



Offer Document

Non-renounceable Rights Issue

2 New Shares for every 5 Shares held at an issue price of \$0.01 (1 cent) per New Share to raise up to approximately \$3.132 million

**The Rights Issue closes at 5.00pm (AEST) on
28 July 2017**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

This Offer Document is not a prospectus and does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares.

You should read this Offer Document in its entirety before deciding whether to accept the offer of New Shares. If you do not understand any part of this Offer Document or are in doubt as to what you should do, you should consult your stockbroker, accountant, financial or other professional adviser immediately.

Contents

Chairman's Letter	1
A Rights Issue at a glance	3
B Background to the Company and details of the Rights Issue	4
C How to participate	7
D Risk factors	11
E Other important information	14
F Glossary	18
Corporate Directory	20

Important information

This document and the accompanying information (**Information**) has been prepared by Energia Minerals Limited ACN 078 510 988 (**Company**).

The Rights Issue to which this Information relates complies with the requirements of sections 708AA of the Corporations Act as notionally modified by the ASIC Corporations Instruments 2016/73 and 2016/84. The Information is not a prospectus under the Corporations Act and has not been lodged with ASIC.

The Information relates to a 2 for 5 (2:5) non-renounceable Rights Issue to subscribe for New Shares at the Issue Price set out in this Offer Document and the Entitlement and Acceptance Form, and as announced to ASX by the Company on 26 June 2017 (**Rights Issue**).

Not investment or financial product advice

The Information is not investment or financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of New Shares in the Company and has been prepared without taking into account the investment objectives, financial situation, tax position and needs of you or any particular investor.

Before deciding whether to apply for New Shares, you should conduct your own independent review, investigation and analysis of the Company and the New Shares in light of your personal circumstances (including financial and taxation issues). You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

Information about the Company

The Information included in this Offer Document (including the Investor Presentation) provides information about the Company's activities current as at 26 June 2017. It is information in a summary form and does not purport to be complete. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements, the Company's annual report for the year ended 30 June 2016 and the Company's other announcements to ASX available at www.asx.com.au or on the Company's website at www.energiaminerals.com.

Foreign jurisdictions

The Company has reviewed the registered address of Shareholders and has determined that this document may be sent to all Shareholders on the Company's Share Register as at 7.00pm (AEST) on the Record Date.

Governing law

The Information, the Rights Issue and the contracts formed on receipt of your Application are governed by the law applicable in Western Australia. Each Shareholder who applies for New Shares submits to the jurisdiction of the courts of Western Australia.

Future performance

The Information may contain certain forward-looking statements.

The words 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention has been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors (many of which are beyond the control of the Company) that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. You should also have regard to Part D 'Risk factors'.

Past performance

Past performance information given in this Information is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

Financial data

All dollar values are in Australian dollars (A\$).

Disclaimer of representatives

No person is authorised to give any information, or to make any representation, in connection with the Rights Issue that is not contained in this Offer Document.

Any information or representation that is not in this Offer Document may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Rights Issue.

Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Offer Document.

Defined terms

Terms used in this Offer Document are defined in the glossary on page 18.

26 June 2017

Dear Shareholder

Energia Minerals Limited – pro-rata non-renounceable rights issue

Energia Minerals Limited (**Company**) has today announced it will be undertaking a non-renounceable rights issue offering 2 new shares for every 5 shares held at \$0.01 (1 cent) per share to raise up to approximately \$3.132 million before issue related costs (**Rights Issue**).

The Rights Issue is being undertaken to provide the Company with funding to undertake its redefined strategy for the Gorno Project being to:

- better define the existing Gorno resource from available data, including a full evaluation of the Colonna Zorzone deposit and its extensions to the north, east, and down-plunge to the south;
- conduct additional metallurgical variability testwork aimed at enhancing process plant recoveries;
- enhance the database knowledge of the various regional targets, including Colonna Fontanone; and
- explore commercial opportunities with strategic investors and/or partners to assist the Company in accelerating Gorno's development on a scale commensurate with the regional zinc endowment.

In addition, the funds will also be applied to:

- evaluate the potential of Salafossa and Predil, which were also historic zinc mines in northern Italy;
- continue the specific, value enhancing activities on other exploration projects; and
- meet general working capital requirements as they arise.

Further information in relation to the Gorno Project and the redefined strategy are set out in the **Investor Presentation** attached to this Offer Document, and in the other ASX announcements released today titled:

1. Corporate Update;
2. Final Assay Results from Colonna Zorzone Resource Drilling Program; and
3. Regional Exploration Results from Gorno.

As a board, we are confident in Gorno's untapped potential and Energia's ability to monetise what is a significant, high quality, historical zinc project in the heart of western Europe.

For my part, I intend to take up my full Entitlement of 71,921,352 New Shares in respect of the 179,803,378 Shares I own and/or control. Entities in which my fellow director, Mr Cardaci, has a disclosed interest or association have also confirmed that they intend to take up their full Entitlements.

This Offer Document provides you with the opportunity to participate in the Rights Issue. This offer is being made to Eligible Shareholders on the Company's Register as at 7.00pm (AEST) on 29 June 2017 (**Record Date**).

Eligible Shareholders may, in addition to their entitlement under the Rights Issue, apply for Additional Shares under the Shortfall Facility. Applications for Additional Shares will be satisfied out of any New Shares for which applications have not been received from Eligible Shareholders before the Closing Date of the Rights Issue. Further information regarding the application process for Additional Shares is provided in Section 8 of Part B of this Offer Document.

This Offer Document contains important information concerning your potential participation in the Rights Issue, including:

- the key terms of the Rights Issue;
- instructions on 'how to participate' should you choose to do so; and
- a personalised Entitlement and Acceptance Form which details your rights, to be completed in accordance with the instructions provided.

Like many investments in mining exploration companies, an investment in the Company involves risks. A number of these risks are summarised in **Part D** of this Document, including but not limited to risks associated with exploration activities, the approvals and permitting process, reliance on key management personnel (refer to paragraph 12) and commodity price and exchange risks.

In order to participate in the Rights Issue, you must ensure that applications for New Shares are received in accordance with the Entitlement and Acceptance Form on or before **5.00pm (AEST) on 28 July 2017**. Otherwise, your rights will lapse.

If you have any doubt as to whether you should participate in the Rights Issue, you should consult your stockbroker, accountant, financial or other professional adviser.

On behalf of your Directors, I encourage you to consider this investment opportunity and thank you for your ongoing support of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to be 'A. Burns', written in a cursive style.

Alexander Burns
Executive Chairman/Chief Executive Officer

A Rights Issue at a glance

1 Summary of Rights Issue offer

Issue Price per New Share	\$0.01 (1 cent)
Rights	2 New Shares for every 5 Shares held at 7.00pm (AEST) on the Record Date offered to Eligible Shareholders.
Maximum number of New Shares to be issued under the Rights Issue¹	313,210,982
Amount to be raised	Up to approximately \$3.132 million (before costs of the Rights Issue)

2 Indicative Timetable

Announcement of the Rights Issue	26 June 2017
Ex Date	28 June 2017
Record Date to determine Rights	7.00pm (AEST) on 29 June 2017
Offer Document and Entitlement and Acceptance Form dispatched	4 July 2017
Opening date of the Rights Issue	
Closing Date – last date for lodgement of Entitlement and Acceptance Forms and Application Money	5.00pm (AEST) on 28 July 2017
Trading of New Shares commences on a deferred settlement basis	31 July 2017
ASX notified of under-subscriptions	2 August 2017
Issue of New Shares and despatch of transaction confirmation statements for New Shares	4 August 2017
Normal trading of New Shares expected to commence on ASX	7 August 2017

Subject to the Listing Rules, the Company reserves the right to vary the timetable without prior notice, including by extending the Closing Date or closing the Rights Issue early. The Company also reserves the right not to proceed with the whole or part of the Rights Issue at any time prior to allotment. In that event, Application Money will be returned without interest. See **section 10 of Part C** of this Offer Document for further details.

¹ This assumes no Options are exercised prior to the Record Date

B Background to the Company and details of the Rights Issue

1 Recent Company updates

Energia Minerals Limited is an Australian incorporated ASX listed company whose flagship project is the historic Gorno Zinc Project located in the Lombardia region of northern Italy (**Gorno Project**).

On 3 May 2017, the Company announced an updated Mineral Resources estimate for the Colonna Zorzone Zinc Deposit at the Gorno Project, and a plan to evaluate a reconfiguration of the project. Following this, on 26 June 2017, the Company announced significant management changes, a redefined strategy and the outcomes of recent exploration activities on the Gorno Project. An updated investor presentation was also released by the Company on this day (**Investor Presentation**).

The 26 June 2017 announcements together with the 3 May 2017 announcement detail the status of the Gorno Project, the Company's strategy to enhance the potential of the project, better define the current mineral resource and the exploration potential.

The Investor Presentation is attached to this Offer Document, and a copy of the other announcements referred to above can be obtained on the Company's website at <http://www.energiaminerals.com>.

2 Details of the Rights Issue

Eligible Shareholders are invited to participate in a pro-rata non-renounceable Rights Issue of up to 313,210,982 New Shares. The Rights Issue will be conducted on the basis of 2 New Shares for every 5 Shares (2:5) held at 7.00pm (AEST) on the Record Date, at an issue price of \$0.01 (1 cent) per New Share, payable in full on application.

Your Rights to subscribe for New Shares is shown on your personalised Entitlement and Acceptance Form which accompanies this Offer Document. If you take up your Entitlement in full, you may also apply for Additional Shares not taken up by other Eligible Shareholders under the Shortfall Facility.

The Rights Issue is non-renounceable, which means that if you do not accept all or part of your Rights, you will not be able to trade your Rights and they will lapse. There is no ability to subscribe for more than your allocated Rights.

New Shares will rank equally in all respects with existing Shares.

The Rights Issue is being undertaken by the Company under section 708AA of the Corporations Act without a prospectus.

3 Why a Rights Issue?

The Rights Issue is intended to raise up to approximately \$3.132 million (before costs of the Rights Issue) and was first announced by the Company on 26 June 2017.

The structure of the Rights Issue is the result of an investigation by the Company into the best available alternatives to meet the Company's ongoing financing needs. This included the consideration of alternative funding structures and counterparties.

In reaching the decision to propose the Rights Issue, the Board had regard to the quantum needed to be raised to meet the Company's objectives, the structure that would best guarantee the delivery of that amount and structure that could be implemented in a timely manner.

4 Use of funds

The Rights Issue is being undertaken to provide the Company with funding to undertake its redefined strategy for the Gorno Project being to:

- better define the existing Gorno resource from available data, including a full evaluation of the Colonna Zorzone deposit and its extensions to the north, east, and down-plunge to the south;

- conduct additional metallurgical variability testwork aimed at enhancing process plant recoveries;
- enhance the database knowledge of the various regional targets, including Colonna Fontanone;
- explore commercial opportunities with strategic investors and/or partners to assist the Company in accelerating Gorno's development on a scale commensurate with the regional zinc endowment; and
- evaluate the potential of Salafossa and Predil, which were also historic zinc mines in northern Italy.

In addition, the funds will also be applied to:

- continue the specific, value enhancing activities on other exploration projects; and
- meet general working capital requirements as they arise.

The following table sets out the intended use of funds raised assuming the maximum amount is raised under the Rights Issue:

Proposed Use of Proceeds	Approximate Amount
Project Evaluation - Gorno	\$1.7 million
Regional Exploration - Gorno	0.25 million
Exploration – Australian Projects	\$0.1 million
Expenses of the Rights Issue	\$0.05 million
General Working Capital and Administrative Expenses	\$1.0 million
Total	\$3.1 million

Any additional funds raised from the participation of Eligible Shareholders in the Rights Issue following the exercise of their Options prior to the Record Date will be applied towards the Company's general working capital and administration expenses. However, having regard to the Company's current Share price and the exercise price of the Options, the Directors consider it unlikely that any Options will be exercised prior to the Record Date.

To the extent that funds raised under the Rights Issue is less than maximum, funds raised will be applied in the following order of priority:

- expenses of the Rights Issue and existing creditors;
- project evaluation;
- regional exploration, and
- general working capital and administrative expenses.

The Company does not seek to raise a minimum amount under the Rights Issue. In the event that insufficient funds are raised to meet the expenses of the Rights Issue, the Company intends to use its existing working capital to meet the expenses of the Rights Issue.

The table and statements above are statements of the Company's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds may change depending on a number of factors including outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. The Board therefore reserves the right to alter the way the funds are applied.

5 Who is eligible to participate

The Rights Issue is being extended to Eligible Shareholders (which are all Shareholders on the Register as at 7.00pm (AEST) on the Record Date). For further details on Eligible Shareholders, refer to **section 1 of Part E**.

6 Issue Price

The Issue Price is \$0.01 (1 cent) for each New Share representing a 37.5% discount to the closing Share price on the ASX (\$0.016) on 23 June 2017, being the last practicable day before finalising this Offer Document. The Issue Price represents a 35.1% discount to the 10 day volume weighted average share price on the 10 trading days prior to the date of this Offer Document.

7 Minimum subscription

There is no minimum subscription under the Rights Issue.

8 Shortfall and Top Up Facility

New Shares not taken up by Eligible Shareholders will become available as Shortfall under the Shortfall facility (Shortfall Facility). Eligible Shareholders who subscribe for their Entitlement in full may apply for additional New Shares under the Shortfall Facility (Additional Shares).

There is no guarantee regarding the number of Additional Shares (if any) that will be available to Eligible Shareholders under the Shortfall Facility. This will depend on the extent to which Shareholders taken up their Entitlement. If all Rights are taken up under the Rights Issue then there will be no Additional Shares available under the Shortfall Facility.

In the event that demand for Additional Shares under the Shortfall Facility exceeds the number of Additional Shares that are available then there will be a scale back on a pro rata basis.

Decisions regarding the operation of the Shortfall Facility and any necessary scale back will be made by the Board in its absolute discretion.

The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place any Additional Shares under the Shortfall Facility at their discretion within three months after the Closing Date, and further reserves the right to engage one or more brokers to act as lead manager(s) to the placement of Additional Shares. Additional Shares offered pursuant to the Shortfall Facility will be issued at the same issue price as the Shares offered to Eligible Shareholders under the Rights Issue.

9 Opening and Closing Date for Applications

The Rights Issue opens for acceptances on 4 July 2017 and all Entitlement and Acceptance Forms and payments of Application Money must be received by no later than 5.00pm (AEST) on 28 July 2017, subject to the Directors being able to vary the Closing Date in accordance with the Corporations Act and the Listing Rules.

10 Rounding of Rights

Fractional Rights to New Shares will be rounded up to the nearest whole New Share. Where the Company considers that holdings have been split in order to take advantage of this rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Rights.

C How to participate

1 Read the Offer Document

Read the whole of this Offer Document including the Announcement, the Entitlement and Acceptance Form and other information made available

As stated on page 1 of this Offer Document, the Rights Issue is not being made under a disclosure document or prospectus. Accordingly, it is important for Shareholders to read and understand the publicly available information on the Company and the Rights Issue prior to accepting their Rights.

2 Consider the Rights Issue in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant, financial or other professional adviser if you have any queries or are uncertain about any aspect of the Rights Issue. In particular, please refer to Part D 'Risk factors', which describe some of the key risks in relation to an investment in the Company.

3 What you may do – choices available

The number of New Shares to which Eligible Shareholders are entitled is shown on the Entitlement and Acceptance Form. If you are an Eligible Shareholder you may:

Option	Further information
Take up your Rights in full or in part	Section 4 of Part C
Take up your Rights in full and apply for Additional New Shares under the Shortfall Facility	Section 5 of Part C
Allow some or all of your Rights to lapse	Section 8 of Part C

4 If you wish to accept your Rights in full or in part

Either:

- (a) Complete the Entitlement and Acceptance Form for the number of New Shares you wish to take up in accordance with the instructions on the form. Return your completed form in the enclosed reply paid envelope, together with the Application Money to the Share Registry at the address set out in **section 7 of Part C**. It must be received by no later than 5.00pm (AEST) on 28 July 2017.

OR:

- (b) Make a payment of \$0.01 (1 cent) for each New Share you wish to apply for by BPAY in accordance with the instructions on the Entitlement and Acceptance Form by no later than 5.00pm (AEST) on 28 July 2017.

5 Applying for Additional Shares under the Shortfall Facility

Eligible Shareholders who have subscribed for their Entitlement in full may apply for Additional Shares under the Shortfall Facility by either:

- (a) Completing the Entitlement and Acceptance Form for your full Entitlement, and insert the Additional Shares you wish to apply for in accordance with the instructions on the form. Return your completed form in the enclosed reply paid envelope, together with the Application Money

to the Share Registry at the address set out in **section 7 of Part C**. It must be received by no later than 5.00pm (AEST) on 28 July 2017.

OR:

- (b) Make a payment of the full number of New Shares under your Entitlement plus the number of Additional Shares you wish to apply for, multiplied by \$0.01 per New Share, by BPAY in accordance with the instructions on the Entitlement and Acceptance Form by no later than 5.00pm (AEST) on 28 July 2017.

It is possible that there will be few or no Additional Shares available, depending on the level of take up by Eligible Shareholders of their Entitlement. There is therefore no guarantee that in the event that Additional Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

The Directors reserve the right to allocate any Additional Shares at their absolute discretion. The Company may issue to an Eligible Shareholder a lesser number of Additional Shares than the number applied for, reject an application for Additional Shares or not proceed with the issuing of all or part of the Additional Shares. If the number of Additional Shares allocated and issued is less than the number applied for, surplus application monies will be refunded without interest.

6 Payment for New Shares

The issue price of \$0.01 (1 cent) per New Share is payable in full on application.

All payments are to be made in Australian currency by cheque, bank draft or money order drawn on and payable at any Australian bank or by BPAY.

Cheques, bank drafts and money orders should be made payable to "**Energia Minerals Limited – Rights Issue Account**" and crossed "Not Negotiable".

Applicants are asked not to forward cash. Receipts for payments will not be issued.

BPAY payments should be made in accordance with the instructions on the Entitlement and Acceptance Form using the BPAY Biller Code and unique Customer Reference Number shown on the form. You are not required to return the Entitlement and Acceptance Form if you use BPAY to pay the Application Money.

If you have multiple holdings you will receive multiple BPAY reference numbers. To ensure you receive your Entitlement you must use the customer reference number shown on each personalised Entitlement and Acceptance Form.

7 Address details and enquiries

Completed Entitlement and Acceptance Forms (including payment of Application Money) should be forwarded to the Company's Share Registry by mail in the enclosed prepaid envelope or delivered to the following addresses:

By hand:

Level 9, Suite 913
530 Little Collins Street
Melbourne Vic 3000

By mail:

Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West Vic 8007
Australia

or

For further information on your Rights or what your choices are in relation to it, please contact the Company Secretary, on +61 (0)8 9321 5000.

8 If you do not wish to accept all or any part of your Rights

To the extent you do not accept all or part of your Rights, it will lapse. As the Rights Issue is non-renounceable, your Rights are not be tradeable on ASX or otherwise transferable or able to be sold.

Shareholders who do not take up their Rights in full will not receive any payment or value for those Rights they do not take up. Shareholders who do not take up their Rights in full are likely to have their proportionate interest in the Company diluted.

9 Consequences of accepting all or part of your Rights

Submitting an Application constitutes a binding offer by you to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged, cannot be withdrawn. The Entitlement and Acceptance Form does not need to be signed to be binding on you.

It is a term of the Offer that if an Application is not completed or submitted correctly it may still be treated as a valid Application for New Shares. The Company's decision whether to treat an Application as valid and how to construe, amend, complete or submit the Application is final. By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY, you:

- (a) agree to be bound by the terms of this Offer Document and the provisions of the Company's Constitution;
- (b) authorise the Company to register you as the holder(s) of the New Shares allotted to you;
- (c) declare that all details and statements made in the Entitlement and Acceptance Form are complete and accurate;
- (d) declare that you are not associated (as that term is defined in sections 12 and 16 of the Corporations Act) with any existing Shareholder of the Company;
- (e) declare that you will not acquire a relevant interest in issued voting shares in the Company that increases your, or someone else's, voting power in the Company either: (i) from 20% or below to more than 20%, or (ii) from a starting point that is above 20% and below 90% (for the purposes of this clause the terms, 'voting shares', voting power' and 'relevant interest' have the meanings given in the Corporations Act);
- (f) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Rights Issue;
- (g) acknowledge that once the Company receives the Entitlement and Acceptance Form or your payment by BPAY, you may not withdraw it except as allowed by law;
- (h) agree to apply for, and be issued with up to, the number of New Shares that you apply for at the Issue Price \$0.01 (1 cent) per New Share;
- (i) authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (j) declare that you are the current registered holder(s) of the Shares in your name at the Record Date;
- (k) acknowledge that the information contained in this Offer Document is not investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
- (l) acknowledge, represent and warrant that the law of any other place does not prohibit you from being given this Offer Document or making an application for New Shares; and
- (m) acknowledge, represent and warrant that you are an Eligible Shareholder and have read and understood this Offer Document and the Entitlement and Acceptance Form and that you acknowledge the matters, and make the warranties and representations and agreements, contained in this Offer Document and the Entitlement and Acceptance Form.

10 When will you receive your New Shares?

It is expected that allotment of the New Shares will take place as soon as practicable after the Closing Date. It is expected that the New Shares will be allotted and that transaction confirmation statements will be dispatched, on or before 4 August 2017. However, if the Closing Date is extended, the date for allotment and posting may also be extended.

No allotment of New Shares will be made until permission is granted for their quotation by ASX.

It is the responsibility of each Applicant applying for New Shares to confirm their holding before trading in those New Shares. Any person who sells New Shares before receiving confirmation of their holding in the form of the confirmation statement will do so at their own risk. The Company and the Share Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in New Shares before receiving their confirmation statement.

Application Money will be held in trust in a subscription account until allotment. Any interest earned on Application Money will be retained by the Company, irrespective of whether allotment takes place.

The Directors may at any time decide to withdraw this Offer Document and the offers made under the Rights Issue, in which case the Company will return all Application Money (without interest) as soon as practicable.

D Risk factors

Prior to deciding whether to apply for New Shares under the Rights Issue, Eligible Shareholders should read this Offer Document in its entirety and review all announcements made to the ASX in order to gain an understanding of the Company, its activities, operations, financial position and prospects. The risks included in this section are specific to the Company and its operations and are not exhaustive.

As the risks described in this section may impact upon the Company's future performance, the Company and its Directors have taken steps to safeguard the Company from, and to mitigate the Company's exposure, to these risks.

1 Exploration

Exploration, by its nature, contains elements of significant risk. Ultimate success depends on the discovery and delineation of economically recoverable mineral resources, establishment of an efficient exploration operation and obtaining necessary government approvals. The exploration activities may be affected by a number of factors including, but not limited to, geological conditions, seasonal weather patterns, technical difficulties and failures, availability of the necessary drilling rigs, technical equipment and appropriately skilled and experienced technicians, adverse changes in government policy or legislation and access to appropriate funding when required.

There can be no assurance that the Company's exploration activities, or any other projects, tenements or databases that the Company may acquire in the future, will result in the discovery of any significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

2 Financing

The future capital requirements of the Company will depend on many factors including the results of the ongoing evaluation of the regional zinc endowment and study of production options for the Gorno Zinc Project. There is no guarantee that the funds raised will be sufficient to complete all of the evaluation and studies necessary to confirm the economic viability of the project. An inability to obtain additional funding (if required) would have a materially adverse effect on the Company's business and the price of its Shares.

3 Gorno Project Evaluation

There is no guarantee that the project evaluation currently being undertaken by the Company on the Gorno Zinc Project will result in the project being economically viable. Even if the evaluation process demonstrates that the Gorno Zinc Project is economically viable, further finance arrangements, agreements and regulatory approvals are likely to be required before any decision to commence mining can be made.

4 Approval Process

In relation to the projects in Italy, the Company has a number of exploration licence applications that are yet to be granted. This includes six applications adjacent to the Gorno Zinc Project, Novazza, Val Vedello, Predil and Salafossa. The Company cannot guarantee if or when these applications will be granted.

5 Government policy

Italy

Mining and exploration activity in Italy is regulated by Regional governments with a consultation process that involves local government authorities. Mining activities are subject to the granting of a mining concession issued by the relevant Regional government. A mining concession is granted at the absolute discretion of the relevant Regional government. If the Company cannot obtain the appropriate

mining concession or it is granted subject to onerous conditions, then the Company's ability to conduct its development operations may be adversely affected.

Australia

Mining activity in Australia is regulated by Federal and State governments. Complying with the relevant laws and regulations for exploration and mining in general may increase the costs of exploring, drilling, developing, construction, operating and closing mines and other production facilities.

In addition, environmental regulations impose obligations on companies that conduct the exploration for, and mining of base metals. Such regulations also cover the subsequent transport of those produced minerals as well as the processing of ore into concentrate, as well as the possible effects of such activities on the environment and local communities. Future changes in governments, regulations and policies affecting any of the areas in which the Company has projects may have an adverse impact on the Company.

6 Title and transfer

In relation to the Company's tenements, some or all of these may be the subject of applications for extension in the future. If a tenement is not extended, the Company may suffer significant damage through loss of the opportunity to discover and/or develop any mineral resources on that tenement. In addition, the Company cannot guarantee that those tenements that exist will convert to mining tenure and therefore convert to productive mining operations.

7 No production revenue

The Company has not recorded any revenues from the Gorno Zinc Project and its other current projects, nor has it commenced commercial production on any of its projects. There is no assurance that the Company will be profitable in the future or at all.

8 Commodity price and demand, and exchange rates

The demand for, and price of, base metal products are highly dependent upon a variety of factors, including international supply and demand, actions taken by governments, global economic and political developments, exchange rates and the proper functioning of debt markets. In the event that the Company achieves exploration success leading to future production and/or processing activities, the revenue it will derive through the sale of base metal products exposes the potential income of the Company to commodity price and exchange risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company, including, the intensity of global manufacturing and construction activities, the supply of base metal products as a result of the commissioning of new mines and the decommissioning of others, the sentiment and conditions in the countries and sectors where the Company or its business or commercial partners will potentially sell their products, and the price and availability of appropriate substitutes. Further, the international prices of various commodities, including base metal products, are denominated in United States dollars, whereas the income and expenditure of the Company are, and will be taken into account, in Australian dollars and Euros. This exposes the Company to the fluctuations and volatility of the exchange rate between the United States dollar, the Australian dollar and Euro, as determined in international markets.

9 Foreign currency risk

The Company is exposed to currency risk on financial assets and liabilities held in Italy. The Company's expenditure obligations in Italy are primarily in Euro and as a result the Company is exposed to fluctuations between the Euro and the Australian dollar. These exposures are not subject to a hedging program. The Company is also exposed to foreign exchange risk arising from the translation of its operations in Italy.

10 General economic and market conditions

The operating and financial position of the Company is influenced by a range of general domestic and global economic and business conditions that are outside the control of the Company. These conditions may include, but are not limited to, political movements, stock market movements, interest rates, industrial disruption, environmental impacts, natural disasters, taxation changes and legislative or regulatory changes. A prolonged deterioration in market, business or economic conditions may potentially have an adverse impact on the Company and its operations.

11 Investment in capital markets

As with all stock market investments, there are risks associated with an investment in the Company. Securities listed on the stock market, and in particular securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of Shares regardless of the Company's performance. The price of Shares might trade below or above the Issue Price for the New Shares.

12 Dependence on key personnel

The Company's success depends to a significant extent upon key management personnel, as well as other management and technical personnel, including those employed on a contractual basis. The loss of the services of certain personnel could adversely affect the Company and its activities.

13 Going concern risk

Investors should be aware of the going concern risk to which the Company is exposed. The Company's financial report for the half year ended 31 December 2016 includes a note at pages 12 and 13 in relation to the preparation of the Company's financial statements and the existence of a material uncertainty about the Company's ability to continue as a going concern in the event the Company is unable to raise additional funds through equity raisings.

The Company's consolidated financial statements for the half year ended 31 December 2016 were prepared on a going concern basis which contemplates the realisation of assets and settlement of liabilities in the normal course of business. In assessing the appropriateness of this assumption, the Directors assumed the Company will be able to attract new equity to fund ongoing exploration programs in a timely manner and believed this was reasonable to assume the Company could continue to meet its planned expenditure based on recent capital raisings by the Company during the last 6 months.

Taking into account the intention of major shareholders to take up their Entitlement in full (as detailed in Section 3), the Board believes that on completion of the Offer the Company will have sufficient funds to adequately meet the Company's current commitments and short term working capital requirements. However, it is likely that further funding will be required by the Company in order to progress its business objectives. An inability to obtain additional funding (if required) would have a materially adverse effect on the Company's business and the price of its Shares, and may cast doubt on the Company's ability to continue as a going concern.

E Other important information

1 Eligible Shareholders

The Rights Issue is being extended to all of Shareholders recorded in the Company's Register of Shareholders.

Hong Kong

WARNING: The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Rights Issue. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

This Offer Document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This Offer Document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Singapore

For Shareholders resident in Singapore, this document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined under the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither the information in this Offer Document nor any other document relating to the Rights Issue has been delivered for approval to the FSA in the United Kingdom and no prospectus (within the meaning of section 85 of FSMA) has been published or is intended to be published in respect of the New Shares. This Offer Document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this Offer Document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This Offer Document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to the Company.

The Company reserves the right to determine eligibility for participation in the Rights Issue at its sole discretion.

2 Optionholders

Holders of Options in respect of Shares will not be entitled to participate in the Rights Issue unless:

- (a) they have become entitled to exercise their Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Rights Issue as a result of being a holder of Shares registered on the share Register at 7.00pm (AEST) on the Record Date.

3 Potential effect on control

Current capital structure

The capital structure of the Company after the Rights Issue will be as follows (assuming none of the 30,750,000 options currently on issue are exercised before the Record Date and subject to rounding of any fractional Entitlements under the Rights Issue):

Shares currently on issue	783,027,454
Maximum number of New Shares offered under the Rights Issue	313,210,982
Total Shares on issue on completion of the Rights Issue, assuming the maximum number of New Shares that are offered are issued	1,096,238,436

Current Substantial Shareholders

As at the date of this document and based on information made available to the Company, the current substantial shareholders of the Company 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 (Pollara) as trustee of the Pollara Trust, Malvasia Pty Ltd (Malvasia) as Spyder Super Fund and Caperi Pty Ltd (Caperi) 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).

Potential effect of the Rights Issue

The Rights Issue may have the following impact on Shareholders and the substantial shareholders of the Company:

- (a) if all Eligible Shareholders take up their full Entitlement, 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; and
- (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.

4 No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Rights cannot be traded on ASX or any other exchange, nor can they be privately transferred.

5 Taxation consequences

The taxation consequences of any investment in New Shares will depend upon your particular circumstances.

Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

6 Privacy

The information about Applicants included on an Entitlement and Acceptance Form is used for the purposes of processing the Entitlement and Acceptance Form and to administer the Applicant's holding of New Shares. By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the form for the purposes set out in this privacy statement and may disclose it for those purposes to the Share Registry and the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses and professional advisers, and to ASX and other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder (including name, address and details of the Shares held) in the Register. The information contained in the Register must remain there even if that person ceases to be a Shareholder. Information contained in the Register is also used to facilitate payments and corporate communications (including the Company's financial results, annual reports and other information that the Company wishes to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. A fee may be charged for access. You can request access to your personal information by telephoning or writing to the Share Registry as follows:

Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West Vic 8007
Tel: +61 3 9628 2200

F Glossary

Additional Shares	The meaning given in Section 8
AEST	Australian Eastern Standard Time
Announcement	The ASX announcement relating to the Rights Issue, as announced by the Company on 26 June 2017
Applicant	A person who makes an Application
Application	An application to subscribe for New Shares under this Offer Document
Application Money	Money payable by Applicants in respect of Applications
ASIC	The Australian Securities and Investments Commission
Associate	The meaning given in the Corporations Act
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable
Board	The board of directors of the Company
Closing Date	28 July 2017
Company	Energia Minerals Limited ACN 078 510 988
Constitution	The constitution of the Company as amended or varied from time to time
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Director	A director of the Company
Eligible Shareholder	A Shareholder as at 7.00pm (AEST) on the Record Date
Entitlement	The entitlement of each Eligible Shareholder as shown on the Entitlement and Acceptance Form, which reflects their Rights under the Rights Issue.
Entitlement and Acceptance Form	The Entitlement and Acceptance Form accompanying this Offer Document
Ex Date	28 June 2017
FSA	Financial Services Authority of the United Kingdom
FSMA	The Financial Services and Markets Act 2000, as amended
Group	The Company and each Related Body Corporate of the Company
Information	The Offer Document the accompanying information
Investor Presentation	The investor presentation released by the Company on 26 June 2017, a copy of which is annexed to this Offer Document.
Issue Price	\$0.01 (1 cent) per New Share

Listing Rules	The official listing rules of ASX, as amended or waived by ASX from time to time
New Shares	Shares offered under Rights Issue (including, where applicable, Additional Shares)
Offer Document	This offer document
Opening Date	4 July 2017
Option	An option to acquire a Share
Record Date	7.00pm (AEST) on 29 June 2017
Register	The register of Shareholders required to be kept under the Corporations Act
Related Body Corporate	The meaning given by section 50 of the Corporations Act
Rights	The rights to 2 New Shares for every 5 Shares held at 7.00pm (AEST) on the Record Date
Rights Issue	The pro-rata non-renounceable offer of 2 New Shares for each 5 Shares registered and entitled to participate at 7.00 pm (AEST) on the Record Date at the Issue Price
Share	A fully paid ordinary share in the Company
Share Registry	Security Transfer Australia Pty Ltd
Shareholder	A holder of Shares
Shortfall	The number of New Shares offered under the Rights Issue for which Applications have not been received from Eligible Shareholders before the Closing Date.
Shortfall Facility	The meaning given in Section 8

Corporate Directory

Directors

Mr Alexander Burns (Executive Chairman/Chief Executive Officer)
Mr Stephen Hills (Finance Director)
Mr Marcello Cardaci (Non-Executive Director)

Company Secretary

Mr Jamie Armes

Registered Office

Suite 6, Level 2
20 Kings Park Road
West Perth WA 6005

Share Registry*

Security Transfer Australia Pty Ltd
770 Canning Highway
Applecross WA 6153

Website

www.energiaminerals.com

*This entity has not been involved in the preparation of this Offer Booklet and has not consented to being named in this Offer Booklet. Its name is included for information purposes only.

Attachment – Investor Presentation



Investor Presentation – 26 June 2017

Non-Renounceable Rights Issue

DISCLAIMER

This presentation contains summary information about Energia Minerals Limited (**Energia Minerals** or the **Company**).

Summary of information: This presentation contains general and background information about the Company's activities current as at the date of the presentation, and (i) does not purport to be complete; and (ii) should not be considered to be comprehensive or to comprise all the information that an investor should consider when making an investment decision. The information is provided in summary form, has not been independently verified, and should not be considered to be comprehensive or complete. The Company is not responsible for providing updated information and assumes no responsibility to do so.

Not financial product advice: This presentation is not financial product, investment advice or a recommendation to acquire the Company securities and has been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision prospective investors should consider the appropriateness of the information having regard to their own objectives, financial situation and needs, and seek legal, taxation and financial advice appropriate to their jurisdiction and circumstances. The Company is not licensed to provide financial product advice in respect of its securities or any other financial products. Cooling off rights do not apply to the acquisition of the Company securities. The Company assumes that the recipient is capable of making its own independent assessment, without reliance on this document, of the information and any potential investment and will conduct its own investigation.

Disclaimer: The Company and its related bodies corporate and each of their respective directors, agents, officers, employees and advisers expressly disclaim, to the maximum extent permitted by law, all liabilities (however caused, including negligence) in respect of, make no representations regarding, and take no responsibility for, any part of this presentation and make no representation or warranty as to the currency, accuracy, reliability or completeness of any information, statements, opinions, conclusions or representations contained in this presentation. In particular, this presentation does not constitute, and shall not be relied upon as, a promise, representation, warranty or guarantee as to the past, present or the future performance of the Company.

Forward looking statements: This presentation may contain certain forward-looking statements and opinions including projections, forecasts and estimates (together **forward looking statements**) which may not have been based solely on historical facts, but rather may be based on the Company's current expectations about future events and results. Where the Company expresses or implies an expectation or belief as to future events or results, such expectation or belief is expressed in good faith and believed to have a reasonable basis. However, forward looking statements are subject to risks, uncertainties, contingencies, assumptions and other factors, many of which are outside the control of the Company all which could cause actual results to differ materially from future results expressed, projected or implied by such forward-looking statements. Forward looking statements are inherently uncertain and may therefore differ materially from results ultimately achieved. Energia Minerals does not make any representations and provides no warranties concerning the accuracy of any forward looking statements or likelihood of achievement or reasonableness of any forward looking statements. Past performance is not necessarily a guide to future performance. The Company does not undertake any obligation to release publicly any revisions to any forward-looking statement to reflect events or circumstances after the date of this presentation, or to reflect the occurrence of unanticipated events, except as may be required under applicable securities laws.

Risks: An investment in the Company is subject to investment and other known and unknown risks, some of which are beyond the control of the Company. Such risks include, but are not limited to metals price volatility, currency fluctuations, increased production costs and variances in ore grade or recovery rates from those assumed in mining plans, as well as political and operational risks, and governmental regulation and judicial outcomes.

Not an offer: This presentation is for information purposes only. The presentation does not comprise a prospectus, product disclosure statement or other offering document under Australian law (and will not be lodged with ASIC) or any other law. This presentation also does not constitute any invitation, offer for sale or subscription or any solicitation for any offer to buy or subscribe for any securities nor shall they or any part of them form the basis of or be relied upon in connection therewith or act as any inducement to enter into any contract or commitment with respect to any securities.

No Distribution in the US: This presentation is not an offer of securities for sale in the United States. Any securities to be issued by the Company have not been and will not be registered under the US Securities Act of 1933, as amended (the **US Securities Act**) and may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act. No public offer of the securities is being made in the United States and the information contained herein does not constitute an offer of securities for sale in the United States. This presentation is not for distribution directly or indirectly in or into the United States or to US persons.

Monetary values: Unless otherwise stated, all dollar values are in Australian dollars (A\$). The information in this presentation remains subject to change without notice.

No distribution: Distribution of this presentation may be restricted by law. Persons who come into possession of this presentation should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

CORPORATE UPDATE SUMMARY

► Leadership

- Executive Chairman Alexander Burns assumes CEO role & Stephen Hills joins board as Finance Director.

► Strategy

- better define the existing Gorno resource from available data, including a full evaluation of the Colonna Zorzone deposit and its extensions to the north and east, and down-plunge to the south;
- conduct additional metallurgical variability testwork aimed at enhancing process plant recoveries;
- build on the database knowledge of the various regional targets, including “Colonna Fontanone”;
- explore commercial opportunities with strategic investors and/or partners to assist the Company in accelerating Gorno’s development on a scale commensurate with the regional zinc endowment; and
- evaluate the potential of Salafossa and Predil, which were also historic zinc mines in northern Italy.

► Funding

- **2-for-5** non-renounceable rights issue to raise up to approximately \$3.132 million.
- Directors to follow entitlements representing approximately \$929,947 or 29.6% of the rights issue amount.*

** Alexander Burns has indicated to the Company that he intends to take up his entitlement in full in respect of the shares he owns and/or controls, and entities in which Non-Executive Director Marcello Cardaci has a disclosed interest or association have also confirmed that they intend to take up their entitlement in full.*

7 REASONS TO INVEST IN ENERGIA

- ▶ Strengthening zinc price outlook and shortage of quality Zn/Pb concentrates.
- ▶ 100% ownership of Gorno Zinc Project in a historic mining location, development supported by community and authorities.
- ▶ Project well advanced with JORC resource **3.3Mt grading 6.1%Zn & Pb, 27g/t Ag** and technical studies in progress.
- ▶ Metallurgical testwork has confirmed excellent quality of Gorno concentrate specifications
- ▶ Existing Colonna Zorzone resource open to the North, East and down-plunge to the South [see ASX release: 'Final assay results received from Colonna Zorzone resource drilling program'].
- ▶ Regional exploration potential demonstrated by recent results [see ASX release: 'Regional exploration results from Gorno].
- ▶ Suite of zinc and base metals projects in Italy and Australia.

\$3.1 MILLION RIGHTS ISSUE OFFER

► Offer features at a glance

- **2-for-5** non-renounceable rights issue to raise up to approximately \$3.1 million before costs.
- Issue price is **\$0.01 (1c) per share**, representing a **37.5% discount** to Energia's closing share price on the ASX of \$0.016 (1.6c) on Friday, 23 June 2017 and a 35.1% discount to the 10 day VWAP.
- Non-underwritten
- Alexander Burns has indicated to the Company that he intends to take up his entitlement in full in respect of the shares he owns and/or controls, and entities in which Non-Executive Director Marcello Cardaci has a disclosed interest or association have also confirmed that they intend to take up their entitlement in full. Together, these entitlements represent approximately \$929,947 or 29.6% of the rights issue amount.
- **Top-up facility** allows eligible shareholders who subscribe for their Entitlement in full to apply for Additional Shares at the same offer price.

► Key dates

- Record date: **Thursday, 29 June 2017**
- Closing date for acceptances: **Friday, 28 July 2017**

RIGHTS ISSUE TIMETABLE

Event	Time/Date
Announcement of Rights Issue	26 June 2017
Ex-Date	28 June 2017
Record Date to determine Rights	7.00pm (AEST) on 29 June 2017
Offer Document and Entitlement & Acceptance Form dispatched Open date of the Rights Issue	4 July 2017
Closing Date – latest date for lodgement of Entitlement & Acceptance Forms & Application Money	5.00pm (AEST) on 28 July 2017
Trading of New Shares commences on a deferred settlement basis	31 July 2017
ASX notified of under-subscriptions	2 August 2017
Issue of New Shares and despatch of transaction confirmation statements for New Shares	4 August 2017
Normal trading of New Shares expected to commence on ASX	7 August 2017

Subject to the Listing Rules, Energia reserves the right to vary the timetable without prior notice, including by extending the Closing Date or closing the Rights Issue early. Energia also reserves the right not to proceed with the whole or part of the Rights Issue at any time prior to allotment.

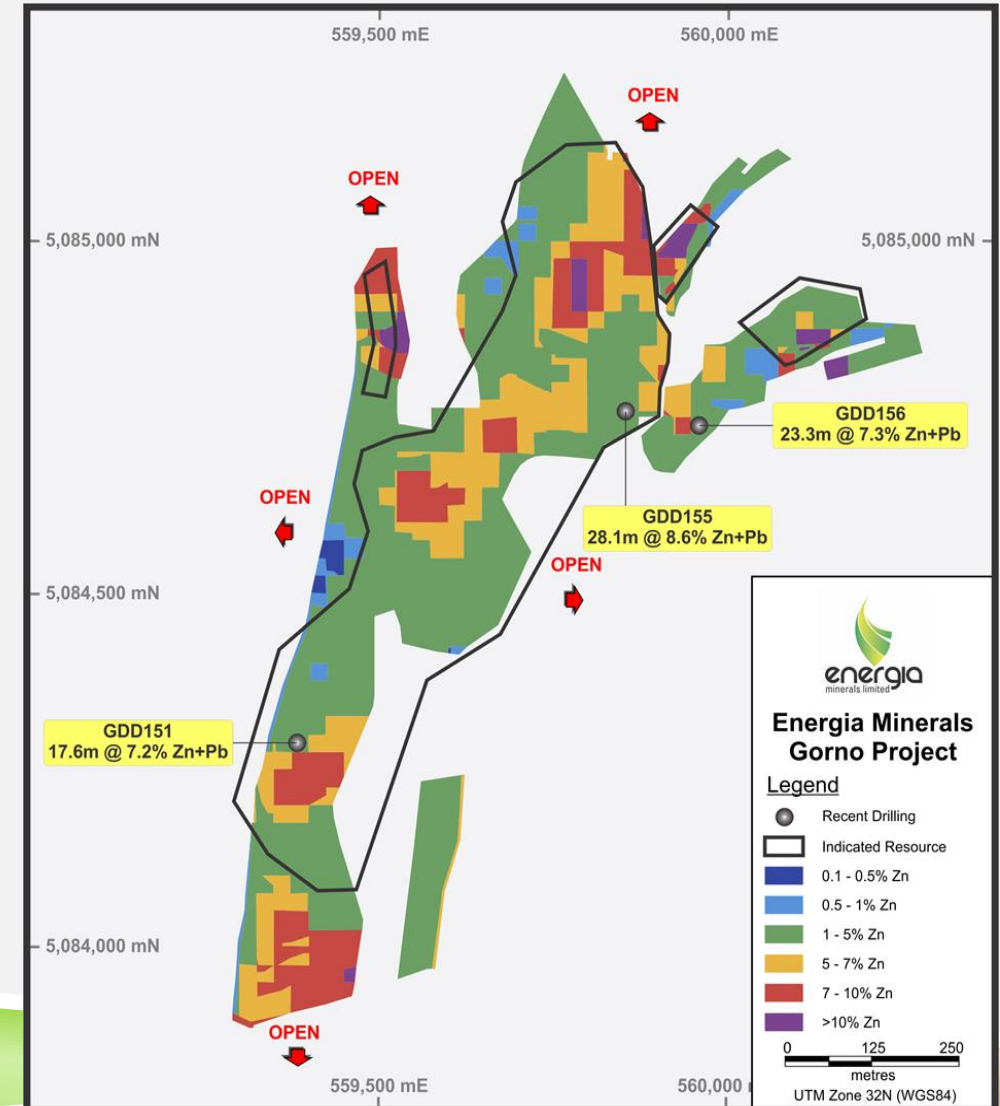
EXPLORATION UPDATE FROM RECENT WORK

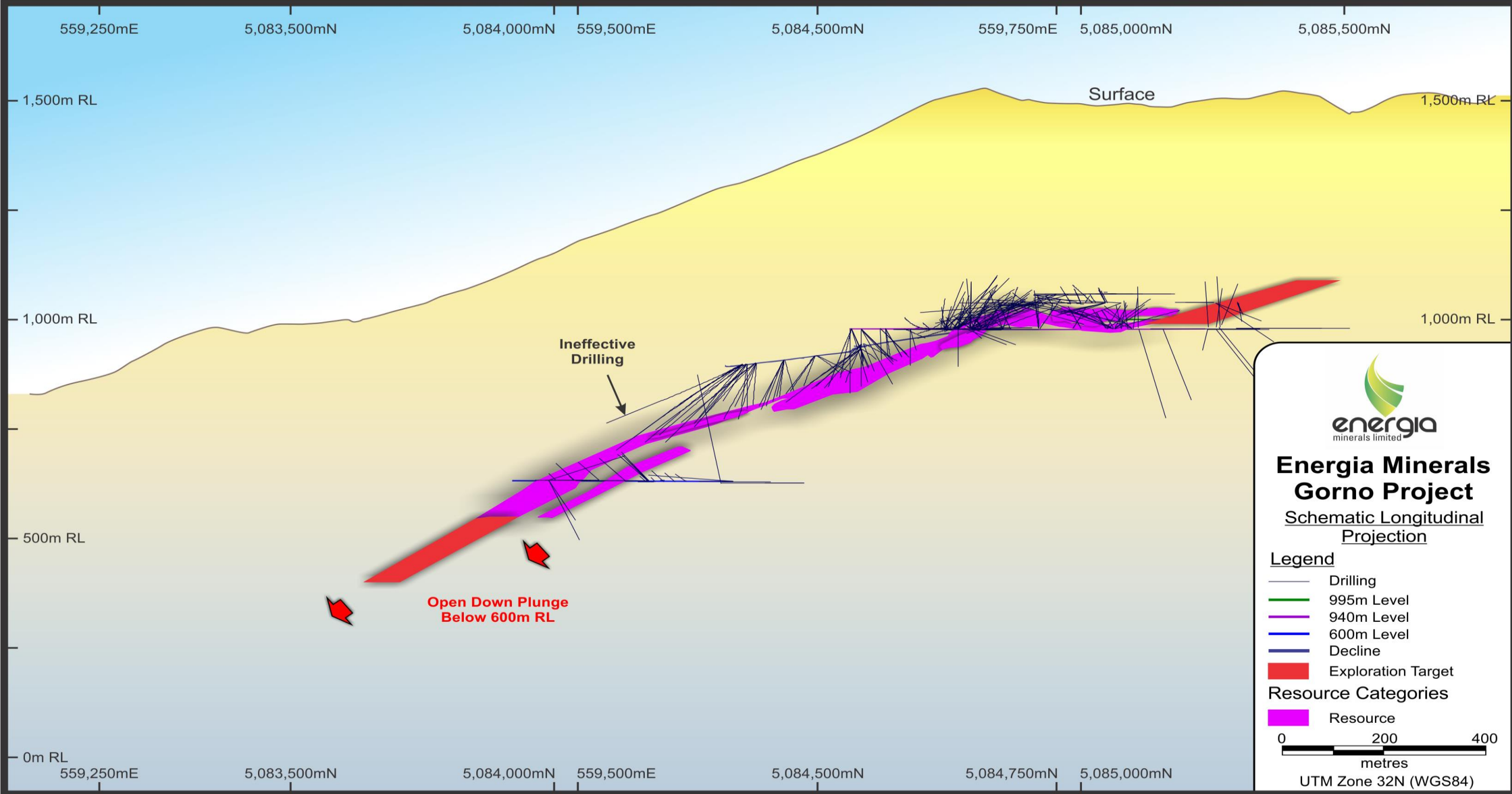
FINAL ASSAYS – COLONNA ZORZONE DRILLING

(NOT INCLUDED IN 3 MAY 2017 GORNO MINERAL RESOURCE ESTIMATE)

- ▶ Results from final three diamond holes of completed underground diamond drilling program at the Colonna Zorzone deposit:
- ▶ GDD151: 17.6m with an estimated True Width (TW) of 8.9m grading 5.8% Zn, 1.4% Pb and 80g/t Ag
- ▶ GDD155: 28.1m (estimated TW of 2.9m) grading 7.0% Zn, 1.6% Pb and 17g/t Ag
- ▶ GDD156: 23.3m (estimated TW of 16.3m) grading 5.4% Zn, 1.9% Pb and 26g/t Ag

Figure on RHS: Plan view of the Colonna Zorzone deposit with the Indicated Resource (coloured areas) within the black outlines and areas outside the black outlines comprising the Inferred Resource.





Cross section looking west showing extents of underground development and drilling to date for the Colonna Zorzone deposit as well as the untested extensions up and down plunge.

REGIONAL EXPLORATION RESULTS FROM GORNO

Recent work has led to the identification of the “Colonna Fontanone” prospect and highlighted the rich zinc mineralisation prevalent in the “Mt Arera” area

- ▶ Face samples from visible mineralisation on the Riso Parina Drive on the 600RL.



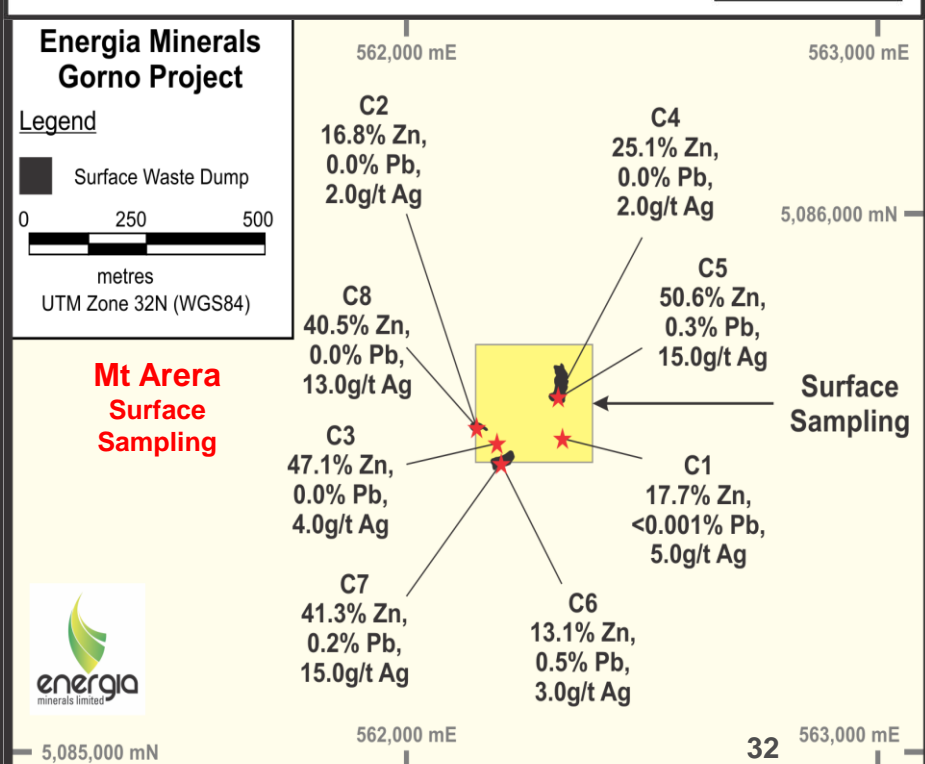
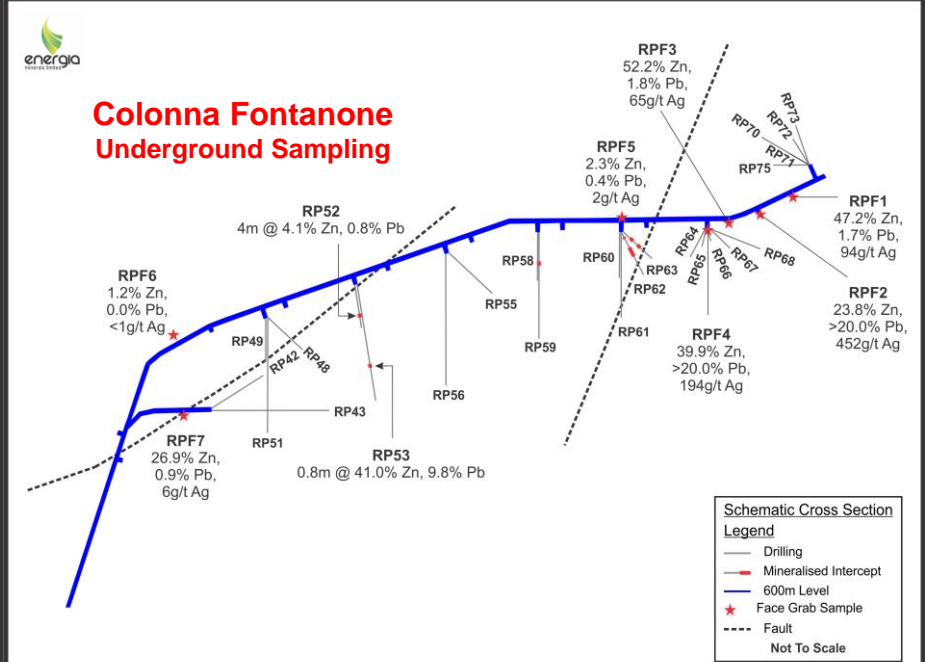
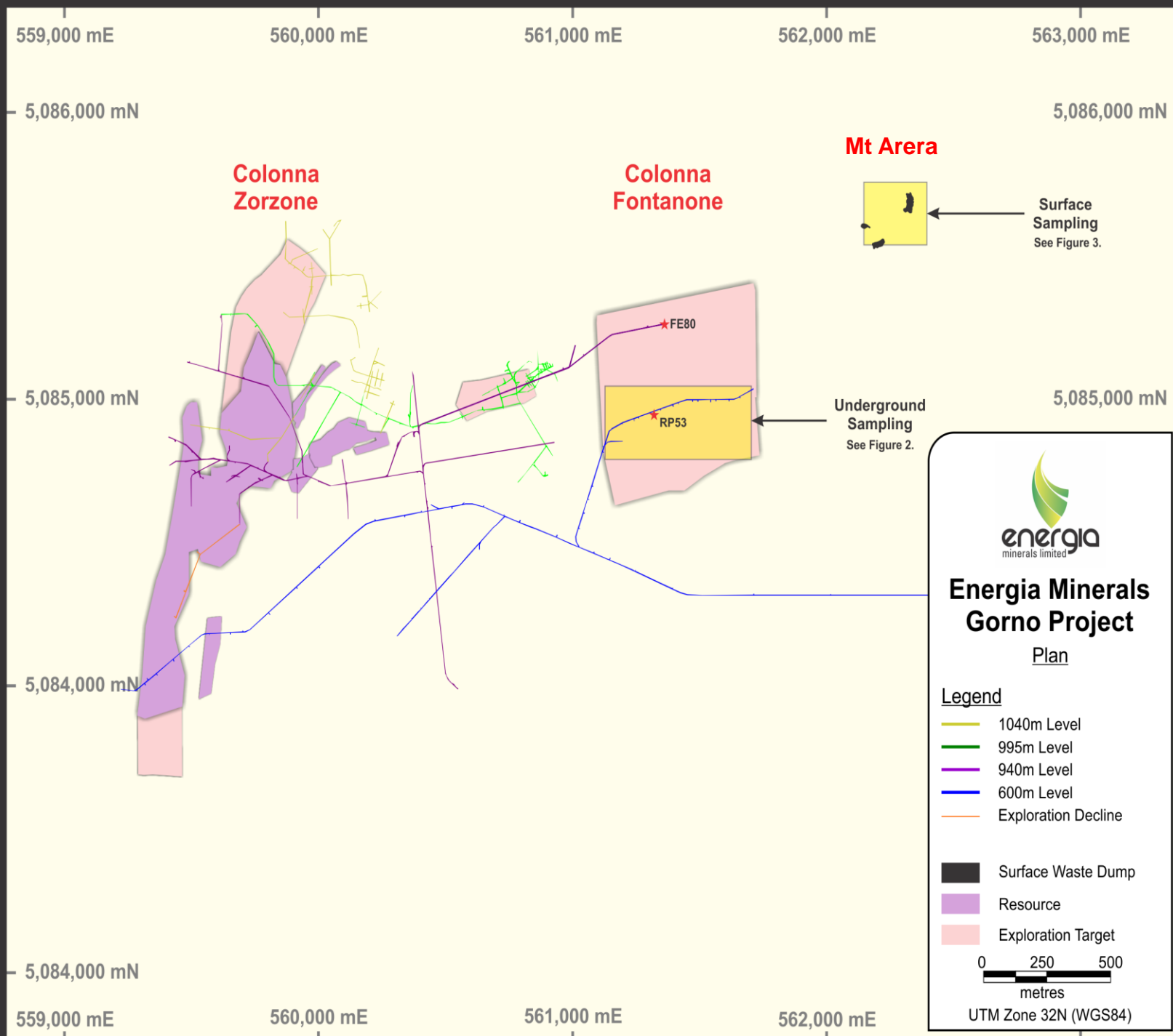
- ▶ **Underground face sampling results include:**
 - ▶ 47.2% Zn, 10.7% Pb, 94ppm Ag (RP1)
 - ▶ 23.8% Zn, >20% Pb, 452ppm Ag (RP2)
 - ▶ 52.2% Zn, 1.8% Pb, 65ppm Ag (RP3)
 - ▶ 39.9% Zn, >20% Pb, 194ppm Ag (RP4)

- ▶ Grab samples from historical near surface workings on Mt Arera where the oxide material was mined, and the sulphide mineralisation dumped as waste according to historical records and the material rejected in surface waste dumps.



- ▶ **Surface grab sampling from Mt Arera results include:**
 - ▶ C3, 47.1% Zn, 0.0% Pb
 - ▶ C5, 50.6% Zn, 0.3% Pb
 - ▶ C7, 41.3% Zn, 0.2% Pb
 - ▶ C8, 40.5% Zn, 0.0% Pb

Figures shown on next 3 slides: Current resource outline, Exploration Targets, recent sample locations & assay results (view the updated animation video on Company's website www.energiaminerals.com).

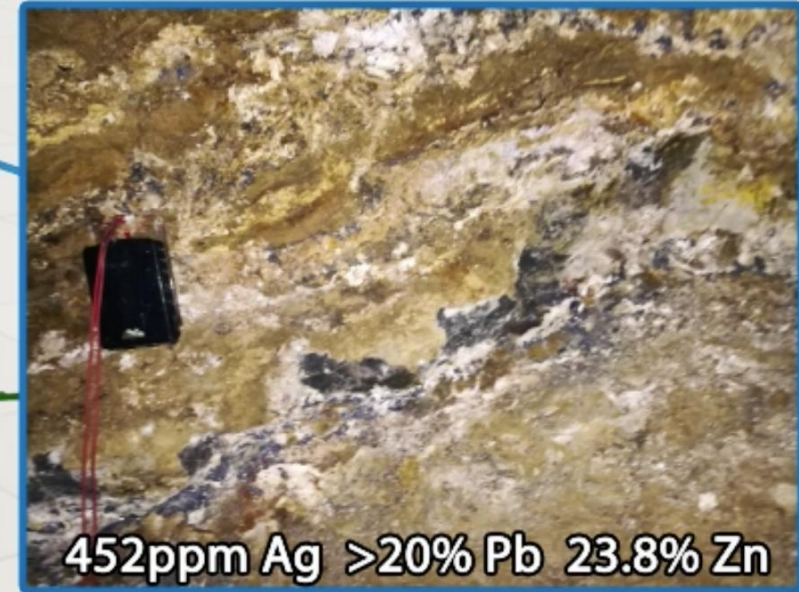
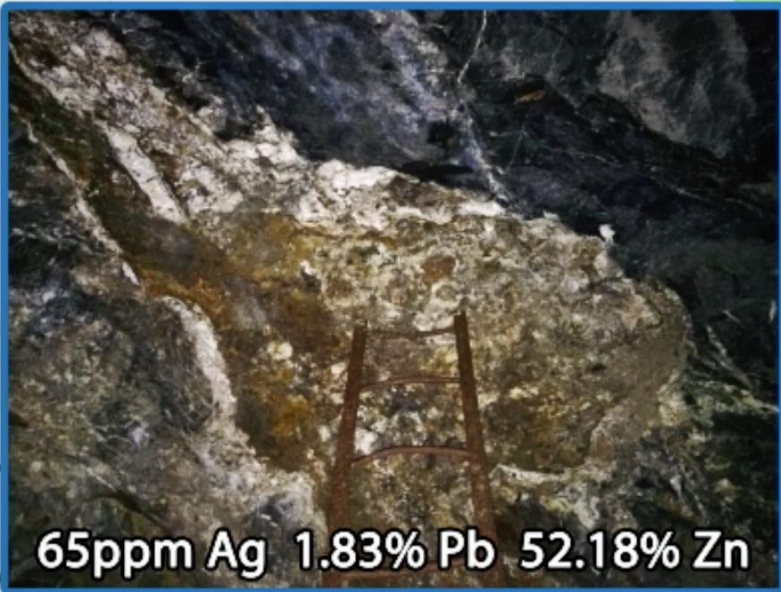
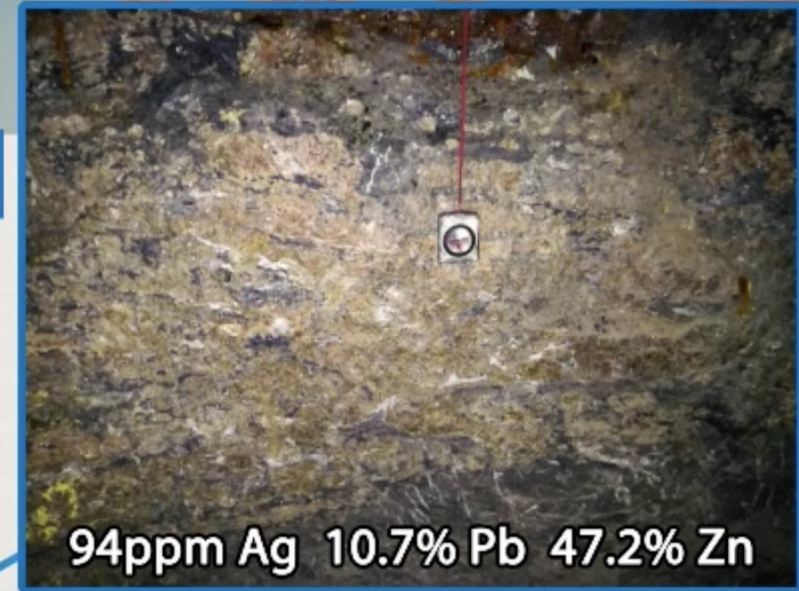


Colonna Fontanone

Exposed Zinc Mineralisation

Composite Sample Assays

47.2% Zn, 10.7% Pb, 94ppm Ag (RP1)
23.8% Zn, >20% Pb, 452ppm Ag (RP2)
52.2% Zn, 1.8% Pb, 65ppm Ag (RP3)
39.9% Zn, >20% Pb, 194ppm Ag (RP4)



Mt Arera Sampling Results

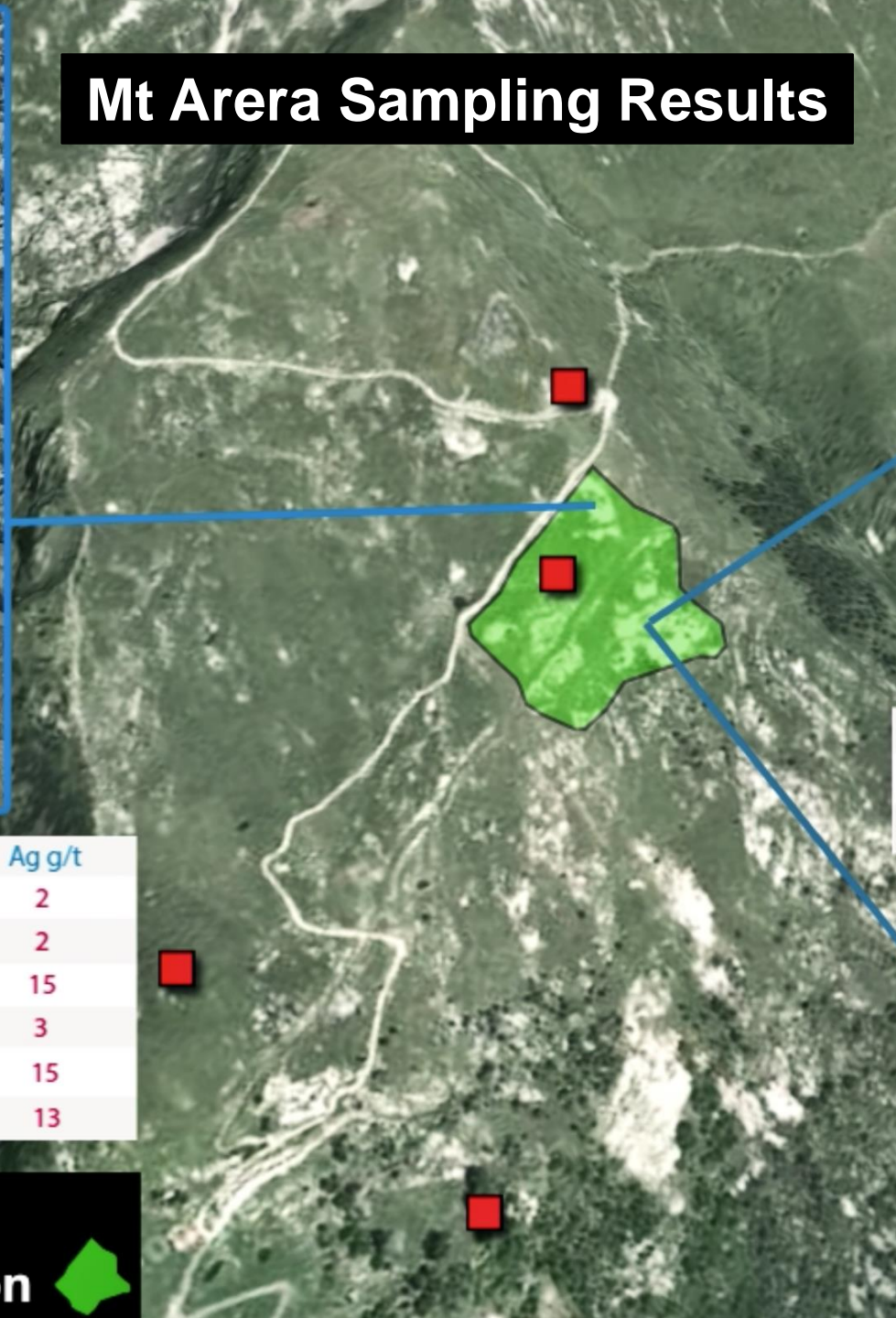


Sphalerite Dump

Sample	Zn%	Pb%	Ag g/t
DUMP - C2	16.8	0	2
DUMP - C4	25.1	0	2
DUMP - C5	50.6	0.3	15
DUMP - C6	13.1	0.5	3
DUMP - C7	41.3	0.2	15
DUMP - C8	40.5	0	13

Historical Portals ■

Exposed Zinc Mineralisation ◆



Sphalerite Outcrop

Sample	Zn%	Pb%	Ag g/t
OUTCROP - C1	17.7	<0.001	5
OUTCROP - C3	47.1	0	4



Sphalerite Sample

COMPLIANCE STATEMENTS

Information in this presentation and the releases dated 26 June 2017 titled 'Regional Exploration Results from Gorno' and 'Final Assay Results Received from Colona Zorzone Resource Drilling Program' that relates to Exploration Results and Exploration Targets is based on information prepared by Mr David Andreazza, a Competent Person who is a Member of the Australian Institute of Geoscientists. Mr Andreazza is a full-time employee of Energia Minerals Limited. Mr Andreazza has sufficient experience which is relevant to the styles of mineralisation and types of deposits under consideration and to the activities being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Andreazza consents to the inclusion in this release of the matters based on their information in the form and context in which it appears.

The information in this presentation that relates to Mineral Resources is based on, and fairly represents, the Mineral Resources and information and supporting documentation extracted from the report, which was prepared by Mr James Ridley as Competent Person in compliance with the JORC Code (2012 edition) and released to ASX by the Company on 3 May 2017. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement. All material assumptions and technical parameters underpinning the Mineral Resource estimates in that previous release continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.