

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available.  
Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Energia Minerals Limited

ABN

63 078 510 988

We (the entity) give ASX the following information.

#### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |  |   |
|---|--|---|
| 1 | +Class of +securities issued or to be issued   | Ordinary Shares   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | (a) 16,425,000 ordinary shares pursuant to a placement;<br>(b) Up to 50,370,003 ordinary shares pursuant to a fully underwritten 2 for 5 non-renounceable rights issue. This number excludes any allowance for shares issued in the event that any option holders exercise their right to convert their securities to ordinary shares prior to the record date of 9 November 2012. This number is subject to reconciliation of entitlements and rounding. |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

|  |  |
|--|--|
| <p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | <p>Yes</p>   |
| <p>5 Issue price or consideration</p>  | <p>\$0.035 per share</p>   |
| <p>6 Purpose of the issue<br/>         (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>   | <p>The capital raised will be used to fund an expansion of the current drilling program and underpin ongoing exploration activities at the Company's flagship Nyang Uranium Project, as well as to progress investigations into its Gorno zinc/lead projects in northern Italy and for working capital purposes.</p> |
| <p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>  | <p>No</p>  |
| <p>6b The date the security holder resolution under rule 7.1A was passed</p>   | <p>Not Applicable</p>  |
| <p>6c Number of +securities issued without security holder approval under rule 7.1</p>   | <p>16,425,000</p>  |
| <p>6d Number of +securities issued with security holder approval under rule 7.1A</p>   | <p>Not Applicable</p>  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

| 6e                | Number of <sup>+</sup> securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)  | Not Applicable  |        |                    |                   |                            |  |
|-------------------|--|---|--------|--------------------|-------------------|----------------------------|--|
| 6f                | Number of securities issued under an exception in rule 7.2   | Nil   |        |                    |                   |                            |  |
| 6g                | If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. | Not Applicable  |        |                    |                   |                            |  |
| 6h                | If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements  | Not Applicable  |        |                    |                   |                            |  |
| 6i                | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements   | Nil   |        |                    |                   |                            |  |
| 7                 | Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates   | Placement - 2 November 2012<br>Rights Issue - 5 December 2012   |        |                    |                   |                            |  |
| 8                 | Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in section 2 if applicable)   | <table border="1"> <thead> <tr> <th data-bbox="766 1467 1069 1512">Number</th> <th data-bbox="1069 1467 1361 1512"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1512 1069 1742">Up to 176,295,008</td> <td data-bbox="1069 1512 1361 1742">Fully Paid Ordinary Shares</td> </tr> </tbody> </table> | Number | <sup>+</sup> Class | Up to 176,295,008 | Fully Paid Ordinary Shares |  |
| Number            | <sup>+</sup> Class   |   |        |                    |                   |                            |  |
| Up to 176,295,008 | Fully Paid Ordinary Shares   |   |        |                    |                   |                            |  |

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**Appendix 3B**  
**New issue announcement**

|    | Number   | +Class   |   |
|----|--|--|---|
| 9  | Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable) | 5,500,000  | Options exercisable at \$0.225 per ordinary share, expiry 8 July 2015     |
|    |  | 5,000,000  | Options exercisable at \$0.25 per ordinary share, expiry 26 October 2014  |
|    |  | 250,000  | Options exercisable at \$0.25 per ordinary share, expiry 3 March 2015.    |
|    |  | 2,500,000  | Options exercisable at \$0.30 per ordinary share, expiry 26 October 2014. |
|    |  | 5,000,000  | Options exercisable at \$0.30 per ordinary share, expiry 24 June 2015.    |
|    |  | 250,000  | Options, exercisable at \$0.30 per ordinary share, expiry 3 March 2015.   |
|    |  | 400,000  | Options exercisable at \$0.30 per ordinary share, expiry 30 June 2015     |
|    |  | 1,250,000  | Options exercisable at \$0.15 per ordinary share, expiry 30 June 2015.    |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)           | The Company does not currently have a dividend policy. |   |

**Part 2 - Bonus issue or pro rata issue**

|    |  |  |
|----|--|--|
| 11 | Is security holder approval required?            | No   |
| 12 | Is the issue renounceable or non-renounceable?   | Non-renounceable and entitlements will not be tradeable on the ASX or otherwise transferrable. |
| 13 | Ratio in which the +securities will be offered   | Two (2) ordinary shares for every five (5) ordinary shares held at the record date             |
| 14 | +Class of +securities to which the offer relates | Fully paid ordinary shares   |
| 15 | +Record date to determine entitlements           | 9 November 2012  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

|    |   |  |
|----|---|--|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  | Not Applicable   |
| 17 | Policy for deciding entitlements in relation to fractions   | Round up to the nearest whole number   |
| 18 | Names of countries in which the entity has <sup>+</sup> security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.</small><br><br><small>Cross reference: rule 7.7.</small> | None.  |
| 19 | Closing date for receipt of acceptances or renunciations  | 28 November 2012   |
| 20 | Names of any underwriters   | Blue Ocean Equities Pty Ltd  |
| 21 | Amount of any underwriting fee or commission  | \$105,777 being 6% of the underwritten amount.   |
| 22 | Names of any brokers to the issue   | Blue Ocean Equities Pty Ltd  |
| 23 | Fee or commission payable to the broker to the issue  | \$11,497 being 2% of the placement amount  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders   | Not applicable   |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting  | Not applicable   |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  | No prospectus or product disclosure statement is being issued. An offer document and rights issue application form will be sent to shareholders on 13 November 2012. |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders   | 31 October 2012  |
| 28 | Date rights trading will begin (if applicable)  | Not applicable   |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

- 29 Date rights trading will end (if applicable)
- 30 How do <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)?
- 33 <sup>+</sup>Despatch date

### Part 3 - Quotation of securities

*You need only complete this section if you are applying for quotation of securities*

- 34 Type of securities  
(tick one)

(a)  Securities described in Part 1

(b)  All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over
- 37  A copy of any trust deed for the additional <sup>+</sup>securities

<sup>+</sup> See chapter 19 for defined terms.

## Entities that have ticked box 34(b)

| 38             | Number of securities for which<br>+quotation is sought   | Not Applicable  |        |        |                |  |  |
|----------------|--|---|--------|--------|----------------|--|--|
| 39             | Class of +securities for which<br>quotation is sought  | Not Applicable  |        |        |                |  |  |
| 40             | <p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | Not Applicable  |        |        |                |  |  |
| 41             | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>   | Not Applicable  |        |        |                |  |  |
| 42             | Number and +class of all +securities quoted on ASX (including the securities in clause 38)   | <table border="1"> <thead> <tr> <th data-bbox="790 1500 1093 1534">Number</th> <th data-bbox="1093 1500 1375 1534">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="790 1534 1093 1727">Not Applicable</td> <td data-bbox="1093 1534 1375 1727"></td> </tr> </tbody> </table> | Number | +Class | Not Applicable |  |  |
| Number         | +Class   |   |        |        |                |  |  |
| Not Applicable |  |   |        |        |                |  |  |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

**Quotation agreement**

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
  - 2 We warrant the following to ASX.
    - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
    - There is no reason why those +securities should not be granted +quotation.
    - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.
- Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
  - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
  - 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 31 October 2012  
Company secretary

Print name: Jamie Armes

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+ See chapter 19 for defined terms.

# Appendix 3B – Annexure 1

## Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

### Part 1

|  |             |
|--|-------------|
| Rule 7.1 – Issues exceeding 15% of capital   |             |
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated   |             |
| <b>Insert</b> number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue   | 109,500,005 |
| <b>Add</b> the following: <ul style="list-style-type: none"> <li>• Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2</li> <li>• Number of fully paid ordinary securities issued in that 12 month period with shareholder approval</li> <li>• Number of partly paid ordinary securities that became fully paid in that 12 month period</li> </ul> Note: <ul style="list-style-type: none"> <li>• Include only ordinary securities here – other classes of equity securities cannot be added</li> <li>• Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | Nil         |
| <b>Subtract</b> the number of fully paid ordinary securities cancelled during that 12 month period   | Nil         |
| “A”  | 109,500,005 |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

|   |   |
|---|---|
| Step 2: Calculate 15% of "A"  |   |
| "B"   | 0.15<br>[Note: this value cannot be changed]                            |
| <b>Multiply</b> "A" by 0.15   | 16,425,000  |
| Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used   |   |
| <p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> <li>• Under an exception in rule 7.2</li> <li>• Under rule 7.1A</li> <li>• With security holder approval under rule 7.1 or rule 7.4</li> </ul> <p>Note:</p> <ul style="list-style-type: none"> <li>• This applies to equity securities, unless specifically excluded – not just ordinary securities</li> <li>• Include here (if applicable ) the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> | 16,425,000 being the placement shares the subject of this announcement. |
| "C"   | 16,425,000  |
| Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1  |   |
| "A" x 0.15<br>Note: number must be same as shown in Step 2  | 16,425,000  |
| Subtract "C"<br>Note: number must be same as shown in Step 3  | 16,425,000  |
| <b>Total</b> ["A" x 0.15] – "C"   | Nil<br>[Note: this is the remaining placement capacity under rule 7.1]  |

+ See chapter 19 for defined terms.

## Part 2 - Not Applicable

|   |  |
|---|--|
| Rule 7.1A – Additional placement capacity for eligible entities   |  |
| Step 1: Calculate “A”, the base figure from which the placement capacity is calculated  |  |
| “A”<br>Note: number must be same as shown in Step 1 of Part 1   |  |
| Step 2: Calculate 10% of “A”  |  |
| “D”   | 0.10<br>Note: this value cannot be changed                     |
| <b>Multiply</b> “A” by 0.10   |  |
| Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used  |  |
| <p><b>Insert</b> number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> <li>• This applies to equity securities – not just ordinary securities</li> <li>• Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</li> <li>• Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</li> <li>• It may be useful to set out issues of securities on different dates as separate line items</li> </ul> |  |
| “E”   |  |
| Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A   |  |
| “A” x 0.10<br>Note: number must be same as shown in Step 2  |  |
| Subtract “E”<br>Note: number must be same as shown in Step 3  |  |
| <b>Total</b> [“A” x 0.10] – “E”   | Note: this is the remaining placement capacity under rule 7.1A |