

**Form 604**  
Corporations Act 2001  
Section 671B

## Notice of change of interests of 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

There was a change in the interests of the  
substantial holder on 10/12/2012

The previous notice was given to the company on 2/11/2012

The previous notice was dated 2/11/2012

### 2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORDINARY	17,973,842	14.27%	39,448,953	22.38%

### 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
5/12/2012	TIMOTHY GOYDER	SHARES ACQUIRED PURSUANT TO NON-RENOUCEABLE RIGHTS ISSUE – REFER OFFER DOCUMENT DATED 31/10/2012	\$21,682 (\$0.035 PER ORDINARY SHARE)	619,477 ORDINARY SHARES	619,477
5/12/2012	URANIUM EQUITIES LIMITED AND ITS ASSOCIATES LISTED IN ANNEXURE "A"	SHARES ACQUIRED PURSUANT TO NON-RENOUCEABLE RIGHTS ISSUE – REFER OFFER DOCUMENT DATED 31/10/2012	\$229,950 (\$0.035 PER ORDINARY SHARE)	6,570,000 ORDINARY SHARES	6,570,000
10/12/2012	URANIUM EQUITIES LIMITED AND ITS ASSOCIATES LISTED IN ANNEXURE "A"	NON-RENOUCEABLE RIGHT ISSUE SHORTFALL SHARES ACQUIRED PURSUANT TO PRIORITY SUB-UNDERWRITING AGREEMENT – REFER OFFER DOCUMENT DATED 31/10/2012	\$500,000 (\$0.035 PER ORDINARY SHARE)	14,285,714 ORDINARY SHARES	14,285,714

#### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
URANIUM EQUITIES LIMITED AND ITS ASSOCIATES LISTED IN ANNEXURE "A"	UEQ INVESTMENTS PTY LTD	UEQ INVESTMENTS PTY LTD	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	37,280,714 ORDINARY SHARES	37,280,714
TIMOTHY GOYDER	LOTAKA PTY LTD	LOTAKA PTY LTD	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	2,168,239 ORDINARY SHARES	2,168,239

#### 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

#### 6. 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 11/12/2012

### 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) Details of the consideration must include any and all benefits, money 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**THIS IS ANNEXURE "A" OF 1 PAGE REFERRED TO IN THE FORM 604 "NOTICE OF CHANGES OF INTERESTS OF 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



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ROLF HEINRICH, COMPANY SECRETARY  
URANIUM EQUITIES LIMITED  
DATE: 11 DECEMBER 2012