ASX Announcement

17 January 2014

energia minerals limited
ABN: 63 078 510 988

The Manager
Company Announcements Office
ASX Limited

Energia Minerals Limited – Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) and Appendix 3B

Energia Minerals Limited ACN 127 171 877 (**ASX:EMX**) (**Company**) has today announced a pro-rata non-renounceable rights issue (**Rights Issue**) of approximately 101,306,909 fully paid, ordinary shares, each at an issue price of $0.022 per share on the basis of one (1) new ordinary share for every two (2) existing ordinary shares which are held as at 5.00pm (AWST) on the record date on 29 January 2014 by shareholders (**Eligible Shareholders**).

This notice is given by the Company under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by Australian Securities and Investments Commission Class Order 08/35 (**CO 08/35**).

The Company gives notice that:

(a) the Company will offer the shares under the Rights Issue without disclosure to investors under Part 6D.2 of the Corporations Act;

(b) as at the date of this notice, the Company has complied with:

- (i) Chapter 2M of the Corporations Act insofar as they apply to the Company; and
- (ii) section 674 of the Corporations Act;

(c) as at the date of this notice, there is no excluded information (as defined in section 708AA(8) of the Corporations Act) which is required to be disclosed by the Company; and

(d) the Rights Issue is likely to have an effect on control of the Company, and the consequences of that effect, will depend upon a number of factors, including shareholder demand.

The potential effect of the Rights Issue on the control of the Company is as follows:

- (i) if some Eligible Shareholders do not take up all of their rights under the Rights Issue, then the proportional interest of those Eligible Shareholders in the Company will be diluted; and

- (ii) to illustrate the effect in a numerical sense, the Rights Issue may have the following effect on the control of the Company as related to two of the largest current substantial shareholders, Enterprise Uranium Ltd (**ENU**) and Charlie Arve – Jetosea Pty Ltd (**Jetosea**);

ASX Code EMX

ABN 63 078 510 988

PO Box 1785
West Perth WA 6872

Level 2, 20 Kings Park Road
West Perth WA 6005

T: +61 8 9321 5000
F: +61 8 9321 7177
E: info@energiaminerals.com
W: www.energiaminerals.com

Board of Directors
Tony Iannello
Non Executive Chairman
Kim Robinson
Managing Director
Max Cozijn
Finance Director
Ian Walker
Non-Executive Director

Company Secretary
Max Cozijn

Scenario - ENU	Control impact
If all shareholders take up their full entitlement under the Rights Issue	No effect on control. ENU's voting power would remain at 18.40%.
If: • shareholders (other than ENU) take up only 75% of their full entitlement; and • ENU takes up its full entitlement under the Rights Issue	ENU's voting power would increase from 18.40% to 19.74%.
If: • shareholders (other than ENU) take up only 50% of their full entitlement; and • ENU takes up its full entitlement under the Rights Issue	ENU's voting power would increase from 18.40% to 21.30%.
If: • shareholders (other than ENU) do not take up any of their entitlement; and • ENU takes up its full entitlement under the Rights Issue	ENU's voting power would increase from 18.40% to 25.27%.

Scenario – Jetosea	Control impact
If all shareholders take up their full entitlement under the Rights Issue	No effect on control. Jetosea's voting power would remain at 17.24%.
If: • shareholders (other than Jetosea) take up only 75% of their full entitlement; and • Jetosea takes up its full entitlement under the Rights Issue	Jetosea's voting power would increase from 17.24% to 18.52%.
If: • shareholders (other than Jetosea) take up only 50% of their full entitlement; and • Jetosea takes up its full entitlement under the Rights Issue	Jetosea's voting power would increase from 17.24% to 20.00%.
If: • shareholders (other than Jetosea) do not take up any of their entitlement; and • Jetosea takes up its full entitlement under the Rights Issue	Jetosea's voting power would increase from 17.24% to 23.81%.

Other Eligible Shareholders may apply for additional shares in addition to their pro rata entitlements under the Rights Issue which will be satisfied out of any shortfall, but no shareholder will as a result of that participation obtain voting power in the Company in excess of 20%.

If any of the option rights to take up shares in the Company are exercised, then ENU's and Jetosea'a percentage shareholding would decrease. In the event that ENU's or Jetosea's voting power in the Company exceeds 19.9%, it will be relying on the exemption in section 611(item 10) of the Corporations Act

Appendix 3B

Please find attached an Appendix 3B in relation to this Rights Issue.

By order of the board of Energia Minerals Limited

Max Cozijn
Company Secretary

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, 04/03/13

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	Up to 101,306,909 ordinary shares pursuant to a 1 for 2 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 29 January 2014. This number is subject to reconciliation of entitlements and rounding up.
3	Principal terms of the +securities (e.g. 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.

4	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes, with fully paid ordinary shares.
5	Issue price or consideration	$0.022 per share
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The capital raised will be primarily used to expand the exploration program at the company's flagship Nyang uranium project in Western Australia, as well as to progress investigations into its Gorno zinc/lead project in northern Italy and for working capital purposes.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h *in relation to the +securities the subject of this Appendix 3B*, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	Not Applicable
6c	Number of +securities issued without security holder approval under rule 7.1	Not Applicable

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	Not Applicable
6e	Number of +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	Not Applicable
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	Not Applicable
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	Expected to occur on 27 February 2014

		Number	+Class
8	Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)	Up to 303,920,727	Fully paid ordinary shares

+ See chapter 19 for defined terms.

		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.
		4,000,000	Options exercisable at $0.10 per ordinary share, expiry 30 April 2017
		4,000,000	Options exercisable at $0.20 per ordinary share, expiry 30 April 2017
		4,000,000	Options vesting 30 April 2014, exercisable at $0.30 per ordinary share, expiry 30 April 2017

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.

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable.
13	Ratio in which the +securities will be offered	One (1) ordinary share for every two (2) 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	5:00pm (AWST) 29 January 2014
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 nearest whole number
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	None
19	Closing date for receipt of acceptances or renunciations	20 February 2014
20	Names of any underwriters	Not underwritten.
21	Amount of any underwriting fee or commission	Not Applicable
22	Names of any brokers to the issue	Joint Lead Managers-Paterson Securities Ltd and Blue Ocean Equities Pty Ltd

+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	Corporate Advisory fee $20,000 and 6% commission of monies placed by Joint Lead Managers
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	6% Commission
25	If the issue is contingent on security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Expected to occur on 4 February 2014
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	17 January 2014
28	Date rights trading will begin (if applicable)	Not Applicable
29	Date rights trading will end (if applicable)	Not Applicable
30	How do security holders sell their entitlements *in full* through a broker?	Not Applicable
31	How do security holders sell *part* of their entitlements through a broker and accept for the balance?	Not Applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not Applicable
33	+Issue date	27 February 2014

+ See chapter 19 for defined terms.

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) Not Applicable

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of +securities for which +quotation is sought	Not Applicable
39	+Class of +securities for which quotation is sought	Not Applicable
40	Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? If the additional +securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Not Applicable
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another +security, clearly identify that other +security)	Not Applicable

42 Number and +class of all +securities quoted on ASX (*including* the +securities in clause 38)

Number	+Class
Not applicable	

+ See chapter 19 for defined terms.

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 is not available now, we 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: 17 January 2014.....
(Director/Company secretary)

Print name: Max Cozijn...

+ 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 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate "A", the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	
Add the following: • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period *Note:* • *Include only ordinary securities here – other classes of equity securities cannot be added* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	
"A"	

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of "A"	
"B"	
Multiply "A" by 0.15	
Step 3: Calculate "C", the amount of placement capacity under rule 7.1 that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period *not counting* those issued: • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 *Note:* • *This applies to equity securities, unless specifically excluded – not just ordinary securities* • *Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed* • *It may be useful to set out issues of securities on different dates as separate line items*	
"C"	
Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1	
"A" x 0.15 *Note: number must be same as shown in Step 2*	
Subtract "C" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.15] – "C"	

+ 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" *Note: number must be same as shown in Step 1 of Part 1*	
Step 2: Calculate 10% of "A"	
"D"	0.10 *Note: this value cannot be changed*
Multiply "A" by 0.10	
Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A *Notes:* • *This applies to equity securities – not just ordinary securities* • *Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed* • *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* • *It may be useful to set out issues of securities on different dates as separate line items*	
"E"	

+ See chapter 19 for defined terms.

Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A	
"A" x 0.10 *Note: number must be same as shown in Step 2*	
Subtract "E" *Note: number must be same as shown in Step 3*	
Total ["A" x 0.10] – "E"	*Note: this is the remaining placement capacity under rule 7.1A*