

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

Energia Minerals Limited

ABN

63 078 510 988

We (the entity) give ASX the following information.

Part 1 - All issues- Questions

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

- | | | |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1 | +Class of +securities issued or to be issued | Unlisted employee options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 2,050,000 |
| 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) | Unlisted Options over Ordinary Shares subject to the terms and conditions of the 2011 Employee Incentive Plan. |

+ See chapter 19 for defined terms.

<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>The options do not rank equally with the existing class of quoted ordinary shares; however, any ordinary shares issued as a consequence of the exercise of the options will rank equally with the existing quoted securities.</p>				
<p>5 Issue price or consideration</p>	<p>Nil</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Issue of options to eligible employees on the terms and conditions of the 2011 Employee Incentive Plan as adopted and approved by shareholders at the Annual General Meeting on 17 November 2011.</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>9 December 2011</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">⁺Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">82,500,005</td> <td style="text-align: center;">Ordinary Shares</td> </tr> </tbody> </table>	Number	⁺ Class	82,500,005	Ordinary Shares
Number	⁺ Class				
82,500,005	Ordinary Shares				

⁺ See chapter 19 for defined terms.

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	27,000,000	Ordinary shares restricted until 24 December 2011
	5,500,000	Options exercisable at \$0.225 per ordinary share, expiry 8 July 2015
	5,000,000	Options exercisable at \$0.25 per ordinary share, expiry 26 October 2014
	250,000	Options exercisable at \$0.25 per ordinary share, expiry 3 March 2015.
	2,500,000	Options exercisable at \$0.30 per ordinary share, expiry 26 October 2014.
	5,000,000	Options exercisable at \$0.30 per ordinary share, expiry 24 June 2015.
	250,000	Options vesting 3 March 2012, exercisable at \$0.30 per ordinary share, expiry 3 March 2015.
	400,000	Options exercisable at \$0.30 per ordinary share, expiry 30 June 2015
	2,050,000	Options vesting 30 June 2012, exercisable at \$0.15 per ordinary share, expiry 30 June 2015.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

**Part 2 - Bonus issue or pro rata issue – Questions 11 – 33
deleted as not applicable**

+ See chapter 19 for defined terms.

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)

(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

Questions 35 to 37 deleted as not applicable

Entities that have ticked box 34(b)

Questions 38 to 42 deleted as not applicable

+ See chapter 19 for defined terms.

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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

- 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.



Sign here: Date: 7 December 2011
(~~Director~~/Company secretary)

Print name: Jamie Armes

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+ See chapter 19 for defined terms.