

**Form 603**  
Corporations Act 2001  
Section 671B

## Notice of initial substantial holder

To Company Name/Scheme ENERGIA MINERALS LIMITED

ACN/ARSN 078 510 988

### 1. Details of substantial holder (1)

Name URANIUM EQUITIES LIMITED (AND ITS ASSOCIATES LISTED IN ANNEXURE "A")

ACN/ARSN (if applicable) 009 799 553

The holder became a substantial holder on 2/11/2012

### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	125,925,006	17,973,742	14.27%

### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
URANIUM EQUITIES LIMITED AND ITS ASSOCIATES LISTED IN ANNEXURE "A"	SHARES ISSUED TO UEQ INVESTMENTS PTY LTD ON 2 NOVEMBER 2012 PURSUANT TO A PLACEMENT. RELEVANT INTEREST PURSUANT TO SECTION 608(3)(A) OF THE CORPORATIONS ACT AS UEQ INVESTMENTS PTY LTD IS A WHOLLY OWNED SUBSIDIARY OF URANIUM EQUITIES LIMITED.	16,425,000 ORDINARY SHARES
TIMOTHY GOYDER	RELEVANT INTEREST PURSUANT TO SECTION 608(3)(A) OF THE CORPORATIONS ACT IN RESPECT OF SHARES HELD BY LOTAKA PTY LTD, A COMPANY IN WHICH MR GOYDER HOLDS A CONTROLLING INTEREST	1,548,742 ORDINARY SHARES

### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
URANIUM EQUITIES LIMITED AND ITS ASSOCIATES LISTED IN ANNEXURE "A"	UEQ INVESTMENTS PTY LTD	UEQ INVESTMENTS PTY LTD	16,425,000 ORDINARY SHARES
TIMOTHY GOYDER	LOTAKA PTY LTD	LOTAKA PTY LTD	1,548,742 ORDINARY SHARES

### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
URANIUM EQUITIES LIMITED	2/11/2012	\$574,875 (\$0.035 PER ORDINARY SHARE)	NIL	16,425,000 ORDINARY SHARES

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
URANIUM EQUITIES LIMITED'S ASSOCIATES LISTED IN ANNEXURE "A"	WHOLLY OWNED SUBSIDIARIES OF URANIUM EQUITIES LIMITED
TIMOTHY GOYDER	DIRECTOR OF URANIUM EQUITIES LIMITED (PURSUANT TO SECTION 11 OF THE CORPORATIONS ACT)

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
URANIUM EQUITIES LIMITED	LEVEL 5, 29 KING WILLIAM STREET, ADELAIDE, SA 5000
URANIUM EQUITIES LIMITED'S ASSOCIATES LISTED IN ANNEXURE "A"	LEVEL 5, 29 KING WILLIAM STREET, ADELAIDE, SA 5000
TIMOTHY GOYDER	LEVEL 2, 1292 HAY STREET, WEST PERTH, WA 6005

## Signature

print name ROLF HEINRICH

capacity COMPANY SECRETARY

sign here

date 2/11/2012

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

**THIS IS ANNEXURE "A" OF 1 PAGE REFERRED TO IN THE FORM 603 "NOTICE OF INITIAL SUBSTANTIAL HOLDER" TO WHICH THIS ANNEXURE IS ATTACHED**

**ASSOCIATES OF URANIUM EQUITIES LIMITED (ACN 009 799 553) (ALL WHOLLY OWNED SUBSIDIARIES)**

UEQ INVESTMENTS PTY LTD ACN 119 559 974  
GE RESOURCES PTY LTD ACN 096 473 737  
URANIUM SERVICES PTY LTD ACN 116 543 081  
QUEENSLAND MINES PTY LTD ACN 008 407 627  
PHOSENERGY INC



ROLF HEINRICH, COMPANY SECRETARY

URANIUM EQUITIES LIMITED

DATE: 2 NOVEMBER 2012