



# Offer Document

## Non-renounceable Rights Issue

2 New Shares for every 7 Shares held at an issue price of \$0.035 (3.5 cents) per New Share to raise approximately \$6.1 million

**The Rights Issue closes at 5.00pm (AEDT) on  
7 October 2016**

**The Rights Issue is fully underwritten by Euroz Securities Limited**

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### **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	9
D Risk factors	12
E Other important information	15
F Glossary	19
Corporate Directory	21

## 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 7 (2:7) 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 12 September 2016 (**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 provides information about the Company's activities current as at 12 September 2016. 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 2015 and the Company's other announcements to ASX available at [www.asx.com.au](http://www.asx.com.au) or on the Company's website at [www.energiaminerals.com](http://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 19.

12 September 2016

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 7 shares held at \$0.035 (3.5 cents) per share to raise approximately \$6.1 million before issue related costs (**Rights Issue**).

This Rights Issue is a strategic and timely fund raising to meet the Company's stated objectives to expand the drilling program, complete the Definitive Feasibility Study early in the new year and, without pre-empting the outcomes of the Definitive Feasibility Study, complete preparatory work to fast track the development of the Gorno Zinc Project in Italy.

The Company made the decision to do a capital raising in this manner and at this time in light of the positive results achieved to date, support for the project at all levels and given the strengthening outlook for the zinc market. The Rights Issue path was selected after having considered a range of alternative funding options in a market that continues to challenge smaller mining companies and priced in a way to encourage participation by Shareholders.

As owners of the Company, you have the right to increase the number of shares that you own at this time, should you wish to participate, on the terms and conditions set out in this Offer Document.

For my part, I intend to take up my full Entitlement of 39,956,307 New Shares in respect of the 139,847,071 Shares I own and control, thereby investing a further \$1.4 million in the Company and bringing my total investment to date to over \$5 million. Mr Cardaci has also confirmed that the entities in which he has a disclosed interest or association with also intend to take up their full Entitlements. Together with the Managing Director, Mr Kim Robinson, and our competent team of professionals, we are all committed to ensure the funds will be utilised in continuing to add shareholder value.

Once the Rights Issue is finalised, the funds raised will be used primarily to enhance and accelerate the Gorno Zinc Project as follows:

- complete the Definitive Feasibility Study based on the expanded drilling program; and
- commence preliminary work on the Riso-Parina adit rehabilitation.

In addition, funds will also be applied to:

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

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 15 September 2016 (**Record Date**).

The Rights Issue is fully underwritten by Euroz Securities Limited (**Underwriter**). Unless the Underwriting Agreement between the Company and the Underwriter 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. An entity with which a Non-Executive Director of the Company, 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 the Underwriter's commitment. Further detailed information regarding the Underwriting Agreement and the sub-underwriting arrangements are provided in 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 (AEDT) on 7 October 2016**. 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 grey ink, appearing to be 'A. Burns', written over a light blue horizontal line.

Alexander Burns  
Executive Chairman

# A Rights Issue at a glance

## 1 Summary of Rights Issue offer

<b>Issue Price per New Share</b>	<b>\$0.035 (3.5 cents)</b>
<b>Rights</b>	2 New Shares for every 7 Shares held at 7.00pm (AEST) on the Record Date offered to Eligible Shareholders.
<b>Number of New Shares to be issued under the Rights Issue</b>	174,005,994
<b>Underwriting</b>	The Rights Issue will be fully underwritten by Euroz Securities Limited subject to the terms of the Underwriting Agreement. An entity with which a director of the Company, Mr Marcello Cardaci (Non-Executive Director) has a current association in respect of its Energia shareholding together with an additional related party will sub-underwrite a portion of the Underwriter's commitment. See <b>section 9 of Part B</b> for further details.
<b>Amount to be raised</b>	Approximately \$6.1 million (before costs of the Rights Issue)

## 2 Indicative Timetable

Announcement of the Rights Issue	12 September 2016
Ex Date	14 September 2016
<b>Record Date to determine Rights</b>	<b>7.00pm (AEST) on 15 September 2016</b>
Offer Document and Entitlement and Acceptance Form dispatched	<b>20 September 2016</b>
<b>Opening date of the Rights Issue</b>	
<b>Closing Date – last date for lodgement of Entitlement and Acceptance Forms and Application Money</b>	<b>5.00pm (AEDT) on 7 October 2016</b>
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
Normal trading of New Shares expected to commence 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 the Underwriter, 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 9 of Part C** of this Offer Document for further details.

## 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.

The Company's most recent updated announcement and investor presentation were released to the ASX on 2 September 2016. That announcement and presentation detailed the Company's progress on exploration, decline development and the Definitive Feasibility Study (due the end of January 2017) in respect of the Gorno Zinc Project.

It also detailed the Company's strategy, strong board and management, current resource and exploration focus and the Company's other projects.

A copy of that update and presentation can be obtained on the Company's website at <http://www.energiaminerals.com/>.

In addition to this information, the Company is in negotiations concerning the potential acquisition of an option to acquire a company that has applied for but has not yet been granted a gold exploration licence in Italy. There is no guarantee that any binding agreement will be reached nor is the potential consideration payable considered to be material in the context of the Company.

### 2 Details of the Rights Issue

Eligible Shareholders are invited to participate in a pro-rata non-renounceable Rights Issue of 174,005,994 New Shares. The Rights Issue will be conducted on the basis of 2 New Shares for every 7 Shares (2:7) held at 7.00pm (AEST) on the Record Date, at an issue price of \$0.035 (3.5 cents) 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.

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 approximately \$6.1 million (before costs of the Rights Issue) and was first announced by the Company on 12 September 2016.

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.

The terms of the Rights Issue negotiated with Euroz Securities Limited were in the Board's view superior to any other proposal that the Company was capable of securing within an acceptable timeframe.

## 4 Use of funds table

Proposed Use of Proceeds	Approximate Amount
Exploration Decline	\$1.6 million
Diamond Drilling Program	\$1.4 million
Feasibility Studies	\$1.5 million
Pre-development work on Riso Parina	\$0.4 million
Exploration – Other Projects	\$0.6 million
General Working Capital	\$0.6 million
<b>Total</b>	<b>\$6.1 million</b>

The table above is a statement 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. Costs of the Rights Issue will be paid out of existing cash reserves

## 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 \$0.035 (3.5 cents) for each New Share representing a 27.1% discount to the closing Share price on the ASX (\$0.048 (4.8 cents)) on 9 September 2016, being the last practicable day before finalising this Offer Document.

## 7 Minimum subscription

There is no minimum subscription under the Rights Issue.

## 8 Opening and Closing Date for Applications

The Rights Issue opens for acceptances on 20 September 2016 and all Entitlement and Acceptance Forms and payments of Application Money must be received by no later than 5.00pm (AEDT) on 7 October 2016, subject to the Directors being able to vary the Closing Date in consultation with the Underwriter and in accordance with the Corporations Act and the Listing Rules.

## 9 Underwriting

The Company has entered into an underwriting agreement dated 12 September 2016 (**Underwriting Agreement**) with the Underwriter who has agreed to fully underwrite the Rights Issue.

### **Background**

As stated above, the Rights Issue is a culmination of an extensive search by the Company for alternative funding options for the ongoing development of the Company.

Having considered a range of alternatives and taking into consideration the difficult current market conditions (including both alternative means of raising funds, cost reductions, reviewing funding requirements and non-core asset sales (including the sale of the Company's holding in Paladin Energy Limited)), the Directors determined that proceeding by way of a rights issue (preferably underwritten) was the most achievable and advantageous to all Shareholders.

The Company then entered into discussions with the Underwriter which, after considerable discussion and investigation culminated in the proposal that has resulted in the Rights Issue.

When it became apparent that the Rights Issue required a level of sub-underwriting support from one or a number of the Company's Directors (or entities associated with or related to them), the Company immediately put in place appropriate corporate governance arrangements to ensure the process of agreeing the structure of the Rights Issue did not involve any interested Directors. For the reasons set out under the heading "Sub-underwriting arrangements", Mr Cardaci therefore abstained from voting on the resolution to approve the final structure of the Rights Issue (including approving the terms of the underwriting and sub-underwriting arrangements).

In reaching their decision to proceed with the Rights Issue (including the Underwriting Agreement), the independent Directors took into account a number of considerations including the alternative funding arrangements available to the Company at this stage of its development, the timing for the need for funds, the certainty that a fully underwritten raising brings and the positive impact it has on the Company's ability to proceed with its stated strategy and the fact that a pro-rata issue enables Existing Shareholders who so wish to either maintain their existing ownership percentage or otherwise choose to minimise the dilution they may suffer.

#### ***Fee***

In addition to a management fee equal to 1% of the amount to be raised under the Rights Issue, the Company must pay the Underwriter an underwriting commission of 4% of the underwritten amount less amounts committed to by the Directors and their related or associated entities. The Underwriter is solely responsible for any sub-underwriting fees agreed between the Underwriter and sub-underwriters.

The Company has also agreed to indemnify the Underwriter and persons connected with the Underwriter against losses they may suffer in connection with the Rights Issue.

#### ***Representations and warranties***

The Company has agreed to give representations and warranties customary for an underwriting of this kind.

#### ***Undertakings***

The Company has agreed to provide a number of undertakings customary for an agreement of this nature.

#### ***Unqualified termination events***

As is customary for these types of arrangements, the Underwriter may terminate the Underwriting Agreement (and its obligation to underwrite the Rights Issue) on the occurrence of the following termination events at any time before all of the New Shares are allotted by the Company in accordance with the Rights Issue (currently expected to be 14 October 2016) including:

- (a) the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company as they relate to the Rights Issue are 'unacceptable circumstances';
- (b) any authorisation which is material to anything referred to in the Offer Document is repealed, revoked or terminated or expires, or is modified or amended in a manner which means that the Rights Issue cannot proceed;
- (c) the Company is in material breach of the Underwriting Agreement and, if the breach is capable of remedy, such breach has not been rectified within the agreed time period;
- (d) the Rights Issue is prevented from proceeding by reason of an order, investigation, inquiry or proceedings made by ASIC or ASX;
- (e) an insolvency event occurring in respect of any member of the Group;
- (f) ASX makes any official statement to any person, or indicates to the Company or the Underwriter (whether or not by way of an official statement) that existing Shares will be suspended from quotation or the Company will be removed from the official list;

- (g) any member of the Group suspending payment of its debts generally or is or becomes unable to pay its debts when they are due or is or becomes unable to pay its debts within the meaning of the Corporations Act;
- (h) any member of the Group issuing or agreeing to issue Shares or convertible securities subject to certain exceptions; or
- (i) the Company withdraws the Rights Issue.

**Qualified termination events**

Other termination events only occur if there are reasonable and bona fide grounds for a person to believe, and the Underwriter does believe, that the event:

- (a) could give rise to a liability of the Underwriter under, or could give rise to the Underwriter contravening, or being considered to be in contravention of, any law, regulation or rule;
- (b) has or is likely to have a material adverse effect on the marketing, settlement or outcome of the Rights Issue; or
- (c) has resulted in or is likely to result in a material adverse change in the financial position, performance or prospects of the Group from that which existed at the date of the mandate letter executed with the Underwriter.

These qualified termination events are:

- (a) this Offer Document or the Rights Issue is withdrawn by the Company;
- (b) there is a statement in this Offer Document that is or becomes misleading or deceptive or likely to mislead or deceive, or there is an omission from this Offer Document;
- (c) the Company failing to lodge with the ASX the section 708AA notice before the prescribed time;
- (d) the Company failing to lodge a supplementary notice where it is required to do so;
- (e) the Company failing to lodge a notice in accordance with section 708AA(12) of the Corporations Act where it is required to do so;
- (f) the Company being prevented from allotting and issuing the New Shares within the time required by the timetable, the Listing Rules, applicable laws, an order of a court of competent jurisdiction or a government agency;
- (g) the Company failing to lodge an Appendix 3B in relation to the New Shares with ASX by the time required by the Corporations Act, the Listing Rules or any other applicable regulations;
- (h) any officer or member of the Group is charged with an indictable offence or disqualified from managing a corporation under the Corporations Act;
- (i) a change in the senior management or the Board occurs or is announced;
- (j) the Company altering or amending its Constitution without the prior written consent of the Underwriter (such consent not to be unreasonably withheld);
- (k) any member of the Group contravening its constitution, the Corporations Act or any of the Listing Rules;
- (l) except as otherwise advised to the Underwriter prior to the date of the Underwriting Agreement or otherwise disclosed to ASX, the occurrence of any material adverse change in the condition, business, operations, assets, liabilities, financial position and performance, profits, losses and prospects of the Group;
- (m) any information supplied by the Company or on its behalf of the Underwriter in respect of the Rights Issue is or becomes false or misleading in any respect;
- (n) there is an outbreak of hostilities or a major escalation in existing hostilities (whether war has been declared or not) involving certain countries, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries elsewhere in the world;
- (o) there is passed by the Parliament of Australia or any State of Australia a new law, or the Reserve Bank of Australia, or any Commonwealth or State authority, adopts a new policy, any of which prohibits or regulates the Rights Issue, capital issues or stock markets; or
- (p) there is a general moratorium on commercial banking activities in Australia, the United States, the European Union or the United Kingdom is declared by the relevant central banking authority in any of those countries (or any member state of the European Union), or there is a material

disruption in commercial banking or security settlement or clearance services in any of those countries; and

- (q) trading in all securities quoted or listed on ASX, the London Stock Exchange or the New York Stock Exchange is suspended or limited in a material respect for more than one day on which that exchange is open for trading.

### ***Consequences of termination***

If the Underwriter is entitled to, and does, terminate the Underwriting Agreement, the Company reserves the right to continue with the Rights Issue. Eligible Shareholders who have returned their Entitlement and Acceptance Form or made a BPAY payment before the Underwriting Agreement has been terminated will not be able to withdraw their acceptance.

### ***Sub-underwriting arrangements***

The Underwriter may at any time appoint sub-underwriters on terms consistent with the Underwriting Agreement (subject to the identity of those sub-underwriters being consistent with the law and not resulting in the sub-underwriters' voting power exceeding 20% of the Company).

The Underwriter has informed the Company that it has entered into a sub-underwriting agreement with Caperi Pty Ltd as trustee for the Caperi Fund (**Caperi**) for Caperi to acquire up to 69,668,735 Shares of any Shortfall arising under the Rights Issue.

Caperi is controlled by Ms Gayle McGarry who is the wife of Mr Marcello Cardaci, a director of the Company.

Whilst Mr Cardaci does not have any interest in Caperi or otherwise control any Shares held by Caperi, he has informed the Company that he considers he will have a current association with Caperi in respect of any shares in Energia that Caperi will hold.

The Underwriter has also informed the Company that it has entered into an additional sub-underwriting agreement with Lamerton Pty Ltd as trustee for the Macs Super Fund (**Lamerton**) for Lamerton to acquire up to 14,285,714 Shares of any Shortfall arising under the Rights Issue. Lamerton does not currently own any Shares in the Company.

Lamerton is controlled by Mr Graham McGarry, Ms McGarry's father. Mr Cardaci does not consider he is associated with Lamerton or Mr McGarry nor will he have any interest in Lamerton's shares to be issued under the Rights Issue. Caperi and Ms McGarry have also confirmed to the Company that neither are associated with Lamerton or Mr McGarry nor does it have any interest in Lamerton's shares to be issued under the Rights Issue. Mr McGarry has confirmed the same.

The Company is not aware of either Caperi or Lamerton being associated with any other Existing Shareholders, the Underwriter or any other party in relation to the Company.

The Company considers both Caperi and Lamerton to be related parties and therefore has put in place appropriate corporate governance arrangements prior to finalising the structure of the Rights Issue (as referenced above, including Mr Cardaci abstaining from any involvement in decisions related to the final terms of the Rights Issue).

Caperi and Lamerton will each receive a sub-underwriting fee to be negotiated with and paid by the Underwriter to the sub-underwriters. While these arrangements are between the Underwriter and sub-underwriter, the terms reflect the agreement negotiated at arm's length between the Company and the Underwriter. Thus, the independent Board considers any financial benefit accruing to those parties as a result of the sub-underwriting to be both arm's length and reasonable in the circumstances (and thus shareholder approval is not required for it to proceed). While the Underwriting Agreement was not conditional upon securing sub-underwriting commitments, the Company believes it was an important aspect of securing the full underwriting and thus increasing the certainty that the full amount offered under the Rights Issue will be raised.

The Underwriter has also informed the Company that it has entered into sub-underwriting arrangements with a number of other parties that are not related parties of the Company and in some cases do not hold a current shareholding in the Company.

Refer to **section 3 of Part E** for details on the potential effect on control of the Company.

## **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	<b>Section 4 of Part C</b>
Allow some or all of your Rights to lapse	<b>Section 7 of Part C</b>

### 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 6 of Part C**. It must be received by no later than 5.00pm (AEDT) on 7 October 2016.

OR:

- (b) Make a payment of \$0.035 (3.5 cents) 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 (AEDT) on 7 October 2016.

### 5 Payment for New Shares

The issue price of \$0.035 (3.5 cents) 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.

## 6 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:**

Security Transfer Australia Pty Ltd  
770 Canning Highway  
Applecross WA 6153

**By mail:**

Security Transfer Australia Pty Ltd  
or PO Box 535  
Applecross WA 6953

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.

## 7 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 will have their proportionate interest in the Company diluted.

## 8 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 (including if the Underwriting Agreement is terminated) 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 \$0.035 (3.5 cents) 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.

## 9 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 14 October 2016. 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 exploration programs. 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 Definitive Feasibility Study

There is no guarantee that the Definitive Feasibility Study currently being undertaken by the Company at the Gorno Zinc Project will be economically viable. Even if the Definitive Feasibility Study does demonstrate 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 (and uranium mining in particular) is regulated by Federal and State governments. Complying with the relevant laws and regulations for exploration and mining in general and specifically for uranium 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, commodities. 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, zinc are highly dependent upon a variety of factors, including international supply and demand, developments in alternative energy sources, 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 zinc production, the revenue it will derive through the sale of commodities 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 zinc 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 zinc, 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.

As shareholders will be aware, the Company's current Managing Director Mr Kim Robinson was previously a non-executive director of Kagara Limited and Apex Minerals NL. Both of those companies were placed into liquidation whilst Mr Robinson held those positions. The Company has been informed that, as a result of Mr Robinson's positions with those companies, the Australian Securities and Investment Commission (ASIC) has given notice requiring Mr Robinson to demonstrate why he should not be disqualified from managing corporations for a period of time. If such an order was to be made, Mr Robinson would be unable to continue as Managing Director of the Company and the Company would need to put in place alternative arrangements. Mr Robinson has informed the Company he is actively engaging with ASIC on this issue and will oppose any such order being made. As such, the process remains ongoing, incomplete and confidential. The circumstances giving rise to this notice do not otherwise involve the Company nor do they in any way relate to Mr Robinson's performance of his role as Managing Director of the Company.

## 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 39,750,000 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	609,020,979
Maximum number of New Shares offered under the Rights Issue	174,005,994
<b>Total Shares on issue on completion of the Rights Issue, assuming the maximum number of New Shares that are offered are issued</b>	<b>783,026,973</b>

### ***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 <sup>1</sup>	139,847,071	22.96%
Westoz Funds Management Pty Ltd	42,000,000	6.9%

<sup>1</sup> 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>

### ***Potential effect of the Rights Issue***

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

- (a) Eligible Shareholders who take up their full Entitlement should maintain their existing percentage interest in the total issued share capital of the Company;
- (b) Eligible Shareholders who do not take up their full Entitlement will be diluted – this is because the Rights Issue is fully underwritten and all New Shares will be issued;
- (c) save as provided for below, assuming the existing substantial shareholders take up their full Entitlement, they should retain their existing percentage interest in the total issued share capital of the Company; and
- (d) 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.

As described above, the Underwriter has entered into sub-underwriting arrangements with Caperi.

Whilst Caperi does not currently own any Shares in the Company, Capri is controlled by Ms Gayle McGarry who also controls existing shareholders Pollara Pty Ltd (**Pollara**) and Malvasia Pty Ltd (**Malvasia**). At the date of this document, those entities have a combined voting power of 4.16%.

Assuming Ms McGarry takes up the full Entitlement of the entities she controls and Caperi subscribes for its full entitlement under its sub-underwriting arrangements, then Ms McGarry's voting power in the Company would increase from a current level of 4.16% to 13.06%.

The exact number of Shares that will be issued to Caperi will depend on the extent to which other Shareholders take up their Entitlements under the Rights Issue. If there is insufficient Shortfall for Caperi to take up its full sub-underwriting commitment, then this voting power will be lower than that maximum percentage.

As stated above, Mr Cardaci has informed the Company that 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). As a result, Mr Cardaci's interest in the Company will change in the same manner.

Westoz Funds Management Pty Ltd (the investment manager for entities including Ozgrowth Limited) (**Westoz**) currently has voting power of 6.9%. The Underwriter has informed the Company that it has entered into a sub-underwriting commitment with Westoz such that if Westoz takes up its full Entitlement and subscribes for its full entitlement under its sub-underwriting arrangements, its voting power in the Company would increase from a current level of 6.9% to 8.72%.

These numbers assume the Underwriting Agreement is not terminated and no options are exercised.

As the Underwriter has the power to appoint other sub-underwriters (including existing shareholders), it may be that there are other changes in shareholding. However, this power to appoint sub-underwriters is subject to their identity complying with law and takeovers policy and not resulting in any sub-underwriter obtaining voting power in excess of 20% of the Company unless the Company consents otherwise.

## 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 Underwriter, 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 535  
Applecross WA 6953  
Tel: +61 8 9315 2333

## 7 Consents

Each of the Underwriter and the Share Registry:

- (a) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding and takes no responsibility for, any part of this Offer Document, other than the references to its name and statements made with the consent of that party;
- (b) has given and has not, before the date of this Offer Document, withdrawn its written consent to be named in this Offer Document in the form and context in which it is named; and
- (c) has not authorised or caused the issue of this Offer Document or the making of the Offer.

The Underwriter and the Share Registry have each not made any statement in the Offer Document or any statement on which a statement in this Offer Document is based.

## F Glossary

<b>AEDT</b>	Australian Eastern Daylight Time
<b>AEST</b>	Australian Eastern Standard Time
<b>Announcement</b>	The ASX announcement relating to the Rights Issue, as announced by the Company on 12 September 2016
<b>Applicant</b>	A person who makes an Application
<b>Application</b>	An application to subscribe for New Shares under this Offer Document
<b>Application Money</b>	Money payable by Applicants in respect of Applications
<b>ASIC</b>	The Australian Securities and Investments Commission
<b>Associate</b>	The meaning given in the Corporations Act
<b>ASX</b>	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable
<b>Board</b>	The board of directors of the Company
<b>Cardaci</b>	Marcello Cardaci and his Associates
<b>Closing Date</b>	7 October 2016
<b>Company</b>	Energia Minerals Limited ACN 078 510 988
<b>Constitution</b>	The constitution of the Company as amended or varied from time to time
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Eligible Shareholder</b>	A Shareholder as at 7.00pm (AEST) on the Record Date
<b>Entitlement</b>	The entitlement of each Eligible Shareholder as shown on the Entitlement and Acceptance Form, which reflects their Rights under the Rights Issue.
<b>Entitlement and Acceptance Form</b>	The Entitlement and Acceptance Form accompanying this Offer Document
<b>Ex Date</b>	14 September 2016
<b>FSA</b>	Financial Services Authority of the United Kingdom
<b>FSMA</b>	The Financial Services and Markets Act 2000, as amended
<b>Group</b>	The Company and each Related Body Corporate of the Company
<b>Information</b>	The Offer Document the accompanying information
<b>Issue Price</b>	\$0.035 (3.5 cents) per New Share

<b>Listing Rules</b>	The official listing rules of ASX, as amended or waived by ASX from time to time
<b>New Shares</b>	Shares offered under Rights Issue
<b>Offer Document</b>	This offer document
<b>Opening Date</b>	20 September 2016
<b>Record Date</b>	7.00pm (AEST) on 15 September 2016
<b>Register</b>	The register of Shareholders required to be kept under the Corporations Act
<b>Related Body Corporate</b>	The meaning given by section 50 of the Corporations Act
<b>Rights</b>	The rights to 2 New Shares for every 7 Shares held at 7.00pm (AEST) on the Record Date
<b>Rights Issue</b>	The pro-rata non-renounceable offer of 2 New Shares for each 7 Shares registered and entitled to participate at 7.00 pm (AEST) on the Record Date at the Issue Price
<b>Share</b>	A fully paid ordinary share in the Company
<b>Share Registry</b>	Security Transfer Australia Pty Ltd
<b>Shareholder</b>	A holder of Shares
<b>Shortfall</b>	The number of New Shares offered under the Rights Issue for which Applications have not been received from Eligible Shareholders before the Closing Date.
<b>Underwriter or Euroz</b>	Euroz Securities Limited, underwriter to the Rights Issue
<b>Underwriting Agreement</b>	The underwriting agreement dated 12 September 2016 between the Company and the Underwriter, a summary of which is contained in <b>section 9 of Part C</b> of this Offer Document

# Corporate Directory

## **Directors**

Mr Alexander Burns (Executive Chairman)  
Mr Kim Robinson (Managing Director)  
  
Mr Marcello Cardaci (Non-Executive Director)

## **Underwriter**

Euroz Securities Limited  
Level 18, Alluvion  
58 Mounts Bay Road  
Perth WA 6000

## **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](http://www.energiaminerals.com)