11 February 2026 **ASX Release**

EMPIRE RECEIVES FIRM COMMITMENTS FOR A$5 MILLION PLACEMENT

Empire Resources Limited (ASX:ERL, Empire) is pleased to announce that it has received firm commitments for a two-tranche placement to sophisticated and professional investors of 625,000,000 new fully paid ordinary shares in the Company (**New Shares**) at an issue price of $0.008 per New Share (**Offer Price**) to raise A$5,000,000 (before costs) (**Offer** or **Placement**).

The Placement was well supported by existing and new investors. The Company expresses its appreciation to all participants and looks forward to welcoming new investors to the Company's register.

Funds raised from the Placement will be applied to:

(a) accelerating exploration activities at the Company's Yuinmery Project;

(b) further exploration of gold mineralisation encountered at the Penny's Prospect near Kalgoorlie; and

(c) general working capital.

Placement Details

The Offer comprises a two-tranche placement of New Shares as follows:

- an unconditional placement of approximately 363,478,311 New Shares (approximately A$2.908 million), issued pursuant to the Company's existing placement capacity under ASX Listing Rules 7.1 (215,086,987 New Shares) and 7.1A (148,391,324 New Shares) (**Tranche 1**); and
- a conditional placement of up to 261,521,689 New Shares (approximately A$2.092 million) to be issued subject to the approval of the Company's shareholders at an Extraordinary General Meeting of the Company's shareholders for the purposes of ASX Listing Rules 7.1 and 10.11 (as applicable), anticipated to be held in mid March 2026 (**EGM**) (**Tranche 2**).

Entities controlled by Director Dr Michael Ruane, have committed to subscribe for up to A$1.5 million (approximately 187,500,000 New Shares) in the Placement if the maximum amount of A$5,000,000 is raised (**Ruane Commitment**). The Ruane Commitment will form part of Tranche 2 and is subject to approval of the Company's shareholders at the EGM in accordance with ASX Listing Rule 10.11. The Company notes that, subject to such shareholder approval being obtained, Dr Ruane's interest in Shares is expected to change from 38.4% (as at the date of this announcement) to 35.97% following completion of Tranche 2 and Dr Ruane intends to rely on item 9 of section 611 of the *Corporations Act 2001* (Cth) with respect to any change in Dr Ruane's holding during the period between completion of Tranche 1 and Tranche 2.

No lead manager was appointed for the Placement and the Placement was not underwritten. However broker, BW Equities Pty Ltd assisted with the Placement and will receive a fee on funds raised by BW Equities Pty Ltd.

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The Offer price is equal to the last traded price of A$0.008 on Monday, 9 February 2026.

All New Shares will, upon issue, rank equally with all existing Shares on issue.

Indicative Placement Timetable

Event	Date
Announcement of the Placement	11 February 2026
Tranche 1 Settlement of the Placement	**16 February 2026**
Expected date of ASX quotation of Tranche 1 New Shares	17 February 2026
Extraordinary General Meeting of Company	Mid March 2026
Tranche 2 Settlement Date	**Early April 2026**
Expected date of ASX quotation of Tranche 2 New Shares	Early April 2026

The above dates are indicative only and subject to change.

Resumption of trading

Empire has been in a trading halt pending this announcement in relation to the outcome of the Placement. This announcement confirms the successful outcome of the Placement and Empire requests an end to the trading halt.

This announcement is authorised for release by the Board.

For further information, please contact:

Michael Ruane
Executive Chairman

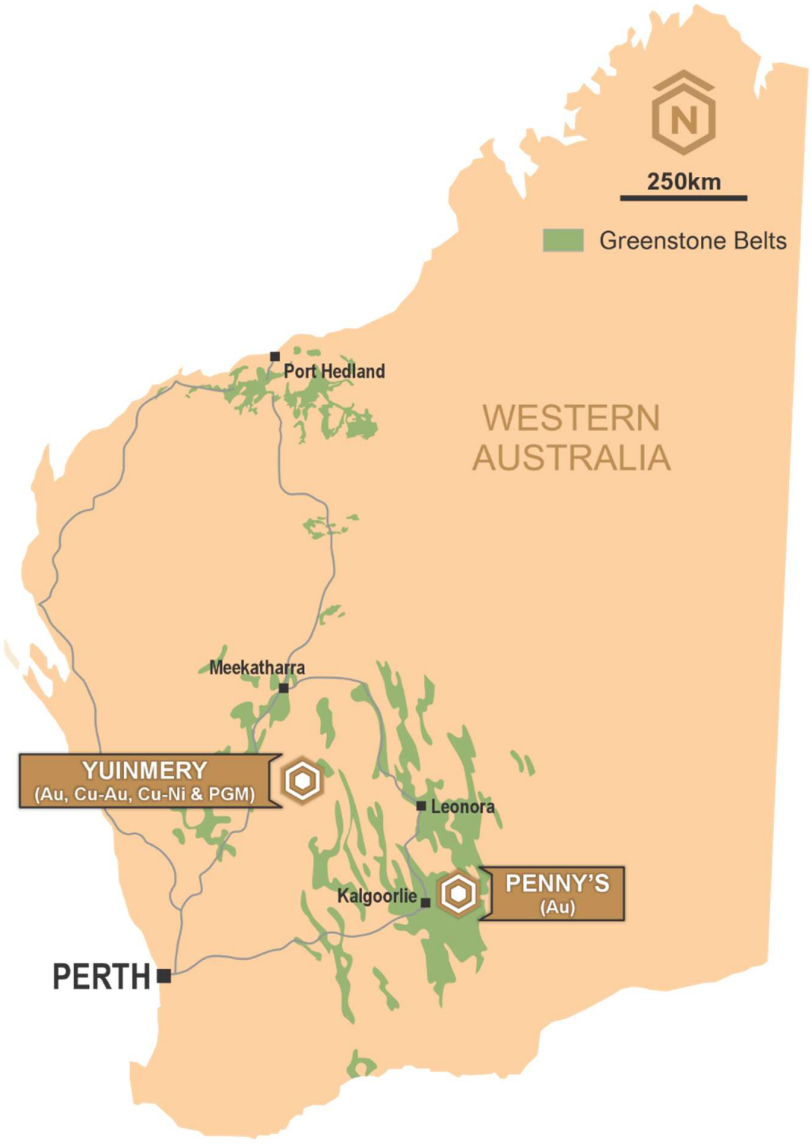
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About Empire

Empire Resources Limited (ASX: ERL) is a gold and copper focussed exploration and development company. Empire owns two highly prospective projects. The Yuinmery Copper-Gold Project 470km northeast of Perth in the Youanmi Greenstone Belt and the Penny's Gold Project 45km northeast of Kalgoorlie in the prolific Eastern Goldfields Region of Western Australia.

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

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