



Stonehenge
METALS LTD

23 May 2012

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000



ASX: SHE

Stonehenge Closes Rights Issue Shortfall Oversubscribed

Stonehenge Metals Limited (**Stonehenge** or the **Company**) is pleased to advise that following the completion of the Company's recent non-renounceable rights issue, the Shortfall Offer has now closed oversubscribed.

Indian Ocean Capital, acting as Lead Manager, has successfully placed 57,243,679 ordinary shares being the shortfall from the Rights Issue announced on 14 March 2012 (**Shortfall Shares**). The Shortfall Shares were issued at \$0.03 per share to raise \$1,717,310 (before fees).

Accordingly, the Company has been successful in raising \$3,930,724 through a placement of \$1,300,000 to Korean investors and management, \$2,430,724 through the Rights Issue and a further \$200,000 as a result of shareholder approval at the EGM of 9 May 2012 permitting the Managing Director to participate in the placement.

Managing Director, Mr Richard Henning commented, "I am delighted that the company has received such strong support from existing shareholders, new shareholders and indeed new and existing management. This support is a terrific endorsement of the potential growth ahead for Stonehenge as the company looks to a new drilling programme to build its resource base for Uranium and Vanadium in Korea. With strong management, both executive and technical now in place, we are well positioned to look at further opportunities and build strategic partnerships in Korea, a country which offers much potential."

The capital structure of the Company following the allotment of the Shortfall Shares is as follows:

Class	Number
Fully Paid Ordinary Shares	414,456,118
Options exercisable at 7.5 cents on or before 12 October 2012	4,500,000
Options exercisable at 8.4 cents on or before 23 November 2013	6,003,763
Options exercisable at 10 cents on or before 21 December 2012	39,889,336
Options exercisable at 11.2 cents on or before 23 November 2013	6,250,000
Options exercisable at 12 cents on or before 29 April 2013	5,000,000
Performance Shares	47,500,000

For further information visit www.stonehengemetals.com.au or contact:-

Stonehenge Metals Limited

Richard Henning - Managing Director

T: + 61 8 9481 2276

E: rhennin@stonehengemetals.com.au

Media enquiries

David Brook - Professional Public Relations

T: +61 8 9388 0944

M: +61 (0) 415 096 804

About Stonehenge

Stonehenge Metals Limited (ASX Code: SHE) is developing a multi-mineral project in South Korea. Stonehenge owns 100% of the rights to three projects in South Korea including the Company's flagship Daejon Project which contains the largest uranium resource within South Korea at **65.0Mlbs** (inferred) grading **320ppm eU₃O₈** (in accordance with JORC guidelines).

South Korean Location Map



Competent Persons Statement

The information contained in this ASX release relating to Mineral Resources has been compiled by Mr. Michael Andrew of Optiro Ltd. Mr. Andrew is a Member of The Australian Institute of Mining and Metallurgy. Mr. Andrew has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Andrew consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Stonehenge Metals Limited

ABN

81 119 267 391

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1 | +Class of +securities issued or to be issued | Ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 57,243,679 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully paid ordinary shares |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>						
<p>5 Issue price or consideration</p>	<p>\$0.03 per share</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<ul style="list-style-type: none"> - Drilling at the Yokwang & Chubu Project locations to define a maiden JORC compliant vanadium resource and increase existing uranium resources; - The development of process flow sheets with the aim of maximising vanadium metal recovery; and - The preparation of the Preliminary Environmental Referral document as part of the Korean government's permitting & approval process. 						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>22 May 2012</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="694 1507 997 1547">Number</th> <th data-bbox="997 1507 1289 1547">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="694 1547 997 1603">414,456,118</td> <td data-bbox="997 1547 1289 1603">Ordinary Shares</td> </tr> <tr> <td data-bbox="694 1603 997 1818">39,889,336</td> <td data-bbox="997 1603 1289 1818">10 cent Options to acquire one (1) share in the Company exercisable on or before 21 December 2012</td> </tr> </tbody> </table>	Number	+Class	414,456,118	Ordinary Shares	39,889,336	10 cent Options to acquire one (1) share in the Company exercisable on or before 21 December 2012
Number	+Class						
414,456,118	Ordinary Shares						
39,889,336	10 cent Options to acquire one (1) share in the Company exercisable on or before 21 December 2012						

+ See chapter 19 for defined terms.

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	6,003,763	8.4 cent Options to acquire one (1) share in the Company exercisable on or before 23 November 2013
		6,250,000	11.2 cent Options to acquire one (1) share in the Company exercisable on or before 23 November 2013
		4,500,000	7.5 cent Options to acquire one (1) share in the Company exercisable on or before 12 October 2012
		5,000,000	12 cent Options to acquire one (1) share in the Company exercisable on or before 19 April 2013
		5,000,000	Class B Performance Shares
		15,000,000	Class C Performance Shares
		7,500,000	Class D Performance Shares
		7,500,000	Class E Performance Shares
		5,000,000	Class F Performance Shares
		7,500,000	Class G Performance Shares
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Part 2 - Bonus issue or pro rata issue – in relation to c)

- | | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the +securities will be offered | |
| 14 | +Class of +securities to which the offer relates | |
| 15 | +Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7. | |
| 19 | Closing date for receipt of acceptances or renunciations | |
| 20 | Names of any underwriters | |
| 21 | Amount of any underwriting fee or commission | |
| 22 | Names of any brokers to the issue | |
| 23 | Fee or commission payable to the broker to the issue | |

+ See chapter 19 for defined terms.

- | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders | |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting | |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 | Date rights trading will begin (if applicable) | |
| 29 | Date rights trading will end (if applicable) | |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a broker? | |
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | |
| 33 | +Despatch date | |

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(*tick one*)

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

39 Class of +securities for which quotation is sought

+ See chapter 19 for defined terms.

40	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>					
42	<p>Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></td> <td></td> </tr> </tbody> </table>	Number	+Class		
Number	+Class					

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before ⁺quotation of the ⁺securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Date: 23 May 2012
Company secretary
Matthew Foy

== == == == ==

+ See chapter 19 for defined terms.