



ENTERPRISE METALS LIMITED

ACN 123 567 073

13 December 2010

ASX Announcement

ENTERPRISE METALS LIMITED – PLACEMENT – NOTICE PURSUANT TO CHAPTER 6D.2 AND 6D.3 OF THE CORPORATIONS ACT

On 22 October 2010, Enterprise Metals Limited (**Company**) announced it had agreed to place 15,000,000 Shares at 20 cents per Share together with one free attaching option for every two shares applied for to raise \$3,000,000. The Options are listed options exercisable at 25 cents on or before 20 June 2012. On 30 November 2010, Shareholders approved tranche 2 of the placement of Shares and issue of options. On 10 – 13 December 2010, the Company allotted 11,314,992 Tranche 2 Shares together with one free attaching option for every two Tranche 2 Shares allotted.

Notice under section 708A(6) of the Corporations Act

The Company hereby notifies that:

- (a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Corporations Act 2001 (**the Act**);
- (b) the Company is providing this notice in accordance with this exemption;
- (c) as at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company;
- (d) as at the date of this notice, the Company has complied with section 674 of the Act;
- (e) as at the date of this notice, there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (B) the rights and liabilities attaching to the Shares.



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The following table shows the number of Shares on issue as at the date of this notice following the issue of the Shares.

Shares on issue prior to Placement	115,655,784
Placement Shares	<u>11,314,992</u>
Total Shares on issue as at date of this Notice	<u>126,970,776</u>

Jay Stephenson
Company Secretary
ENTERPRISE METALS LIMITED

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.

Name of entity

Enterprise Metals Limited

ABN

43 123 567 073

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 | a) Fully Paid Ordinary Shares
b) Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | a) 11,314,992
b) 5,657,530 |
| 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) | a) Fully Paid Ordinary Shares
b) 25 cent Options exercisable on or before 20 June 2012 |

+ 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>a) Yes</p> <p>b) No – Upon exercise of options, all shares will rank equally in all respects from the date of allotment with existing ordinary shares.</p>						
<p>5 Issue price or consideration</p>	<p>a) 20 cents per share</p> <p>b) 1 free attaching option for every 2 shares issued</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) 2nd Tranche of Placement as announced 22 October 2010 and approved by Shareholders 30 November 2010</p> <p>b) Placement as announced 22 October 2010 and approved by Shareholders 30 November 2010 – 1 free attaching option for every 2 shares</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>a) 10-13 December 2010</p> <p>b) 10-13 December 2010</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="686 1523 989 1579">Number</th> <th data-bbox="989 1523 1279 1579">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1579 989 1668">a) 126,970,776</td> <td data-bbox="989 1579 1279 1668">Fully Paid Ordinary Shares</td> </tr> <tr> <td data-bbox="686 1668 989 1850">b) 22,782,001</td> <td data-bbox="989 1668 1279 1850">25 cent Options exercisable on or before 20 June 2012</td> </tr> </tbody> </table>	Number	+Class	a) 126,970,776	Fully Paid Ordinary Shares	b) 22,782,001	25 cent Options exercisable on or before 20 June 2012
Number	+Class						
a) 126,970,776	Fully Paid Ordinary Shares						
b) 22,782,001	25 cent Options exercisable on or before 20 June 2012						

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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)	3,000,000	25 cent Options to acquire one (1) share in the Company exercisable on or before 22/11/2012
	2,500,000	50 cent Options to acquire one (1) share in the Company exercisable on or before 30/06/2013
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

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	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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|----|---|--|
| 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 | |
| 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 | |

+ See chapter 19 for defined terms.

	broker?	<input style="width: 95%; height: 15px;" type="text"/>
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input style="width: 95%; height: 40px;" type="text"/>
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	<input style="width: 95%; height: 40px;" type="text"/>
33	+Despatch date	<input style="width: 95%; height: 40px;" type="text"/>

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

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)

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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40 Do the +securities rank equally in all
 respects from the date of allotment
 with an existing +class of quoted
 +securities?

If the additional securities do not
 rank equally, please state:

- 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

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41 Reason for request for quotation
 now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of
 another security, clearly identify that
 other security)

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	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

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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.

 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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.

JAY STEPHENSON
COMPANY SECRETARY

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