

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

Enterprise Metals Limited

ABN

43 123 567 073

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 | a) Fully Paid Ordinary Shares
b) 25 cent Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 12,646,084 (approx)
b) 12,646,084 (approx) |
| 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) | a) Fully Paid Ordinary Shares
b) 25 cent Options expiring on or before 20 June 2012 |

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4 Do the ⁺securities rank equally in all respects from the date of allotment 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	a) Yes b) No – Upon exercise of the options into ordinary fully paid shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted securities.						
5 Issue price or consideration	a) 15 cents per Share b) Nil						
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	a) Entitlement Issue b) Entitlement Issue						
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	a) 13 July 2009 b) 13 July 2009						
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table> <tr> <th data-bbox="686 1512 997 1554">Number</th><th data-bbox="997 1512 1279 1554">⁺Class</th></tr> <tr> <td data-bbox="686 1554 997 1597">a) 88,522,584 approx</td><td data-bbox="997 1554 1279 1597">Fully Paid Ordinary Shares</td></tr> <tr> <td data-bbox="686 1597 997 1827">b) 12,646,084 approx</td><td data-bbox="997 1597 1279 1827">25 cent Options exercisable on or before 20 June 2012</td></tr> </table>	Number	⁺ Class	a) 88,522,584 approx	Fully Paid Ordinary Shares	b) 12,646,084 approx	25 cent Options exercisable on or before 20 June 2012
Number	⁺ Class						
a) 88,522,584 approx	Fully Paid Ordinary Shares						
b) 12,646,084 approx	25 cent Options exercisable on or before 20 June 2012						

⁺ See chapter 19 for defined terms.

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	2,000,000
		25 cent Options to acquire one (1) share in the Company exercisable on or before 31 December 2009
	3,000,000	25 cent Options to acquire one (1) share in the Company exercisable on or before 22/11/2012
	2,500,000	50 cent Options to acquire one (1) share in the Company exercisable on or before 30/06/2013
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Yes
12	Is the issue renounceable or non-renounceable?	Yes
13	Ratio in which the +securities will be offered	1 new fully ordinary paid share for every 6 held
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	26 June 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	

+ See chapter 19 for defined terms.

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|----|---|---|
| 17 | Policy for deciding entitlements in relation to fractions | Rounded down |
| 18 | Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | Offered to only Australian and New Zealand security holders |
| 19 | Closing date for receipt of acceptances or renunciations | 13 July 2009 |

⁺ See chapter 19 for defined terms.

20	Names of any underwriters	Argonaut Capital Limited (AFSL 221476)
21	Amount of any underwriting fee or commission	5% of the value of the underwritten shares plus a management fee of \$30,000
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	29 June 2009
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

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- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺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 ⁺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	a) 12,646,084 approx b) 12,646,084 approx						
39	Class of +securities for which quotation is sought	a) Ordinary Fully Paid Ordinary Shares b) Options exercisable at 25 cents on or before 20 June 2012						
40	Do the +securities rank equally in all respects from the date of allotment 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	a) Yes b) No						
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)	Shares subject to non-renounceable rights issue						
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left; padding: 5px;">Number</th> <th style="width: 50%; text-align: left; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">a) 88,522,584 approx</td> <td style="padding: 5px;">a) Ordinary Shares</td> </tr> <tr> <td style="padding: 5px;">b) 12,646,084 approx</td> <td style="padding: 5px;">b) Options</td> </tr> </tbody> </table>	Number	+Class	a) 88,522,584 approx	a) Ordinary Shares	b) 12,646,084 approx	b) Options
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b) 12,646,084 approx	b) Options							

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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.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided 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.

⁺ See chapter 19 for defined terms.

- 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.

JAY STEPHENSON
COMPANY SECRETARY

⁺ See chapter 19 for defined terms.