mineralisation – the Kangaroo Ridge, Kangaroo Valley and Doris prospects. These prospects all occur within a 5 km long zone of anomalous uranium radioactivity in the Despair Granite which has only been subjected to limited drilling in the past.

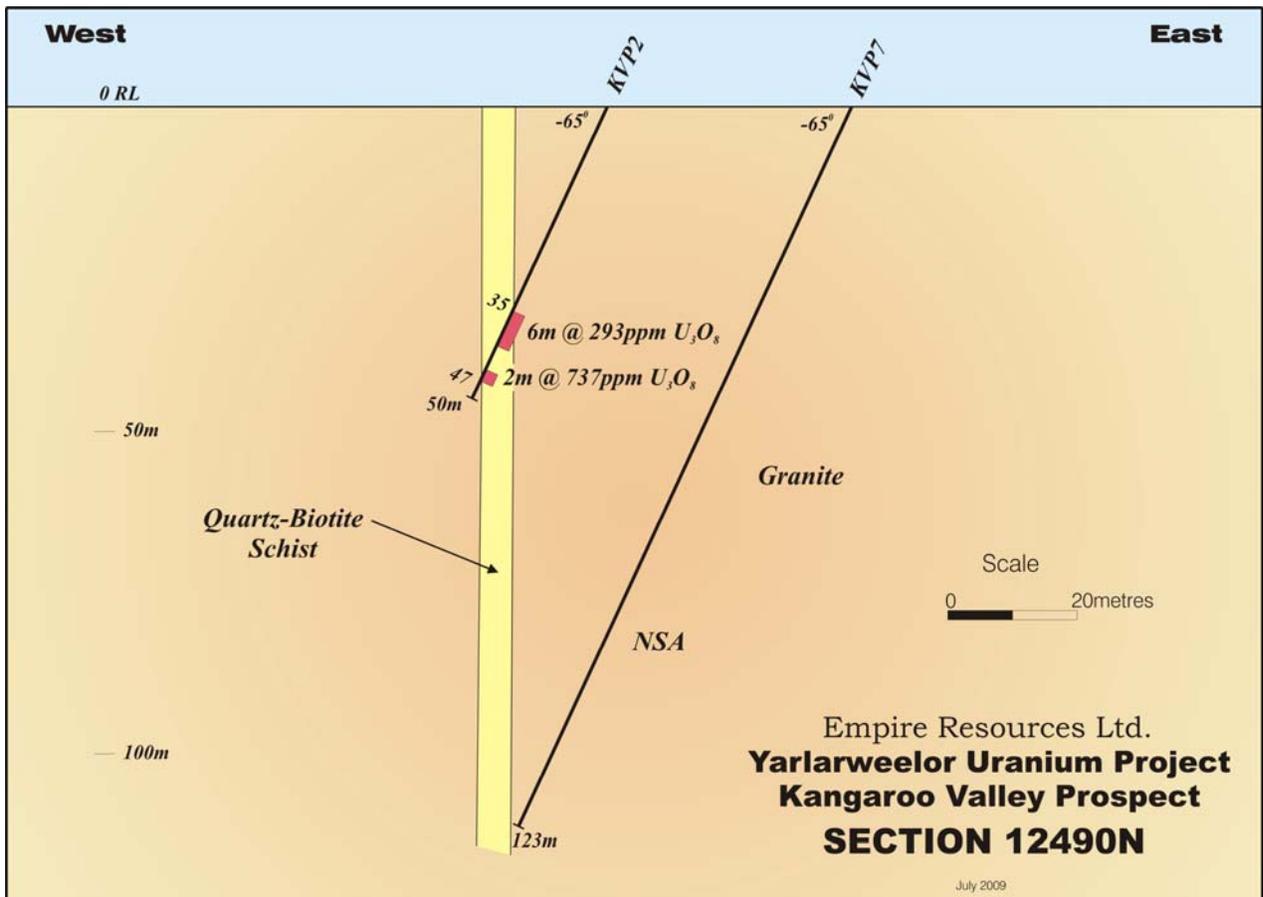
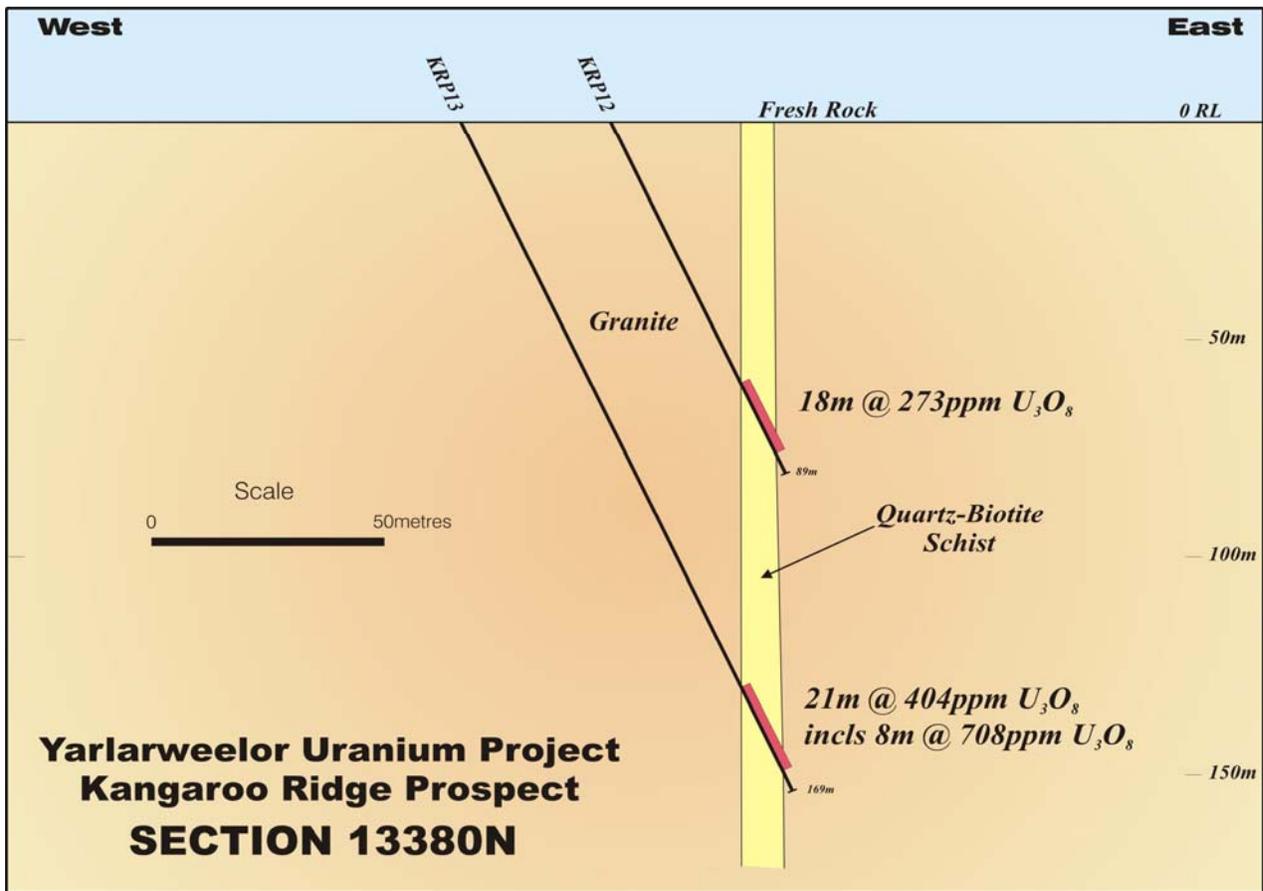
Shown below are sections from these three prospects which were drilled in the early 1980s. Currently at each prospect, the mineralisation remains open in both directions along strike and at depth with the grades comparable to or better than large tonnage mines elsewhere in the world, eg. Namibia.

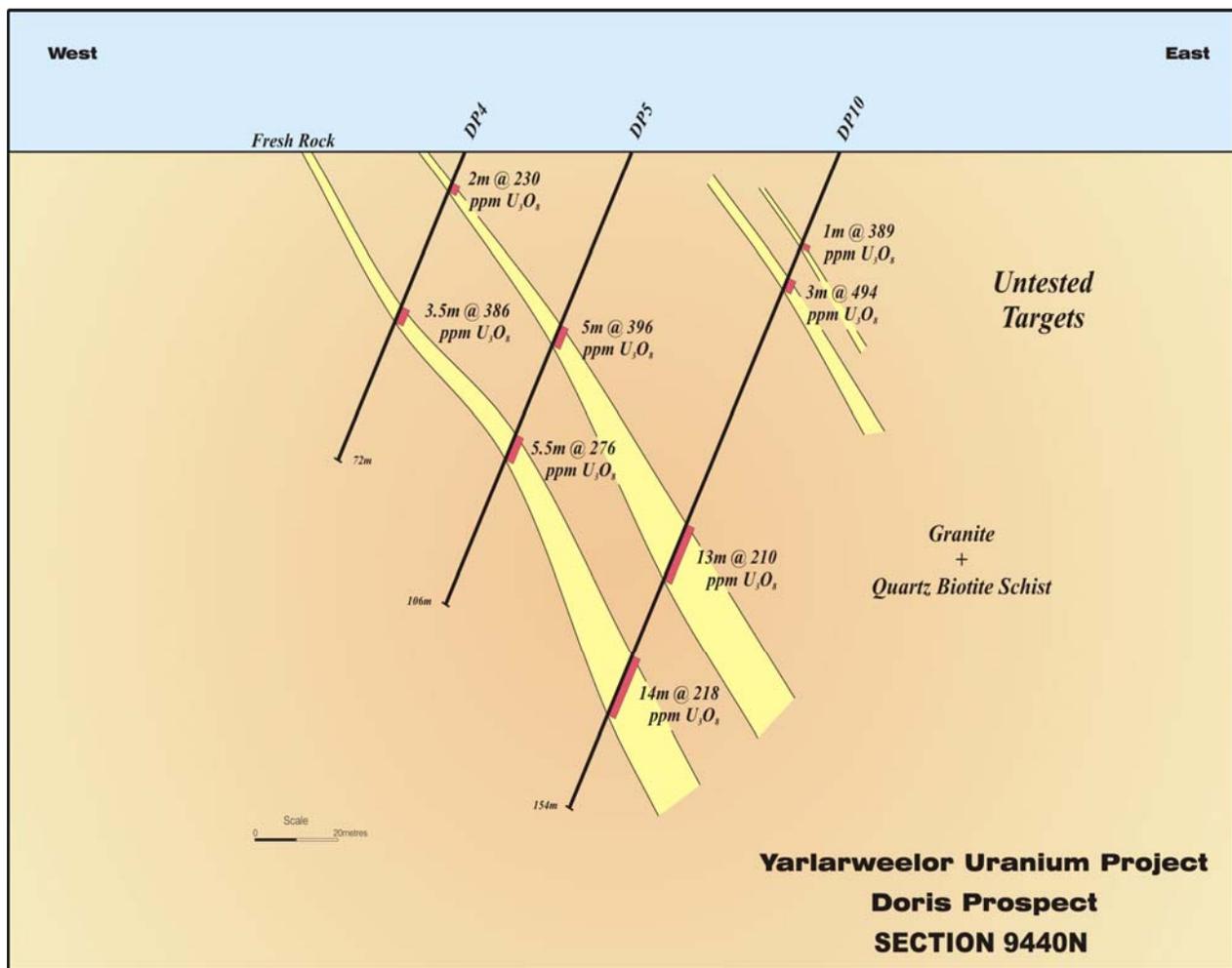
The Kangaroo Ridge and Kangaroo Valley prospects are 1.3 km apart and lie on the same zone of uranium mineralisation which contains values in excess of 700ppm U_3O_8 and appears to be increasing in width and grade with depth.

The Doris prospect contains multiple zones of uranium mineralisation with additional parallel zones still untested.

The Company announced to the Australian Stock Exchange on 1st October 2009 that 100% of the Yarlweelor project would be sold to ASX- listed Freedom Eye Ltd (ASX: “FYI”) subject to that company’s shareholder approval. As part of the sale agreement, Empire Resources would emerge with a direct 30% stake in Freedom Eye and two seats on its Board.

A drilling rig has been contracted to commence a 12 hole, 2000m diamond drilling program on the Kangaroo Ridge, Kangaroo Valley and Doris prospects, commencing in January 2010.





Wynne (WA): Copper – Lead Project- 100% interest

An application for an exploration licence has been lodged covering an area of 90 square kilometres in the northern Gascoyne region of Western Australia. Previous exploration in the area identified extensive ironstones containing geochemically anomalous copper and lead values. These ironstones are associated with meta-sedimentary rocks of the Proterozoic Morrissey Metamorphic Suite.

A site visit was completed during the quarter and a number of ironstone samples collected for analysis.

These assays confirmed the highly anomalous geochemistry with values reaching: 2460ppm Cu, 3860ppm Pb, 1370ppm Zn, 124ppm Bi, 114ppm Mo and 128ppm W in separate ironstone samples.

At least three anomalous ironstone horizons are present, each up to 2-3m thick with at least one extending for a distance of over four kilometres.

Once the exploration licence is granted, an electromagnetic survey will be undertaken to pinpoint any major accumulation of sulphides at depth.

Torrens (SA): Copper-Gold-Uranium Project – 100% interest

The Torrens Project lies on the eastern margin of the Gawler Craton in South Australia. The Gawler Craton is a recognised world-class Iron Oxide-Copper-Gold (IOCG) province that includes the Olympic Dam, Prominent Hill and Carrapateena deposits. No field work was undertaken during the quarter.

Larkin's Find

No field work was undertaken during the quarter.

Paradis Projects

During the quarter, the Company relinquished its interest in the Paradis project.

Corporate

As announced to the ASX on 17 August 2009, the Company raised \$630,000 during the quarter with the placement of 12,600,000 fully paid ordinary shares at A\$0.05 per share to sophisticated investors of Bligh Capital and Kirke Securities.

The monies raised will be used to fund drilling programs on the Company's projects and to provide working capital.

**DAVID SARGEANT
MANAGING DIRECTOR**

October 2009

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 2004 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.

The information in this report concerning the Mineral Resources for the Penny's Find Deposit and the Just Desserts Deposit at Yuinmery have 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 styles of mineralization and types of deposit under consideration and qualifies as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Ball consents to the inclusion in the public release of the matters based on his information in the form and context in which it appears.

Notes on the Penny's Find Resource

An updated resource estimate for the Penny's Find gold mineralisation was completed and announced to the market on 8 August 2007 and 12 October 2007. There has been no change to the resource since that time.

The mineral resource by category is 314,000 tonnes averaging 5.2 g/t gold down to a vertical depth of 150m below surface. The mineral resource above 0.5 g/t gold is summarised in the following table.

Penny's Find - Classified mineral resources – August 2007

| Category | Tonnes | Grade* | Ounces |
|--------------|----------------|-------------|---------------|
| Measured | 79,000 | 4.40 | 11,177 |
| Indicated | 132,000 | 3.98 | 16,893 |
| Inferred | 103,000 | 7.33 | 24,276 |
| TOTAL | 314,000 | 5.18 | 52,316 |

**grades are based on a minimum cut-off of 0.5g/tAu and high assays cut to 25g/tAu*

Resource modelling consultants Datageo calculated a JORC compliant in situ resource estimate, utilising all drill hole information available on mining lease M27/156 up to the end of June 2007.

The resource grade was estimated using ordinary kriging based on the drill hole data composited downhole to 1m intervals within constraining shapes representing the mineralisation. Assumed specific gravity values used were:- oxide 2.0t/m³; transitional 2.2t/m³; fresh 2.5t/m³.

Notes on the Yuinmery Resource

A resource estimate for the Just Desserts prospect at Yuinmery was completed and announced to the market on 9 April 2009. There has been no change in the resource since that time.

The mineral resource by category to a depth of 250m below surface is reported below. The resource comprises no oxide mineralization, only transitional and fresh.

Just Desserts Classified Mineral Resources – March 2009

| | Category | Tonnes | Grade* | | |
|----------------------|--------------|------------------|-------------|-------------|-------------|
| | | | Cu% | Au g/t | Ag g/t |
| 1%Cu cutoff | Indicated | 104,000 | 1.65 | 0.86 | 1.32 |
| | Inferred | 966,000 | 1.84 | 0.77 | 2.12 |
| | TOTAL | 1,070,000 | 1.82 | 0.78 | 2.06 |
| 1.5%Cu cutoff | Indicated | 46,000 | 2.11 | 1.14 | 1.58 |
| | Inferred | 536,000 | 2.34 | 0.92 | 2.68 |
| | TOTAL | 582,000 | 2.33 | 0.93 | 2.61 |

**High assays have been cut to 9%Cu, 20g/tAu and 10g/tAg.*

Resource modelling consultants Datageo calculated a JORC compliant in situ resource estimate, utilising all drill hole information available on Prospecting Licence P57/1215 up to the end of June 2008.

The resource grade was estimated using ordinary kriging based on the drill hole data composited down hole to 1m intervals within constraining shapes representing the mineralisation. Assumed specific gravity values used were:- transitional 2.7t/m³; fresh 3.2t/m³.