



EMPIRE
MINING CORPORATION

Suite 910 – 475 Howe Street
Vancouver, B.C.
V6C 2B3

MANAGEMENT DISCUSSION AND ANALYSIS

**FOR THE THREE MONTH PERIOD ENDED
AUGUST 31, 2008
(Unaudited)**

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Introduction

The following discussion of performance and financial condition should be read in conjunction with the interim consolidated financial statements for the three month period ended August 31, 2008 and the year ended consolidated financial statements end May 31, 2008. The Company's consolidated financial statements are prepared in accordance with Canadian GAAP. The Company's reporting currency is Canadian dollars unless otherwise stated. The date of this Management's Discussion and Analysis is October 22, 2008.

Description of Business

Empire Mining Corporation (the "Company" or "Empire") was incorporated under the Business Corporations Act (B.C.) on January 4, 2005. The Company completed an initial public offering and commenced trading on the TSX Venture Exchange (the "TSX-V" or "Exchange") on October 31, 2005 and was classified as a Capital Pool Company ("CPC") as defined in the TSX-V Listings Policy 2.4. On November 12, 2007 the Company completed its qualifying transaction and became a tier 2 mining issuer.

Its principal business activity is the exploration and development of mineral properties. All of the Company's mineral properties are currently located in Eastern Europe and Turkey. The Company is in the process of exploring and developing its newly acquired mineral properties.

The Company's consolidated financial statements include the accounts of Empire Mining Corporation and its wholly owned subsidiaries, Empire International Mining Corporation, a British Virgin Island ("BVI") company, Empire Mining (Albania) Corp, an Albanian company, Empire Mining BH, a Bosnian company and Empire Mining SR, a Serbian company.

Mineral Properties

On September 17, 2007, the Company entered into an option agreement (the "Agreement") with Anatolia Minerals Development Ltd. ("Anatolia"), wherein it can earn a 65% interest in the Bursa copper-molybdenum-gold porphyry property (the "Property") located in western Turkey.

Bursa Property

Pursuant to the terms of the Agreement Empire can earn a 65% interest in the Property by:

- i. Making cash payments to Anatolia totaling US\$520,000 over 5 years; (of which \$40,000 has been paid)
- ii. Making payments to Anatolia over 5 years of Empire common shares totaling 5% of Empire's fully diluted share capital as at the 5th anniversary of the Agreement; (400,000 shares issued)
- iii. Making expenditures on the Property totaling US\$7.5 million over 5 years, of which US\$500,000 (incurred) is required to be spent in year 1 and
- iv. Completing a pre-feasibility report on the Property by the 6th anniversary of the Agreement.

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Mineral Properties (continued)

Bursa Property (continued)

Upon earning a 65% interest in the Property, Empire and Anatolia will enter into a formal joint venture agreement establishing each party's ownership, rights and obligations in the joint development and operation of the Property.

The Bursa Property is situated over a belt of demonstrated copper ("Cu") and molybdenum ("Moly") porphyry systems in Bursa and Kutahya provinces, 120km south of Istanbul.

The most consistently mineralized porphyry system found on the Bursa Property to date is Karapinar where past drilling by RTZ intersected 0.35% Cu over approximately 350 meters. Assays consistently surpassed 0.01% Mo towards the bottom of these holes and occasionally exceeded 0.04% Mo and gold averaged 0.15g/t Au.

Subsequent to the period, the Company completed a Phase I drilling program at Bursa consisting of six core holes totaling 1,601 metres. The program was designed to confirm and expand the known porphyry copper occurrences at the Karapinar system. Assays are pending from this program. A number of drill targets on the Property with potential for economically important porphyry and associated skarn systems remain untested.

A technical report with respect to the Property was prepared in accordance with the requirements of NI 43-101 and was filed on Sedar on October 31, 2007. With the exception of the technical report, Empire's Qualified Person is John F. Prochnau, P.Eng., a director of the Company.

Bulqiza Property

On May 15, 2008, the Company was awarded an exclusive Prospecting Permit in the Republic of Albania. The Prospecting Permit totals 134.25 km² and covers much of the chromite-bearing, Bulqiza ultramafic massif in eastern Albania. It allows the Company to assess the license area by carrying out geological, geochemical and geophysical surveys. It also grants the Company an exclusive six-month right to convert open areas within the Prospecting Permit to one or more Exploration Licenses, which permit drilling and project development. The Company has applied for several Exploration Licenses and is awaiting approval.

Nevlje Property

The 100% owned Nevlje Property, consisting of an exploration license covering 62 Km², is located 10 km southwest of Demitrovgrad in southeast Serbia on the Bulgaria border.

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Mineral Properties (continued)

A breakdown of the exploration expenditures by type incurred during the period is as follows:

Mineral Properties Exploration Costs	Bulqiza	Bursa	Nevlje	Total
Balance – May 31, 2007	\$ -	\$ -	\$ -	-
Acquisition	-	161,252	-	161,252
Administrative costs	-	17,199	-	17,199
Laboratory Analysis/Assays	-	37,809	-	37,809
Drilling costs	-	734	-	734
Maps and reports	315	-	-	315
Geological services	-	52,569	-	52,569
License/Permits/Renewals	940	2,239	-	3,179
Travel	-	15,517	-	15,517
Balance – May 31, 2008	\$ 1,255	\$ 287,319	\$ -	288,574
Acquisition	-	-	-	-
Administrative costs	2,126	9,255	-	11,381
Laboratory Analysis/Assays	-	38,557	-	38,557
Drilling costs	-	278,058	-	278,058
Maps and reports	2,577	-	-	2,577
Geological services	27,292	111,351	63,719	202,362
License/Permits/Renewals	-	-	1,615	1,615
Travel	5,446	23,638	9,944	39,028
Equipment	1,440	7,692	-	9,132
Balance – August 31, 2008	\$ 40,136	\$ 755,870	\$ 75,278	\$ 871,284

Selected Annual Information

	May 31, 2008	May 31, 2007	May 31, 2006
Financial results			
Net loss for year	1,069,717	215,573	202,973
Basic and diluted loss per share	0.09	0.03	0.03
Expenditures on resource properties	288,574	-	-
Balance sheet data			
Cash and short term deposits	1,161,501	69,104	250,399
Resource properties	288,574	-	-
Total assets	2,217,272	111,068	262,400
Deficit	1,497,679	427,962	212,389

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Results of Operations – Current Period and YTD

The Company incurred a \$302,029 loss during the current quarter versus a \$98,422 loss during the same period in the prior year. This amounts to a \$203,607 (207%) increase which can be primarily attributed to an increase in professional fees, directors' fees, management fees, stock-based compensation, office and general, travel, corporate administration fees and property investigation expenses due to the Company's increased activity surrounding searching for and evaluation of new mineral property acquisitions.

Liquidity

The Company does not currently own or have an interest in any producing mineral properties and does not derive any revenues from operations. The Company's activities have been funded through equity financing and the Company expects that it will continue to be able to utilize this source of financing until it identifies a feasible resource and ultimately develops cash flow from operations. There can be no assurance, however, that the Company will be successful in its efforts. If such funds are not available or other sources of finance cannot be obtained, then the Company will be forced to curtail its activities to a level for which funding is available and can be obtained.

As at August 31, 2008, the Company had a working capital balance of \$2,932,391 which included a cash balance of \$307,010 and liquid GICs totaling \$2,582,123. Management believes that the Company will have sufficient capital with which to explore its new mineral exploration projects and provide for general working capital requirements for the next 12 months.

Selected Quarterly Financial Data (\$)

Financial results:	Aug. 31 2008	May 31 2008	Feb. 28 2008	Nov. 30 2007	Aug. 31 2007	May 31 2007	Feb. 28 2007	Nov. 30 2006
Net loss for the period	302,029	458,889	410,030	102,376	98,422	94,168	37,815	33,238
Basic/Diluted loss per share	0.02	0.09	0.04	0.01	0.01	0.01	0.01	0.00
Resource expenditures	582,710	64,614	57,703	166,257	-	-	-	-

Balance sheet data:	Aug. 31 2008	May 31 2008	Feb. 28 2008	Nov. 30 2007	Aug. 31 2007	May 31 2007	Feb. 28 2007	Nov. 30 2006
Cash and GIC	2,889,133	1,161,501	808,782	1,160,918	1,392,183	69,104	112,960	158,203
Resource properties	871,284	288,574	57,703	166,257	-	-	-	-
Total assets	3,918,650	2,217,272	1,133,070	1,410,649	1,446,803	111,068	137,809	171,915
Shareholders' equity	3,803,675	2,138,159	1,067,377	1,388,863	1,381,239	39,487	133,655	171,470

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Share Capital Information

As of October 22, 2008 the following equity securities were outstanding:

	Price	Expiry date	Number of common shares
Common shares, issued and outstanding:			24,693,460
Securities convertible into common shares:			
Warrants	\$0.38	October 10, 2009	2,705,066
	\$0.38	February 6, 2010	3,466,667
Broker			
Warrants	\$0.38	October 10, 2009	432,810
	\$0.38	February 6, 2010	554,666
Options	\$0.10	October 31, 2010	610,000
	\$0.35	July 17, 2011	60,000
	\$0.40	January 24, 2013	1,320,000
			33,842,669

Private Placements

- i) On August 6, 2008, the Company completed a non-brokered private placement consisting of 6,933,332 units for gross proceeds of \$2,080,000. Each unit was comprised of a common share and one half of one share purchase warrant wherein each whole share purchase warrant is exercisable into a common share at \$0.38 per share until February 6, 2010.

The warrants attached to the above private placement have been valued at \$303,228 based upon the Black Scholes model which utilizes the following assumptions: Expected dividend yield of nil, expected stock price volatility of 85%, Risk-free interest rate of 3.20%, and Expected life of warrants of 18 months

Share issuance costs of \$235,571 were paid in conjunction with this financing including a cash commission of \$166,400 (equal to 8% of the gross proceeds), legal fees of \$1,212, filing fees of \$11,250 and 554,666 agent warrants. These agent warrants have been determined to have a fair value of \$56,709 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, Expected stock price volatility of 85%, Risk free interest rate of 3.20%, Expected life of warrants of 18 months. The agent warrants are exercisable at a price of \$0.38 for a period of 18 months and are exercisable on or before February 6, 2010. Fair value of \$34,342 that relates to the share issuance costs has been credited to contributed surplus.

Warrants

- i) In conjunction with the August 6, 2008 private placement 3,466,667 warrants were granted. Each warrant will entitle the holder to purchase one additional common share at a price of \$0.38 per common share at any time prior to February 6, 2010. (See note 5iii to interim consolidated financial statements).

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Share Capital Information (continued)

Warrants (continued)

- ii) During the current period, 554,666 agent warrants were granted in conjunction with the private placement on August 6, 2008 as part of the compensation to the agent. *(See note 5iii to the interim consolidated financial statements).*

Stock Options

- i) During the current period, 10,000 options were cancelled as the holder was no longer employed by the Company.
- ii) During the current period, \$66,407 in fair value of the options granted during the prior year had vested and has been recorded in the Company's accounts as stock based compensation.

Commitments

Effective February 1, 2008, the Company entered into a services agreement with HRG in which the Company will pay a monthly fee of approximately \$12,514 that includes office rent, corporate administration, accounting, corporate secretarial, chief financial officer and other related services. HRG is a management company jointly owned by the Company and certain other public companies, all of which share office space and staff on a cost recovery basis. The agreement will expire December 31, 2008 and requires 180 days notice prior to termination by either party. The Company shares two directors in common with HRG. The Company has a \$26,664 deposit paid to HRG for management services and fixed assets. *(See Note 6b to the interim consolidated financial statements)*

Related Party Transactions

- a. At August 31, 2008, the Company owed \$30,608 (May 31, 2008 - \$977) for consulting services and reimbursement of administrative expenses to companies with directors and officers in common. These are non-interest bearing and are paid under the same terms as normal accounts payable.
- b. At August 31, 2008, a management services company, with two directors in common, owed the Company \$26,664 (May 31, 2008 - \$33,630) relating to deposits for services and fixed assets paid to the related company. *(See Note 9 to the interim consolidated financial statements)*

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Related Party Transactions (continued)

- c. The following related party transactions were in the normal course of operations and are measured at fair value being their exchange amounts and consists of the following items:

	August 31, 2008	August 31, 2007
HRG Management Ltd. - Directors & Officers in common (* see below)	\$ 81,809	\$27,162
DC Minerals Consultants – Director and Officer in common, consulting services	25,113	-
Perennial Capital Corp – Director in common, consulting services	13,125	-
John Prochnau- Former Director, consulting services	24,475	-
Total	\$ 144,522	\$27,162

* HRG Management Ltd. (“HRG”) is a management company jointly owned by the Company and certain other companies that share Vancouver office space and administrative services at cost. The Company shares two directors in common with HRG (*See Note 9 to the interim consolidated financial statements*).

Subsequent Events

Subsequent to period end, the Company issued 200,000 shares in accordance with the Anatolia Minerals Development Ltd. agreement for the Bursa copper property. (*See Note 4 to the interim consolidated financial statements*)

Changes in Accounting Policies

The Company implemented the following accounting policy changes during the period.

Going Concern

Effective June 1, 2008, the Company adopted an amendment to CICA Handbook Section 1400, “General Standards of Financial Statement Presentation” in relation to going concern. These amendments require management to assess an entity’s ability to continue as a going concern. When management is aware of material uncertainties related to events or conditions that may cast doubt on an entity’s ability to continue as a going concern, those uncertainties must be disclosed. In assessing the appropriateness of the going concern assumption, the standard requires management to consider all available information about the future, which is at least, but not limited to, twelve months from the balance sheet date. The adoption did not have a material impact on the interim consolidated financial statements for any of the periods presented.

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Recent Accounting Pronouncements

Recent Canadian accounting pronouncements that have been issued but are not yet effective, and which may affect the Company's financial reporting are summarized below:

a) International Financial Reporting Standards ("IFRS")

In January 2006, CICA Accounting Standards Board ("AcSB") adopted a strategic plan for the direction of accounting standards in Canada. As part of that plan, accounting standards in Canada for public companies are expected to converge with International Financial Reporting Standards ("IFRS") by the end of 2011. The Company continues to monitor and assess the impact of convergence of Canadian GAAP and IFRS.

b) Goodwill and intangible assets

In October 2007, the CICA approved Handbook Section 3064, "Goodwill and Intangible Assets" which replaces the existing Handbook Sections 3062, "Goodwill and Other Intangible Assets" and 3450 "Research and Development Costs". This standard is effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2008, with earlier application encouraged. The standard provides guidance on the recognition, measurement and disclosure requirements for goodwill and intangible assets. The Company is currently assessing the impact of this new accounting standard on its financial statements.

Critical Accounting Estimates

The preparation of financial statements requires the Company to select from possible alternative accounting principles, and to make estimates and assumptions that determine the reported amounts of assets and liabilities at the balance sheet date and reported costs and expenditures during the reporting period. Estimates and assumptions may be revised as new information is obtained, and are subject to change. The Company's accounting policies and estimates used in the preparation of the consolidated financial statements are considered appropriate in the circumstances, but are subject to judgments and uncertainties inherent in the financial reporting process.

Property acquisition costs and related direct exploration costs may be deferred until the properties are placed into production, sold, abandoned, or written down, where appropriate. The Company's accounting policy is to capitalize exploration costs consistent with Canadian GAAP and applicable guidelines for exploration stage companies. The policy is consistent with other junior exploration companies which have not established mineral reserves objectively. An alternative policy would be to expense these costs until sufficient work has been done to determine that there is a probability a mineral reserve can be established; or alternatively, to expense such costs until a mineral reserve has been objectively established. Management is of the view that its current policy is appropriate for the Company at this time. Based on annual impairment reviews made by management, or earlier if circumstances warrant, in the event that the long-term expectation is that the net carrying amount of these capitalized exploration costs will not be recovered, then the carrying amount is written down accordingly and the write-down charged to operations. A write-down may be warranted in situations where a property is to be sold or abandoned; or exploration activity ceases on a property due to unsatisfactory results or insufficient available funding.

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Disclosure and Internal Controls

Disclosure controls and procedures have been established to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which annual filings are being prepared. Furthermore, internal controls have been established to ensure the Company's assets are safeguarded and to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with Canadian GAAP.

There have been no changes in the Company's internal controls during the three month period ended August 31, 2008.

Risks and Uncertainties

The Company is in the mineral exploration and development business and as such is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

- a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates.
- b) The only source of future funds for further exploration programs, or if such exploration programs are successful for the development of economic ore bodies and commencement of commercial production thereon, which are presently available to the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another party carrying out further exploration or development. Management was successful in accessing the equity markets during the year, but there is no assurance that such sources will be available on acceptable terms in the future.
- c) Any future equity financings by the Company for the purpose of raising additional capital may result in substantial dilution to the holdings of existing shareholders.
- d) The Company must comply with environmental regulations governing air and water quality and land disturbance and provide for mine reclamation and closure costs.
- e) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue its exploration and development activities in the future.
- f) There is no certainty that the properties which the Company has deferred as assets on its balance sheet will be realized at the amounts recorded. These amounts should not be taken to reflect realizable value.

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described on forward-looking statements. The Company has not completed a feasibility study on any of its deposits to determine if it hosts a mineral resource that can be economically developed and profitably mined.

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Management's Responsibility for Financial Statements

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these consolidated statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the accompanying interim consolidated financial statements.

Management maintains a system of internal controls to provide reasonable assurance that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information. The Company's CEO and CFO have confirmed to the Company that they are satisfied with the effectiveness of the Company's system of disclosure controls and procedures as at August 31, 2008 based upon their evaluation of the effectiveness of such disclosure controls and procedures.

Approval

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the consolidated financial statements and related financial reporting and internal control matters before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors of EMPIRE has approved the consolidated financial statements and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Off-Balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements during the period.

Other Information

Additional information about the Company is available on the Company's website at www.empireminingcorp.com or SEDAR at www.sedar.com.

Caution Regarding Forward Looking Statements

Except for historical information contained in this discussion and analysis, disclosure statements contained herein are forward-looking. Forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from those in such forward-looking statements. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and the Company undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change. Investors are cautioned against attributing undue certainty to forward-looking statements.

EMPIRE MINING CORPORATION

Management Discussion and Analysis

For the Three Month Period Ended August 31, 2008

Corporate Information

Head Office: Suite 910 – 475 Howe Street
Vancouver, BC V6C 2B3

Directors: Robert Giustra
Kenneth Judge
David Cliff

Officers: David Cliff, President and Chief Executive Officer
Sean McGrath, Chief Financial Officer
Jacqueline Collins, Corporate Secretary

Auditor: PricewaterhouseCoopers LLP
PricewaterhouseCoopers Place
7th Floor, 250 Howe Street
Vancouver, BC V6C 3S7

Legal Counsel: Lang Michener LLP
Suite 1500 - 1055 West Georgia Street
Vancouver, BC V6E 4N7

Transfer Agent: Computershare Investor Services
2nd Floor – 510 Burrard Street
Vancouver, BC V6C 3B9



EMPIRE
MINING CORPORATION

Suite 910 – 475 Howe Street
Vancouver, B.C.
V6C 2B3

**INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTH PERIOD ENDED
AUGUST 31, 2008
(UNAUDITED)**

**NOTICE OF NO AUDITOR REVIEW OF
INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying un-audited interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

Management Responsibility for Financial Reporting

The accompanying interim consolidated financial statements have been prepared by management and are in accordance with Canadian generally accepted accounting principles. Other information contained in this document has also been prepared by management and is consistent with the data contained in the consolidated financial statements. A system of internal control is maintained by management to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable. Any system of internal control over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management has a process in place to evaluate internal control over financial reporting. Based on that evaluation, management has concluded that internal control over financial reporting was effective as of August 31, 2008.

The board of directors approves the interim consolidated financial statements and ensures that management discharges its financial responsibilities. The board's review is accomplished principally through the audit committee. The audit committee meets periodically with management and the auditors to review financial reporting and control matters.

“Ken Judge”
Chairman of the Board

“David Cliff ”
President and CEO

October 22, 2008
Vancouver, British Columbia

Empire Mining Corporation

(A Development Stage Company)

Interim Consolidated Balance Sheet

Canadian Funds

(unaudited)

	August 31, 2008	May 31, 2008
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 307,010	\$ 241,858
Term deposit (note 3)	2,582,123	919,643
Prepays and deposits	128,630	717,768
Due from related parties (note 6)	26,664	33,630
Receivables	2,939	15,799
	3,047,366	1,928,698
Mineral Properties (note 4)	871,284	288,574
	\$ 3,918,650	\$ 2,217,272
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 84,367	\$ 78,136
Due to related parties (note 6)	30,608	977
	114,975	79,113
Shareholders' Equity		
Share capital (note 5)	4,683,691	3,108,148
Contributed surplus (note 5)	919,692	527,690
Deficit	(1,799,708)	(1,497,679)
	3,803,675	2,138,159
	\$ 3,918,650	\$ 2,217,272

Nature and continuance of operations (note 1)

Commitments (note 9)

On behalf of the Board:

/s/ Ken Judge

Ken Judge - Director

/s/ David Cliff

David Cliff - Director

The accompanying notes are an integral part of these interim consolidated financial statements

Empire Mining Corporation

(A Development Stage Company)

Interim Consolidated Statements of Loss, Comprehensive Loss and Deficit

Canadian Funds

(unaudited)

	Three Month Period Ended August 31, 2008	Three Month Period Ended August 31, 2007
EXPENSES		
Consulting fees	\$ 44,296	\$ 52,444
Corporate administration fees	24,870	13,737
Directors fees	9,000	-
Management fees	32,612	-
Office and general	44,471	7,541
Professional fees	34,443	13,826
Property investigation	31,271	-
Shareholder relations	11,700	2,332
Stock-based compensation	66,407	-
Telecommunications	1,997	197
Transfer agent and filing fees	3,164	15,067
Travel	32,996	851
Loss Before Other Income (Expenses)	(337,227)	(105,995)
Other Income (Expenses)		
Interest income	12,776	6,862
Foreign exchange gain	22,422	711
Loss and Comprehensive Loss for the Period	(302,029)	(98,422)
Deficit, Beginning of Period	(1,497,679)	(427,962)
Deficit, End of Period	\$ (1,799,708)	\$ (526,384)
Basic and Diluted Loss Per Common Share	\$ (0.02)	\$ (0.01)
Weighted Average Number of Common Shares Outstanding (Basic and Diluted)	19,519,548	9,023,912

The accompanying notes are an integral part of these interim consolidated financial statements

Empire Mining Corporation

(A Development Stage Company)

Interim Consolidated Statements of Cash Flows

Canadian Funds

(unaudited)

	Three Month Period Ended August 31, 2008	Three Month Period Ended August 31, 2007
Cash Flows Provided by (Used in)		
Operating Activities		
Loss for the period	\$ (302,029)	\$ (98,422)
Item not affecting cash:		
Stock-based compensation	66,407	-
Interest accrued on term deposit	(7,582)	-
Changes in non-cash working capital items:		
Decrease (increase) in prepaids and deposits	589,137	(5,535)
Decrease in due from related parties	6,966	-
Decrease (increase) in receivables	12,860	(7,121)
Increase in accounts payable	6,231	261
Decrease in due to related parties	29,631	(6,278)
Net cash used in operating activities	401,621	(117,095)
Investing Activities		
Deferred exploration and development costs	(582,710)	-
Purchase of term deposit	(1,654,898)	(1,200,000)
	(2,237,608)	(1,200,000)
Financing Activities		
Common shares issued for cash	2,080,000	1,499,998
Share issuance costs	(178,861)	(59,824)
	1,901,139	1,440,174
Change in cash during the period	65,152	123,079
Cash, beginning of period	241,858	69,104
Cash, end of period	\$ 307,010	\$ 192,183

Supplemental Cash Flow Information - note 10

The accompanying notes are an integral part of these interim consolidated financial statements

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

1. Nature of Operations

Empire Mining Corporation (the “Company” or “Empire”) was incorporated under the Business Corporations Act (B.C.) on January 4, 2005. The Company completed an initial public offering and commenced trading on the TSX Venture Exchange (the “TSX-V” or “Exchange”) on October 31, 2005.

The Company is a tier 2 mining issuer, and its principal business activity is the exploration and development of mineral properties. All of the Company’s mineral properties are currently located in Eastern Europe and Turkey. The Company is in the process of exploring and developing its mineral properties, but has not yet determined whether the properties contain ore reserves that are economically recoverable. The recoverability of the amounts shown for mineral properties are dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete the development of those reserves and upon future profitable production. To date, the Company has not received any revenue from mining operations and is considered to be in the development stage.

2. Basis of Presentation

These interim consolidated financial statements are presented in accordance with generally accepted accounting principles (“GAAP”) applicable in Canada. They follow the same accounting policies and methods of application as the most recent annual audited financial statements. Consequently, these statements should be read in conjunction with the annual audited consolidated financial statements for the year ended May 31, 2008.

3. Term Deposits

Details are as follows:

	<u>August 31, 2008</u>	<u>May 31, 2008</u>
Short-term Investment Certificate	\$100,000	\$500,000
Maturity date	April 20, 2009	July 31, 2008
Interest rate per annum	3.00%	4.40%
Short-term Investment Certificate	\$125,000	\$400,000
Maturity date	July 10, 2009	April 20, 2009
Interest rate per annum	Prime less 2.5%	3.00%
Short-term Investment Certificate	\$1,000,000	
Maturity date	July 20, 2009	
Interest rate per annum	3.00%	
Short-term Investment Certificate	\$350,000	
Maturity date	July 30, 2009	
Interest rate per annum	Prime less 2.25%	
Short-term Investment Certificate	\$1,000,000	
Maturity date	August 15, 2009	
Interest rate per annum	3.00%	

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

3. Term Deposits (continued)

The short-term investment certificates were issued by the Bank of Montreal and are redeemable at any time, but if redeemed within the first 30 days of issue then interest will not be paid.

Accrued interest of \$7,123 has been included in the balance to reflect the fair value of the term deposits held at August 31, 2008.

4. Mineral Properties

On September 17, 2007, the Company entered into an option agreement (the "Agreement") with Anatolia Minerals Development Ltd. ("Anatolia"), wherein it can earn a 65% interest in the Bursa copper-molybdenum-gold porphyry property (the "Property") located in western Turkey.

Bursa Property

Pursuant to the terms of the Agreement Empire can earn a 65% interest in the Property by:

- i. Making cash payments to Anatolia totaling US\$520,000 over 5 years; (of which \$40,000 has been paid)
- ii. Making payments to Anatolia over 5 years of Empire common shares totaling 5% of Empire's fully diluted share capital as at the 5th anniversary of the Agreement; (400,000 shares issued)
- iii. Making expenditures on the Property totaling US\$7.5 million over 5 years, of which US\$500,000 (incurred subsequent to period end) is required to be spent in year 1; and
- iv. Completing a pre-feasibility report on the Property by the 6th anniversary of the Agreement.

Upon earning a 65% interest in the Property, Empire and Anatolia will enter into a formal joint venture agreement establishing each party's ownership, rights and obligations in the joint development and operation of the Property.

Bulqiza Property

On May 15, 2008, the Company was awarded an exclusive Prospecting Permit in the Republic of Albania. The Prospecting Permit totals 134.25 km² and covers much of the chromite-bearing, Bulqiza ultramafic massif in eastern Albania. It allows the Company to assess the license area by carrying out geological, geochemical and geophysical surveys. It also grants the Company an exclusive six-month right to convert open areas within the Prospecting Permit to one or more Exploration Licenses, which permit drilling and project development. The Company has applied for several Exploration Licenses and is awaiting approval.

Nevlje Property

The 100% owned Nevlje Property, consisting of an exploration license covering 62 Km², is located 10 km south-west of Demitrovgrad in southeast Serbia on the Bulgaria border.

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

4. Mineral Properties (continued)

A breakdown of the exploration expenditures by type incurred during the period is as follows:

Mineral Properties Exploration Costs	Bulgiza		Bursa		Nevlje		Total
Balance – May 31, 2007	\$	-	\$	-	\$	-	\$ -
Acquisition	-	-	161,252	-	-	-	161,252
Administrative costs	-	-	17,199	-	-	-	17,199
Laboratory Analysis/Assays	-	-	37,809	-	-	-	37,809
Drilling costs	-	-	734	-	-	-	734
Maps and reports	315	-	-	-	-	-	315
Geological services	-	-	52,569	-	-	-	52,569
License/Permits/Renewals	940	-	2,239	-	-	-	3,179
Travel	-	-	15,517	-	-	-	15,517
Balance – May 31, 2008	\$	1,255	\$	287,319	\$	-	\$ 288,574
Acquisition	-	-	-	-	-	-	-
Administrative costs	2,126	-	9,255	-	-	-	11,381
Laboratory Analysis/Assays	-	-	38,557	-	-	-	38,557
Drilling costs	-	-	278,058	-	-	-	278,058
Maps and reports	2,577	-	-	-	-	-	2,577
Geological services	27,292	-	111,351	-	63,719	-	202,362
License/Permits/Renewals	-	-	-	-	1,615	-	1,615
Travel	5,446	-	23,638	-	9,944	-	39,028
Equipment	1,440	-	7,692	-	-	-	9,132
Balance – August 31, 2008	\$	40,136	\$	755,870	\$	75,278	\$ 871,284

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

5. Share Capital

a) **Authorized** – Unlimited number of common shares without par value.

b) **Issued and Outstanding:**

	Number of Shares	Share Capital	Contributed Surplus
Balance at May 31, 2007	6,850,001	404,112	63,337
Non-brokered private placement (i)	4,999,995	1,499,998	-
Brokered private placement (ii)	5,410,132	1,360,578	262,461
Mineral property acquisition	200,000	100,000	-
Share issuance costs	-	(270,805)	(40,699)
Stock based compensation	-	-	196,762
Agent's warrants exercised	100,000	10,000	-
Fair value of agent's warrants exercised	-	4,265	(4,265)
Fair value of agent's warrants granted	-	-	50,094
Balance at May 31, 2008	17,560,128	3,108,148	527,690
Non-brokered private placement (iii)	6,933,332	1,776,772	303,228
Share issuance costs	-	(201,229)	(34,342)
Fair value of agent's warrants granted	-	-	56,709
Stock based compensation	-	-	66,407
Balance at August 31, 2008	24,493,460	\$ 4,683,691	\$ 919,692

i) During the year ended May 31, 2008, the Company completed a non-brokered private placement consisting of 4,999,995 common shares for gross proceeds of \$1,499,998. There were no warrants attached to the offering. Share issuance costs of \$59,824 were paid in conjunction with this financing.

ii) During the year ended May 31, 2008, the Company completed a brokered private placement raising gross proceeds of \$1,623,039 through the issuance of 5,410,132 units. The units were sold at a price of \$0.30 per unit and are comprised of one common share and one-half of one share purchase warrant. Each whole share purchase warrant entitles the holder to purchase one additional common share at a price of \$0.38 per common share at any time prior to October 10, 2009.

The warrants attached to the above private placement have been valued at \$262,461 based upon the Black Scholes model which utilizes the following assumptions: Expected dividend yield of nil, expected stock price volatility of 73%, Risk-free interest rate of 2.80%, and Expected life of warrants of 18 months.

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

5. Share Capital (continued)

Share issuance costs of \$251,680 were paid in conjunction with this financing, including a cash commission of \$129,843 (equal to 8% of the gross proceeds), legal fees of \$4,979, filing fees of \$66,764 and 432,810 agent warrants. These agent warrants have been determined to have a fair value of \$50,094 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, Expected stock price volatility of 73%, Risk free interest rate of 2.80%, Expected life of warrants of 18 months. The agent warrants are exercisable at a price of \$0.38 for a period of 18 months and are exercisable on or before October 10, 2009. Fair value of \$40,699 that relates to the share issuance costs has been credited to contributed surplus.

iii) On August 6, 2008, the Company completed a non-brokered private placement consisting of 6,933,332 units for gross proceeds of \$2,080,000. Each unit was comprised of a common share and one half of one share purchase warrant wherein each whole share purchase warrant is exercisable into a common share at \$0.38 per share until February 6, 2010.

The warrants attached to the above private placement have been valued at \$303,228 based upon the Black Scholes model which utilizes the following assumptions: Expected dividend yield of nil, expected stock price volatility of 85%, Risk-free interest rate of 3.20%, and Expected life of warrants of 18 months

Share issuance costs of \$235,571 were paid in conjunction with this financing including a cash commission of \$166,400 (equal to 8% of the gross proceeds), legal fees of \$1,212, filing fees of \$11,250 and 554,666 agent warrants. These agent warrants have been determined to have a fair value of \$56,709 based upon the Black Scholes model which utilized the following assumptions: Expected dividend yield of nil, Expected stock price volatility of 85%, Risk free interest rate of 3.20%, Expected life of warrants of 18 months. The agent warrants are exercisable at a price of \$0.38 for a period of 18 months and are exercisable on or before February 6, 2010. Fair value of \$34,342 that relates to the share issuance costs has been credited to contributed surplus.

- c) **Escrowed Shares** – Pursuant to the Company's initial public offering, a total of 4,438,126 common shares were placed into escrow. In accordance with the escrow agreement, a total of 10% of these shares were released upon completion of the Company's Qualifying Transaction and the balance will be released at a rate of 15% every six months thereafter. As at August 31, 2008, a total of 3,373,126 common shares remained in escrow.

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

5. Share Capital (continued)

d) Incentive Stock Options

The following table summarizes information about stock options outstanding at August 31, 2008:

Number of Stock Options	Exercise Price	Expiry Date
610,000	\$0.10	October 31, 2010
60,000	\$0.35	July 17, 2011
1,320,000	\$0.40	January 24, 2013

	Options Outstanding	Weighted Average Exercise Price Per Share	Weighted Average Time to Expiry
Balance – May 31, 2007	670,000	0.12	3.49 yrs
Granted during the year	1,330,000	0.40	5.00 yrs
Balance – May 31, 2008	2,000,000	\$0.40	4.08 yrs
Cancelled during the period	(10,000)	0.40	-
Balance – August 31, 2008	1,990,000	\$0.40	4.08 yrs

- a) During the year ended May 31, 2008, the Company granted a total of 1,330,000 stock options, exercisable on or before January 24, 2013 at a price of \$0.40. The total fair value of the options granted during the period was \$354,172 with \$196,762 being recorded in the Company's accounts as stock based compensation. The balance of \$157,410 will vest over a period of 18 months with 25% vesting on each successive date that is six months from the date of the grant.

The fair value of each option granted was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions:

Assumption	Value
Expected dividend yield	0.00%
Expected stock price volatility	85%
Risk-free interest rate	3.45%
Expected life of options	5 years

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

5. Share Capital (continued)

d) Incentive Stock Options (continued)

- b) During the current period, 10,000 options were cancelled as the holder was no longer employed by the Company.
- c) During the current period, \$66,407 in fair value of the options granted during the prior year had vested and has been recorded in the Company's accounts as stock based compensation.

Option pricing models require the input of highly subjective assumptions including the expected price volatility. Changes in the subjective input assumptions can materially affect the fair value estimate, and therefore the existing models do not necessarily provide a reliable single measure of the fair value of the Company's stock options.

e) Agent Warrants

The following is a summary of the changes in the Company's agent warrants during the period:

	Warrants outstanding	Weighted average exercise price per share
Balance – May 31, 2007	100,000	0.10
Granted during the year	432,810	0.38
Exercised during the year	(100,000)	0.10
Balance – May 31, 2008	432,810	\$0.38
Granted during the period	554,666	\$0.38
Balance – August 31, 2008	987,476	\$0.38

- a) During the year ended May 31, 2008, 432,810 agent warrants were granted as part of the compensation to the agent. (See note 5ii).
- b) During the year ended May 31, 2008, the Company had 100,000 warrants exercised for total proceeds of \$10,000. As part of the warrant exercises, there was \$4,265 in fair value associated with the fair value of the agent's warrants granted during a previous year's private placement. These amounts were transferred from contributed surplus to common shares.
- c) During the current period, 554,666 agent warrants were granted in conjunction with the private placement on August 6, 2008 as part of the compensation to the agent. (See note 5iii).

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

5. Share Capital (continued)

f) Warrants

Warrants have been granted and are exercisable allowing the holders to purchase common shares of the Company as follows:

	Number of Warrants	Weighted Average Exercise Price
Balance, May 31, 2007	-	\$ -
Granted during the year	2,705,066	0.38
Exercised during the year	-	-
Expired during the year	-	-
Balance, May 31, 2008	2,705,066	\$ 0.38
Granted during the period	3,466,667	0.38
Balance, August 31, 2008	6,171,733	\$ 0.38

- a) In conjunction with the private placement during the year ended May 31, 2008, 5,410,132 half warrants were granted. Each whole warrant will entitle the holder to purchase one additional common share at a price of \$0.38 per common share at any time prior to October 10, 2009. (See note 5ii).
- b) In conjunction with the August 6, 2008 private placement 3,466,667 warrants were granted. Each warrant will entitle the holder to purchase one additional common share at a price of \$0.38 per common share at any time prior to February 6, 2010. (See note 5iii).

6. Related Party Transactions

- a. At August 31, 2008, the Company owed \$30,608 (May 31, 2008 - \$977) for consulting services and reimbursement of administrative expenses to companies with directors and officers in common. These are non-interest bearing and are paid under the same terms as normal accounts payable.
- b. At August 31, 2008, a management services company, with two directors in common, owed the Company \$26,664 (May 31, 2008 - \$33,630) relating to deposits for services and fixed assets paid to the related company. (See Note 9)

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

6. Related Party Transactions (continued)

- c. The following related party transactions were in the normal course of operations and are measured at fair value being their exchange amounts and consists of the following items:

	August 31, 2008	August 31, 2007
HRG Management Ltd. - Directors & Officers in common (* see below)	\$ 81,809	\$27,162
DC Minerals Consultants – Director and Officer in common, consulting services	25,113	-
Perennial Capital Corp – Director in common, consulting services	13,125	-
John Prochnau- Former Director, consulting services	24,475	-
Total	\$ 144,522	\$27,162

* HRG Management Ltd. (“HRG”) is a management company jointly owned by the Company and certain other companies that share Vancouver office space and administrative services at cost. The Company shares two directors in common with HRG (*See Note 9*).

7. Capital Management

The Company’s objectives when managing capital are to safeguard the Company’s ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders’ equity as well as cash and cash equivalents, receivables, investments and investment tax credit receivable balances.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents and investments.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors.

The Company’s investment policy is to invest its cash in low risk highly liquid short- term interest bearing investments, selected with regards to the expected timing of upcoming expenditures.

The Company expects its current capital resources will be sufficient to carry its exploration and development plans and operations through the current fiscal year.

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

8. Management of Financial Risk

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

Foreign Currency Risk

The Company's functional currency is the Canadian dollar. However, the Company is exposed to the currency risk related to the fluctuation of foreign exchange rates as some of the Company's operations are located in the Republics of Turkey, Albania and Serbia. The Company also has liabilities denoted in US dollars and UK pound sterling. A significant change in the currency exchange rates between the Canadian dollar relative to the Turkish Lira, Serbian Dinar, Albanian Lek, US dollar, Euro, and the UK pound sterling could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

Interest rate and credit risk

The Company has significant cash balances and no interest-bearing debt. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts and management believes the risk of loss to be remote. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

Accounts and other receivable consist of goods and services tax due from the Federal Government of Canada, interest receivable, and amounts due to/from related parties. Management believes that the credit risk concentration with respect to receivables is remote.

Liquidity Risk

The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances. Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short term obligations. As at August 31, 2008, the Company had a combined cash and liquid term deposit balance of \$2,889,133 (May 31, 2008 - \$1,161,501) to settle current liabilities of \$114,975 (May 31, 2008 - \$79,113).

Commodity Price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of copper. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

8. Management of Financial Risk (continued)

Sensitivity analysis

The Company has designated its cash and cash equivalents and term deposits as held-for-trading, which are measured at fair value with all gains and losses included in net loss (earnings) in the period in which they arise. Accounts receivable are classified as loans and receivables, which are measured at amortized cost. Accounts payable and accrued liabilities are classified as other financial liabilities, which are measured at amortized cost.

As of August 31, 2008, the carrying amount of accounts receivable and payable equals fair market value.

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are "reasonably possible" over a three month period:

- Cash and cash equivalents include deposits which are at variable interest rates. Sensitivity to a plus or minus 1% change in rates would affect net loss by \$28,891.
- The Company holds balances in foreign currencies to give rise to exposure to foreign exchange risk. However, the balances are minimal and therefore the exposure to foreign exchange risk is very low.
- Price risk is remote since the Company is currently not a producing entity.

9. Commitments

Effective February 1, 2008, the Company entered into a services agreement with HRG in which the Company will pay a monthly fee of approximately \$12,514 that includes office rent, corporate administration, accounting, corporate secretarial, chief financial officer and other related services. HRG is a management company jointly owned by the Company and certain other public companies, all of which share office space and staff on a cost recovery basis. The agreement will expire December 31, 2008 and requires 180 days notice prior to termination by either party. The Company shares two directors in common with HRG. The Company has a \$26,664 deposit paid to HRG for management services and fixed assets. (See Note 6b)

Empire Mining Corporation

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

For the Period Ended August 31, 2008

10. Supplemental Cash Flow Information

	August 31, 2008	May 31, 2008
Cash position consists of:		
Cash	\$ 307,010	\$ 241,858
Term deposits	2,582,123	919,643
Cash position end of year	\$ 2,889,133	\$ 1,161,501

The only significant non-cash investing or financing transactions during the period ended August 31, 2008 was the determination of the fair value of the warrants and agent warrants issued in conjunction with the August 6, 2008 private placement. These warrants have been determined to have a fair value of \$303,228 and the agent warrants have been determined to have a fair value of \$56,709. (See note 5iii)

11. Subsequent Events

Subsequent to period end, the Company issued 200,000 shares in accordance with the Anatolia Minerals Development Ltd. agreement for the Bursa copper property. (See Note 4)