

13 September 2016



Dear Shareholder,

Fully Underwritten Non-Renounceable Rights Issue

As announced on 12 September 2016, Energia Minerals Limited (**ASX: EMX**) (**Company**) is proceeding with a fully underwritten pro-rata non-renounceable rights issue to raise up to approximately \$6.1 million before associated costs of the issue (**Rights Issue**).

The key information in connection with the Rights Issue and important dates are set out below for your reference:

- the Rights Issue is being undertaken on the basis of two (2) new fully paid ordinary shares for every seven (7) ordinary shares held by eligible shareholders at \$0.035 (3.5 cents) per share;
- **the record date to determine entitlements for eligible shareholders is 7.00pm AEST on 15 September 2016 (Record Date). All shareholders on the Company's register on the Record Date will be entitled to participate in the Rights Issue;**
- funds raised from the Rights Issue will be used primarily by the Company to enhance and accelerate the Gorno Zinc Project located in northern Italy including the completion of the Definitive Feasibility Study based on the expanded drilling program by the end of January 2017 and to commence preliminary work on the Riso-Parina adit rehabilitation. In addition, the funds will also be applied to continue with specific, value enhancing activities on other exploration projects and to meet general working capital requirements;
- each new ordinary share will be issued on the same terms as those ordinary shares already issued by the Company;
- for the purposes of calculating your entitlement, fractional entitlements to new shares will be rounded up to the nearest whole number of shares;
- the Rights Issue is non-renounceable, that is, rights will not be tradeable on ASX or otherwise transferrable. Eligible shareholders who do not take up their entitlements in full will therefore not receive any value in respect of those entitlements that they do not take up;
- the Rights Issue is fully underwritten by Euroz Securities Limited (**Euroz**). Unless the underwriting agreement between the Company and Euroz is terminated, the Company will receive the full amount of approximately \$6.1 million before costs under the Rights Issue even if some eligible shareholders do not subscribe for their rights. The Company will pay Euroz a management fee equal to 1% of the amount to be raised under the Rights Issue and an underwriting commission of 4% of the underwritten amount (less amounts committed to by the directors of the Company and their related or associated entities);
- through associated entities, I will be subscribing for my full entitlement in the Rights Issue;
- Marcello Cardaci (Non-Executive Director of the Company), has also confirmed the entities in which he has a disclosed interest or association with also intend to take up their full entitlements;

- an entity with which Mr Marcello Cardaci has a current association in respect of its Energia shareholding, together with an additional related party, will sub-underwrite a portion of Euroz's commitment;
- a maximum of 174,005,994 ordinary shares will be issued under the Rights Issue. This number is subject to reconciliation of entitlements and rounding (fractional entitlements will be rounded up to the nearest whole number);
- after the Rights Issue, the Company will have up to 783,026,973 ordinary shares on issue;
- no shareholder approval is required for the Rights Issue; and
- the Rights Issue is being made in accordance with section 708AA of the *Corporations Act 2001* (Cth) without the need for a prospectus.

Full details of the Rights Issue are set out in an offer document which was lodged with ASX on 12 September 2016 and will be dispatched to eligible shareholders on 20 September 2016. The offer document will be accompanied by a personalised entitlement and acceptance form and instructions on how eligible shareholders may accept their entitlement. Any shareholder who wishes to acquire new shares under the Rights Issue will need to complete the personalised entitlement and acceptance form that will accompany the Rights Issue offer document.

Timetable

Important dates for eligible shareholders are:

Event	Date
Shares quoted on an "ex" basis	14 September 2016
Record Date	7.00pm (AEST), 15 September 2016
Offer document and entitlement and acceptance forms dispatched to eligible shareholders	20 September 2016
Rights Issue opens	20 September 2016
Rights Issue closes	5.00pm (AEDT), 7 October 2016
Trading of new shares commences on a deferred settlement basis	10 October 2016
ASX notified of under-subscriptions	12 October 2016
Issue of new shares and despatch of transaction confirmation statements for new shares	14 October 2016
New shares commence trading on ASX	17 October 2016

Subject to the Listing Rules, the Company reserves the right to vary the timetable without prior notice, in consultation with Euroz, including by extending the closing date or closing the Rights Issue early.

Further information

For further information on the Rights Issue, please see the Company's ASX announcements made on 12 September 2016 available at www.asx.com.au or www.energiaminerals.com or contact:

Jamie Armes
Company Secretary
Tel: +61 8 9321 5000
Email: info@energiaminerals.com

Yours sincerely,

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

Alexander Burns
Executive Chairman

The information provided in this announcement is not investment advice. You should read the entire Rights Issue offer document when you receive it, as well as all other materials lodged with ASX which you consider relevant and consider all of the risk factors that could affect the performance of the Company and the new shares in light of your particular investment objectives, financial circumstances and investment needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stock broker, lawyer or other professional adviser before deciding whether to invest in new shares. Specifically, shareholders should seek advice on the taxation implications of participating in the Rights Issue and have regard to the risks of investing in the Company highlighted in the offer document.