Rule 3.19A.2

Appendix 3Y

Change of Director's Interest Notice

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 30/09/01 Amended 01/01/11

Name of entity	**ENTERPRISE METALS LIMITED**
ACN	**123 567 073**

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Dermot Ryan
Date of last notice	10 May 2013

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	A. Dermot Michael Ryan & Vivienne Eleanor Ryan <The Enterprise A/C> B. Dermot Michael Ryan & Vivienne Eleanor Ryan <RF Super Fund A/C>
Date of change	10 and 13 May 2013
No. of securities held prior to change	A. 5,000,000 fully paid ordinary shares B. 7,175,000 fully paid ordinary shares 2,500,000 unlisted options ($0.149, expiry 11/09/2015)
Class	Fully paid ordinary shares
Number acquired	225,000
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	$18,000

+ See chapter 19 for defined terms.

No. of securities held after change	A. 5,000,000 fully paid ordinary shares B. 7,400,000 fully paid ordinary shares 2,500,000 unlisted options ($0.149, expiry 11/09/2015)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade of 100,000 and Off market trade of 125,000

Part 2 – Change of director's interests in contracts

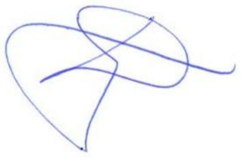
Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

+ See chapter 19 for defined terms.

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A



Damian Delaney
Company Secretary

14 May 2013

+ See chapter 19 for defined terms.