

3 February 2010

Dear Shareholder,

Offer by Enterprise Metals Limited (“Enterprise or “the Company””) to Participate in Share Purchase Plan (“SPP”) (“Offer”)

The Directors of Enterprise are pleased to invite you, as a shareholder of Enterprise at 5 pm WST on Tuesday 2nd February 2010 (the Record Date), (“Eligible Shareholder”) to subscribe for additional fully paid ordinary shares in Enterprise (SPP Shares), free of all brokerage and commission costs, under the terms and conditions of Enterprise’s Share Purchase Plan enclosed with this Offer.

Enterprise has built a strong portfolio of gold, base metal, iron ore and uranium projects within Western Australia, but has been limited in 2009 to only drill testing targets within its *Granted Tenements*. The granting of tenements at Yalgoo in late 2009, and the expected grant of tenements at Revere (SW of Doolgunna) and at Eucla in early 2010 will allow the Company to commence drill testing a number of high quality uranium and copper-gold targets in the first Quarter of calendar year 2010. In addition, IP surveying in late 2009 identified several high quality zinc-copper and gold targets at Wattagee, NW of Cue. Other targets to be drill tested in 2010, (*some still subject to tenement grant in mid 2010*) include iron ore, gold and uranium targets.

Enterprise has interests in 85 tenements over approximately 8,500km² of the highly prospective Yilgarn Craton and its surrounding Proterozoic basins. In 2010, the Company will continue to aggressively explore its existing projects using the best available geology, geochemistry and geophysics, to produce high quality targets for drill testing. In addition, the Company’s exploration team will continue to generate new projects, (such as Eucla in 2009) from publicly available data sets.

The Company and its board of directors are encouraged by the increasing gold price, the changing attitude towards uranium mining at all political levels in Australia, and the ongoing Chinese thirst for iron ore. I encourage you to visit our website at www.Enterprisemetals.com.au and sign up for our email news to keep up to date with our exploration progress.

To support our ongoing efforts, as announced to the ASX, the Directors have resolved to raise additional funds by offering Shareholder Purchase Plan Shares by way of the SPP, to raise up to \$4,000,000. All funds raised will be applied towards exploration work at the Company’s exploration projects, and cover the costs of the capital raising and provide working capital.

The Directors wish to give Eligible Shareholders the opportunity to participate in the SPP as part of the Company’s capital raising initiative. Shareholders will be entitled to apply for up to 75,000 SPP Shares each, at a subscription price of 20 cents each, representing a total maximum subscription amount of \$15,000 per shareholder. This subscription price represents a discount of approximately 20% to the volume weighted average market price for Enterprise Shares calculated over the last 5 days on which sales in Enterprise Shares were recorded before the SPP was announced on 3rd February 2010.

The market price of Enterprise Shares may rise or fall between now and the date when SPP Shares are allotted in accordance with the Share Purchase Plan. If the market price of Enterprise Shares falls, the subscription price of the SPP Shares to be allotted pursuant to this Offer may no longer be at a discount to the market price.

The Directors see the following advantages for Eligible Shareholders in subscribing for SPP Shares:

1. Shareholders may ‘top up’ their holdings to a marketable parcel;
2. No brokerage or transaction costs are payable on SPP Shares; and
3. The issue price is currently at approximately a 20% discount to the volume weighted average market price calculated over the last 5 days on which sales were recorded on the ASX before the SPP was announced on ASX on 3rd February 2010.

The Offer is non-renounceable in that you cannot transfer your right to buy shares under the SPP to another person. However, your participation under the SPP is optional and you may elect not to participate at all, by doing nothing.

The Directors wish to ensure that the total number of SPP Shares issued does not exceed 20,000,000 and have therefore resolved to cap the maximum that can be raised under the SPP to \$4,000,000. Each Eligible Shareholder may participate by completing an application form and subscribing for one of the following offers of SPP Shares:

	No of SPP Shares Issue	Price \$	Subscription Amount
Offer A:	10,000	0.20	\$ 2,000.00
Offer B:	25,000	0.20	\$ 5,000.00
Offer C:	50,000	0.20	\$10,000.00
Offer D:	75,000	0.20	\$15,000.00

If applications for more than 20,000,000 SPP Shares are received, the Directors intend to scale-back the maximum amount permitted under the Offer in reverse order starting with Option C. For example, the maximum number of SPP Shares which Eligible Shareholders are entitled to apply for under Offer D would become 50,000 SPP Shares, and so on. Enterprise will return any application monies paid in relation to unsuccessful applications without interest.

To take up this Offer:

1. please read the enclosed Terms and Conditions of the Share Purchase Plan;
2. complete the enclosed personalised Offer and Acceptance Form specifying the number of SPP Shares you wish to apply for (up to a maximum of 75,000 SPP Shares) and the total subscription price for those SPP Shares; and
3. send the completed Offer and Acceptance Form by 5 pm (WST) on 24 February 2010 in the reply paid envelope provided, with your cheque made payable to **Enterprise Metals Limited Share Application Account** and crossed Not Negotiable to Enterprise’s share registry at:

Computershare Investor Services Pty Ltd
 Locked Bag 2508
 PERTH WA 6001

Enquiries:
 Within Australia – 1300 557 010
 Outside Australia – 61 3 9415 4000

Alternatively, you can use the BPay® facility as set out on the Offer and Acceptance Form. You should note, however, that Enterprise may elect to close the offer at any time.

Key Dates

Announcement Date of Plan	3 February 2010
Record Date (5.00pm WST)	2 February 2010
Documents mailed to Eligible Shareholders	9 February 2010
Opening Date of Offer	10 February 2010
Closing Date of Offer	24 February 2010
Issue of SPP Shares under the Plan	2 March 2010
Dispatch of holding statements	4 March 2010
SPP Shares expected to commence trading	5 March 2010

Please contact the Company's share registry, Computershare Investor Services on 1300 557 010 if you have any queries in relation to this Offer or how to accept it.

Yours faithfully



DERMOT RYAN
Managing Director

Contact:

Telephone: 08 9436 9200 Facsimile: 08 9436 9220 Email: admin@enterprisemetals.com.au

SHARE PURCHASE PLAN TERMS AND CONDITIONS

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT,
PLEASE CONTACT YOUR STOCKBROKER OR LICENSED PROFESSIONAL ADVISER.

The purpose of the Enterprise Metals Limited Share Purchase Plan ("**Plan**") is to offer shareholders of Enterprise Metals Limited ("**Enterprise**") with a registered address in Australia and New Zealand on the Record Date 2 February 2010 as detailed in the accompanying Offer ("**Offer**"), ("**Eligible Shareholders**") the opportunity to acquire additional fully paid ordinary shares in Enterprise ("**Enterprise Shares**") to assist with funding working capital requirements.

The maximum amount which Eligible Shareholders may subscribe for is A\$15,000 each. If a Shareholder is recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holder for the purposes of this Plan in respect of that holding. If the same joint holders receive more than one offer under the Plan due to multiple identical holdings, the joint holders may only apply for one maximum parcel of Shares. If a trustee or nominee is expressly noted on the register of members as holding Shares on account of another person (a "Beneficiary") the Beneficiary is taken to be the registered holder in regard to those Shares; and any application for the issue of Shares and any issue of Shares to, the trustee or nominee, is taken to be an application or certification by, or an issue to, the Beneficiary. The directors of Enterprise have determined the minimum amount for participation and the multiples of Enterprise Shares which are being offered under the Plan, as set out in the Offer accompanying these Terms and Conditions. Offers made under the Plan are not renounceable (ie: eligible shareholders may not transfer their rights to subscribe for any Enterprise Shares offered under the Plan).

Enterprise reserves the right to refuse an application if it considers that the applicant is not an Eligible Shareholder or has not otherwise complied with the terms of the Plan. If an application is refused, application monies received will be refunded without interest. If one or more Offer and Acceptance Forms are received from an Eligible Shareholder with a total value in excess of the maximum value available under the Offer, the shareholder will be deemed to have applied for that maximum value and the excess application monies will be refunded without interest.

The price of Enterprise shares to be allotted under the Plan has been set at 20 cents, which represents a 20% discount to the average market price calculated over the last 5 days on which sales were recorded on the ASX before the Plan was announced on ASX on 3 February 2010. No brokerage, commission, stamp duty or other transaction costs will be payable by participants in respect of the application for, and allotment of, Enterprise Shares under the Plan.

Enterprise Shares to be allotted under the Plan will be allotted as soon as reasonably practicable after the closing date specified by the directors of Enterprise in the Offer. Enterprise Shares allotted under the Plan will rank equally in all respects with all other fully paid ordinary shares in Enterprise from the date of allotment. Shareholding statements will be issued in respect of all Enterprise Shares allotted under the Plan. Enterprise will, promptly after allotment of Enterprise Shares under the Plan, make application for those Enterprise Shares to be listed for quotation on the official list of ASX.

Enterprise will send Eligible Shareholders an Offer, accompanied by these Terms and Conditions and a personalised Offer and Acceptance Form, inviting them to subscribe for Enterprise Shares under the Plan. Notices and statements to Eligible Shareholders may be given by Enterprise in any manner prescribed by its Constitution.

All amounts expressed in this Offer are in Australian Dollars. If an Offer and Acceptance Form is not accompanied by a cheque or BPay® for the exact amount Enterprise reserves the right to return the application form and cheque or allot that number of Enterprise Shares that is rounded down to the nearest whole number option under the Offer and return the balance of monies. No interest will be paid on monies returned. An Offer will be taken to have been accepted by an Eligible Shareholder only if the cheque or BPay® which accompanies the Offer and Acceptance Form is paid in full on first presentation.

Enterprise may modify or terminate the Plan at any time. Enterprise will notify the ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of the ASX to receive such notice will not invalidate the modification or termination. Without limiting the above, Enterprise may allot to any person fewer Enterprise Shares than the person applied for under the Plan if the allotment of the Enterprise Shares applied for would contravene any applicable law or the Listing Rules of the ASX and otherwise as detailed in the Offer. No interest will be paid on monies returned. The powers of Enterprise under these conditions may be exercised by the directors of Enterprise or any delegate of the directors of Enterprise.

Enterprise may settle in any manner it thinks fit any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan whether generally or in relation to any application for Enterprise Shares and the decision of Enterprise will be conclusive and binding on all shareholders and other persons to whom that determination relates.