energia minerals limited
ABN 63 078 510 988

26 June 2017

The Manager
Company Announcements Office
ASX Limited

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

Energia Minerals Limited ACN 078 510 988 (**Company**) has today formally announced a pro-rata non-renounceable rights issue of approximately 313,210,982 fully paid, ordinary shares, each at an issue price of $0.01 (1 cent) per share on the basis of two (2) new ordinary shares (**New Shares**) for every five (5) existing ordinary shares which are held as at 7.00pm (AEST) on 29 June 2017 (**Record Date**) by shareholders (**Rights Issue**).

This notice is given by the Company under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as notionally modified by ASIC Corporations Instruments 2016/73 and 2016/84.

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 may have an effect on the control of the Company, and the consequences of that effect will depend on a number of factors, including investor demand and existing shareholdings.

Further to paragraph (d) above, the Company notes that:

1. Based on information available to the Company, the current substantial shareholders of the Company as at the date of this notice are:

Substantial shareholder	Shareholding	Shareholding %
Alexander Burns and associates[1]	179,803,378	22.96
Westoz Funds Management Pty Ltd	58,118,917	7.42
Gayle McGarry, Pollara Pty Ltd as trustee of the Pollara Trust, Malvasia Pty Ltd as Spyder Super Fund and Caperi Pty Ltd as Trustee of the Caperi Fund (together, the **McGarry Entities**)[2]	52,658,615	6.73

[1] Holders of relevant interests are ASIM Holdings Pty Ltd <The ASLI A/C> and Mrs Elizabeth Burns & Mr Alexander Stuart Burns <Rose-Burns SMSF SF A/C>

[2] Ms McGarry controls Pollara, Malvasia and Caperi. Ms McGarry is the wife of Mr Marcello Cardaci, a Director. Mr Cardaci has informed the Company he has a current association with each of Caperi and Pollara in respect of the Shares they hold in Energia and an indirect interest in the Shares held by Malvasia (by virtue of being a beneficiary of the Spyder Super Fund of which Malvasia is the trustee).

2 The Rights Issue may have the following impact on shareholders and otherwise control of the Company:

a. if all eligible shareholders take up their full entitlement under the Rights Issue, they will maintain their existing percentage interest in the total issued share capital of the Company;

b. in the event that there is a shortfall, eligible shareholders who do not take up their entitlement in full may be diluted relative to those shareholders who apply for some or all of their entitlement. The extent of dilution will depend on the extent to which eligible shareholders take up their entitlement and the extent to which additional shares are issued under the shortfall facility;

c. Alexander Burns and his associates (**Burns Entities**) currently have a relevant interest in 179,803,378 Shares equating to approximately 22.96% of the issued capital in the Company, and are entitled to subscribe for 71,921,352 New Shares under the Rights Issue. The McGarry Entities have a relevant interest in 52,658,615 Shares equating to approximately 6.73% of the issued capital of the Company and are entitled to subscribe for 21,063,446 New Shares under the Rights Issue. The Burns Entities and McGarry Entities have indicated their intention to subscribe for their entitlement in full. If the Burns Entities and McGarry Entities take up their entitlement in full, and no other Eligible Shareholders take up any of their rights:

   (i) the Burns Entities will have a relevant interest in a total of 251,724,730 Shares, equating to approximately 28.74% of the issued capital of the Company; and

   (ii) the McGarry Entities will have a relevant interest in a total of 73,722,061 Shares, equating to approximately 8.42% of the issued capital of the Company.

d. save as noted above, so far as the Company is aware, no one shareholder will as a result of the Rights Issue increase its voting power from below 20% to above a 20% interest in the Company, and the Rights Issue is not otherwise expected to have a significant effect on the control of the Company.

By order of the board of Energia Minerals Limited

Jamie Armes
Company Secretary