



# URANIUMSA LIMITED

ACN 119 978 013

---

## NOTICE OF ANNUAL GENERAL MEETING - 2017

### EXPLANATORY MEMORANDUM

### PROXY FORM

---

**Date of Meeting:**

Friday, 24 November 2017

**Time of Meeting:**

10.00 am (Adelaide time)

**Place of Meeting:**

Level 1, 28 Greenhill Road  
Wayville, South Australia

# Notice of Annual General Meeting – 2017

## AGENDA

Notice is hereby given that the Annual General Meeting of the shareholders of UraniumSA Limited will be held at Level 1, 28 Greenhill Road, Wayville South Australia 5034, on Friday, 24 November 2017 at 10.00 am (Adelaide time),

The Explanatory Memorandum that accompanies and forms a part of this Notice of Annual General Meeting describes the matters to be considered at the meeting.

---

## GENERAL BUSINESS

### FINANCIAL STATEMENTS AND REPORT

To receive and consider the Financial Report for the year ended 30 June 2017 and the reports of the Directors and Auditor, as set out in the 2017 Annual Report.

---

## ORDINARY BUSINESS

### RESOLUTION 1 - REMUNERATION REPORT

To consider, and if thought fit, to pass the following non-binding advisory resolution:

*'That the Remuneration Report for the year ended 30 June 2017 as set out in the 2017 Annual Report be adopted'*

### RESOLUTION 2 - ELECTION OF ROBERT RORRISON AS A DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That Robert Rorrison, a Director appointed on 5 October 2017 by resolution of Directors, being eligible is elected as a Director of the Company, in accordance with Listing Rule 14.4 and clause 2.5 of the Constitution of the Company.'*

### RESOLUTION 3 - RE-ELECTION OF MARTIN JANES AS A DIRECTOR

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That Martin Janes, a Non-Executive Director retiring by rotation in accordance with ASX Limited (ASX) Listing Rule 14.5 and clause 2.6 of the Constitution of the Company, and being eligible for re-election, be re-elected as a Non-Executive Director of the Company.'*

### RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE UNLISTED OPTIONS – PLACEMENT OPTIONS

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders approve and ratify the issue of 35,000,000 unlisted options to sophisticated investors on 22 February 2017, being options to acquire ordinary fully paid shares in the Company at an exercise price of \$0.012 each and expiring on 22 August 2019 (Placement Options), as detailed in the accompanying Explanatory Memorandum.'*

*Note: any funds raised from the exercise of Placement Options (if this occurs) will be used for working capital. There is no guarantee that the Placement Options will be exercised at all.*

### RESOLUTION 5 - ISSUE OF SHARES TO DIRECTOR ALICE MCCLEARY IN LIEU OF FUTURE DIRECTORS' FEES FOR THE YEAR ENDING 30 JUNE 2018

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That for the purposes of the Corporations Act and Listing Rule 10.11 and all other purposes, approval is given for the issue of up to the equivalent of \$45,000 in ordinary fully paid shares to Alice McCleary, a Director of the Company or her nominee(s), on the terms and conditions which are set out in the accompanying Explanatory Memorandum.'*

*Note: If shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 (ASX Listing Rule 7.2, Exception 14)*

## Notice of Annual General Meeting – 2017

### **RESOLUTION 6 - ISSUE OF SHARES TO DIRECTOR MARTIN JANES IN LIEU OF FUTURE DIRECTORS' FEES FOR THE YEAR ENDING 30 JUNE 2018**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That for the purposes of the Corporations Act and Listing Rule 10.11 and all other purposes, approval is given for the issue of up to the equivalent of \$32,000 in ordinary fully paid shares to Martin Janes, a Director of the Company or his nominee(s), on the terms and conditions which are set out in the accompanying Explanatory Memorandum'.*

*Note: If shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 (ASX Listing Rule 7.2, Exception 14)*

### **RESOLUTION 7 - ISSUE OF SHARES TO DIRECTOR ROBERT RORRISON IN LIEU OF FUTURE DIRECTORS' FEES FOR THE YEAR ENDING 30 JUNE 2018**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That for the purposes of the Corporations Act and Listing Rule 10.11 and all other purposes, approval is given for the issue of up to the equivalent of \$24,000 in ordinary fully paid shares to Robert Rorrison, a Director of the Company or his nominee(s), on the terms and conditions which are set out in the accompanying Explanatory Memorandum'.*

*Note: If shareholder approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 (ASX Listing Rule 7.2, Exception 14).*

### **RESOLUTION 8 - APPROVAL TO ISSUE UP TO 145,000,000 NEW SHARES**

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

*'That for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the allotment and issue of up to 145,000,000 new Shares to sophisticated and professional investors on the terms and conditions set out in the accompanying Explanatory Memorandum.'*

---

## **SPECIAL BUSINESS**

### **RESOLUTION 9 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY**

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

*'That, for the purpose of Listing Rule 7.1A, approval is given for the Company to issue Equity Securities totaling up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.'*

---

## **VOTING RESTRICTIONS**

### **Resolution 1**

In accordance with the Corporations Act, a vote must not be cast on Resolution 1 (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report, and any Closely Related Party of such a member. However, the member or any Closely Related Party of such a member may vote if:

- a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the resolution, or by a person who is the Chair of the meeting at which the resolution is voted on and the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- b) it is not cast on behalf of the member or any Closely Related Party of such a member.

## Notice of Annual General Meeting – 2017

### Resolution 4 (Ratification of Unlisted Options – Placement Options)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of such person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Resolutions 5, 6, and 7 (Issue of Shares in lieu of future Directors' fees)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 5 by Alice McCleary, Resolution 6 by Martin Janes and Resolution 7 by Robert Rorrison, and their respective associates. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Further, in accordance with the Corporations Act, a vote must not be cast on this resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and any Closely Related Party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution or expressly authorises the person who is the chair of the meeting to exercise the proxy. However, the member or any Closely Related Party of such a member may vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution or by a person who is the chair of the Meeting at which the Resolution is voted on and the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

### Resolution 8 (Share Placement Facility) and Resolution 9 (10% Additional Placement Capacity)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolutions 8 and 9 by any person who may participate in the proposed issue, or who might obtain a benefit (other than a benefit solely in the capacity of a holder of Shares) if Resolution is passed, and any associates of such person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A or under Resolution 8 (if approved), therefore it is not known who (if any) may participate in a potential (if any) issue of Equity Securities under ASX Listing Rule 7.1A or under Resolution 8 (if approved).

---

## PROXIES

### Appointment of Proxy

A Shareholder who is entitled to attend and cast a vote at the Annual General Meeting and who wishes to vote on the resolutions contained in this Notice should either attend in person or appoint a proxy or proxies to attend or vote on the Shareholder's behalf. A Shareholder entitled to attend and to cast two or more votes may appoint up to two proxies to attend and vote on behalf of that Shareholder. A proxy need not be a Shareholder. A proxy form is included with this Notice of Annual General Meeting. A Shareholder that is a body corporate may appoint a representative to attend in accordance with the *Corporations Act*.

If a Shareholder appoints two proxies, then the appointment of the proxies may specify the proportion or the number of that Shareholder's votes that each proxy may exercise. If the Shareholder appoints two proxies and the appointment does not so specify, each proxy may exercise half of the votes able to be cast by the appointing Shareholder. Fractions of votes will be disregarded.

## Notice of Annual General Meeting – 2017

A proxy form must be signed by the Shareholder or their duly appointed attorney, or in the case of a body corporate, executed in accordance with the Constitution, or signed by a duly authorised officer or attorney.

To be effective, the Company must receive the completed proxy form signed by the Shareholder and, if the form is signed by the Shareholder's attorney or authorised officer of a corporation, the authority under which the proxy form is signed or a certified copy of the authority by post or fax **no later than 10.00 am (Adelaide time) on Wednesday, 22 November 2017 (being 48 hours before the commencement of the meeting) to:**

- the Company's registered office at Ground Floor, 28 Greenhill Road, Wayville, South Australia 5034 (facsimile (08) 8132 0577); or
- the Company's share registrar, Computershare Investor Services Pty Limited, as listed below

Enter the control number,  
SRN/HIN and postcode shown  
on the first page of the proxy  
form at:

[www.investorvote.com.au](http://www.investorvote.com.au)

UraniumSA Limited  
C/- Computershare Investor  
Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

UraniumSA Limited  
C/- Computershare Investor  
Services Pty Limited  
(within Australia) 1800 783 447  
(outside Australia) +613 9473 2555

If you require an additional proxy form, please contact Computershare Investor Services Pty Limited.

### Custodian Voting

Custodian Voting is available for Intermediary Online subscribers only (Custodians) by visiting [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

### Voting by proxies

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit subject to the requirements outlined in the proxy form. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the chair to vote in accordance with the directions on the proxy form.

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson of the meeting as your proxy.

### Appointment of a Company representative

A body corporate may elect to appoint a representative, rather than appoint a proxy, in accordance with the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.

---

### Entitlement Time

For the purpose of determining the voting entitlements at the meeting, the Board has determined that, in accordance with the Company's Constitution and the *Corporations Act*, the shares in the Company will be taken to be held by the registered holders of those shares at 7.00 pm (Sydney time) on Wednesday, 22 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

You may view the 2017 Annual Report at the UraniumSA Limited website. [www.uraniumsa.com.au](http://www.uraniumsa.com.au)

By order of the Board



Damien Connor  
Company Secretary  
16 October 2017

# Explanatory Memorandum

---

## IMPORTANT NOTICE

This Explanatory Memorandum forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Shareholders to be held at 10:00 am on Friday, 24 November 2017 at Level 1, 28 Greenhill Road, Wayville South Australia 5034.

This Explanatory Memorandum should be read in full and in conjunction with the accompanying Notice of Annual General Meeting before making any decision in relation to the resolutions, and is a brief explanation of Resolutions 1 to 9 in the Notice of Annual General Meeting and why the Company is seeking Shareholder approval.

---

## FINANCIAL STATEMENTS AND REPORT

As required by Section 317 of the Corporations Act, the Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2017 will be laid before the meeting.

During this item of business, Shareholders will be given reasonable opportunity to ask questions and make comments about the reports and the business and management of the Company.

There is no requirement for Shareholders to approve these reports. However, Shareholders will be given a reasonable opportunity to ask a representative of the Company's Auditor, Grant Thornton, questions in relation to the conduct of the audit (including the independence of the Auditor), and the accounting policies adopted by the Company.

---

## RESOLUTION 1 - REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report contained in the Directors' Report set out in the 2017 Annual Report and is also available on the Company's website at [www.uraniumsa.com.au](http://www.uraniumsa.com.au).

The Remuneration Report provides information on the following issues:

- the policies adopted by the Board for determining the nature and amount of remuneration of Directors, the company secretary and senior managers;
- the relationship between the remuneration policies and the Company's performance;
- the performance conditions that apply to the different components of the remuneration structure, why those performance conditions were chosen and how performance is measured against them; and
- remuneration details for Directors and senior executives.

The Board believes the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate relative to the size of the Company, its business and strategic objective and current and emerging market practices.

A reasonable opportunity for discussion of the Remuneration Report will be provided at the Annual General Meeting.

The shareholder vote on the Remuneration Report is advisory only and does not bind the Directors or the Company, in accordance with Section 250R of the Corporations Act. If more than 25% of the votes cast on a resolution to adopt the remuneration report are against the adoption of the remuneration report for two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution that another meeting be held within 90 days, at which all of the Company's Directors must stand for re-election. At the 2016 AGM, the Company's remuneration report for the year ended 30 June 2016 did not receive a 'no' vote of 25% or more.

### Board Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of adopting the Remuneration Report.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

## Explanatory Memorandum

---

### RESOLUTION 2 - ELECTION OF ROBERT RORRISON AS A DIRECTOR

Robert Rorrison was appointed as a Director of the Company by the Board on 5 October 2017. Robert Rorrison offers himself for election at the first Annual General Meeting since his appointment, in accordance with Listing Rule 14.4 and clause 2.5 of the Company's Constitution. The qualifications and experience Robert Rorrison are set out below.

#### Robert Rorrison

Robert Rorrison was appointed as an independent non-executive Director of UraniumSA Limited on 5 October 2017.

Mr. Rorrison is currently the controlling shareholder and Managing Director of Chengyu Group Limited, a private company in Hong Kong. He is also Chairman Asia for Peloton Global, a financial services group with operations in Australia and Asia. Mr. Rorrison is a non-executive Director of Banro Corporation, a Toronto and New York Stock Exchange listed gold mining company.

Mr. Rorrison worked for Macquarie Group and its affiliates from April 1990 to March 2015, specializing in natural resources sectors, including metals and mining, oil & gas and agriculture. He was an Executive Director of Macquarie Group for 10 years, finishing his tenure as Chairman of Resources, Asia with responsibility for the natural resources investment banking function for 10 Jurisdictions, including Japan, Korea, China, India and Hong Kong.

Mr. Rorrison has held positions with various industry, professional and regulatory authorities during his career, including as a member of the National Listing Committee and Listing Appeals Committee of the Australian Stock Exchange and as a Board member of the South Australian Jockey Club.

Mr. Rorrison obtained his Bachelor of Economics from University of Adelaide in May 1982 in Australia. He was granted the Degree of Fellow of the Institute of Chartered Accountants in Australia in August 1995.

The Board Considers Robert Rorrison to be an independent director.

#### Board Recommendation

The Board (with Robert Rorrison abstaining) recommends that shareholders vote **IN FAVOUR** of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 2.

---

### RESOLUTION 3 - RE-ELECTION OF MARTIN JANES AS A DIRECTOR

Clause 2.6 of the Company's Constitution requires that at every Annual General Meeting one third of the Directors (excluding the Managing Director) must retire from office and are eligible for re-election. Also, under ASX Listing Rule 14.4 no Director may hold office without re-election beyond the third Annual General Meeting following the meeting at which the director was last elected or re-elected.

Accordingly, Martin Janes will retire by rotation and offers himself for re-election.

The qualifications and experience of Martin Janes are set out below.

Martin Janes has been a Non-Executive Director of the Company since 2 October 2014.

Martin has a Bachelor of Economics, and is an Associate of the Securities Institute of Australia. He is also a member and graduate of the Australian Institute of Company Directors. Martin is currently Chief Executive Officer of Terramin Australia Limited a position he commenced in June 2013 having been that company's CFO from August 2006 to December 2010. Martin is also a Director of ASX listed Resource Base Limited. Most recent past employment was with ASX listed uranium company Toro Energy Ltd (May 2011 to October 2012) where he held the position of General Manager – Marketing & Project Finance. Martin has a strong finance background and specialty covering equity, debt & related project financing tools and commodity off-take negotiation. While employed by Newmont Australia (previously Normandy Mining) his major responsibilities included corporate & project finance, treasury management, asset sales and product contract management.

The Board Considers Martin to be an independent director.

#### Board Recommendation

The Board (with Martin Janes abstaining) recommends that shareholders vote **IN FAVOUR** of Resolution 3.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 3.

## Explanatory Memorandum

---

### RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF UNLISTED OPTIONS – PLACEMENT OPTIONS

On 22 February 2016, the Company announced a Placement to sophisticated investors, involving the issue of 70,000,000 fully paid ordinary shares at a price of \$0.0084 per share to raise \$588,000 (before costs) and 35,000,000 free attaching unlisted options issued on a 1 for 2 basis (**Placement**). Each free attaching unlisted option issued as part of the Placement has an exercise price of \$0.012 each and expire on 22 August 2019 (**Placement Options**).

While the 70,000,000 Shares were issued following approved by shareholders at the Annual General Meeting held on 24 November 2016, the 35,000,000 Placement Options were issued within the Company's placement capacity under ASX Listing Rule 7.1 and allotted on 22 February 2017 and have not been subsequently ratified and approved by Shareholders.

#### Reasons for Seeking Shareholder Approval

ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12 month period that aggregate more than 15% in number of the existing ordinary shares in the capital of the Company (15% Rule).

ASX Listing Rule 7.4 allows a company in a general meeting to subsequently approve an issue of securities for the purposes of Listing Rule 7.1. If approval is granted, the issue of securities is treated as having been made with approval.

The Company seeks the approval pursuant to ASX Listing Rule 7.4 for the prior issue of 35,000,000 Placement Options sophisticated investors, as part of the Placement described above.

The Placement Options were issued in accordance with ASX Listing Rule 7.1 and did not require shareholder approval.

If such approval is given, the Company will be entitled under ASX Listing Rule 7.1 to issue up to 15% of the ordinary issued securities of the Company, if required, in the next 12 months without shareholder approval.

Please note that approval of 10% additional placement capacity is being sought in Resolution 10 which would enable the Company to issue an additional 10% of its issued share capital to the Company's 15% placement capacity under Listing Rule 7.1 and therefore would allow the Company to issue up to 25% of its issued capital in total.

#### Key Information

ASX Listing Rule 7.5 requires the following information about the Placement Options to be given to the Company's shareholders.

Issuee:	All Placement Options were issued to investors who were able to satisfy the 'sophisticated investor' requirements under the Act, or who for other reasons did not require a disclosure document to be prepared, in order to take up shares in the Company. Accordingly, the Company was able to make this placement, without needing to prepare a prospectus or other disclosure document.
Number issued:	The number of Placement Options issued under the Placement was 35,000,000.
Issue price:	The Placement Options were issued for nil consideration.
Terms of issue:	Each Placement Option has an exercise price of \$0.012 and expire on 22 August 2019. Any Shares issued on the exercise of the Placement Options (if at all) will rank equally with existing Shares.
Voting Exclusion:	A voting exclusion statement is included in this notice of meeting.
Use of funds raised:	No funds were raised from the issue of Placement Options. It is anticipated that any funds raised from the exercise of Placement Options (if this occurs) will be used for working capital. There is no guarantee that the Placement Options will be exercised at all.

#### Board Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of Resolution 4.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 4.

## Explanatory Memorandum

### RESOLUTIONS 5, 6 AND 7 - ISSUE OF SHARES TO DIRECTORS IN LIEU OF FUTURE DIRECTORS' FEES FOR THE YEAR ENDED 30 JUNE 2018

#### Background

In a further effort to conserve funds during the present difficult financial conditions relating to the raising of new share capital for junior exploration companies, the Directors of the Company have voluntarily offered to receive reduced cash payments for a period of time to conserve the Company's cash flow while it continues to seek other opportunities and projects that might add significant value for shareholders.

The table below provides details of the Director Fee structure proposed for the year ended 30 June 2018.

The fees shown in the table have not increased from the year ended 30 June 2017 and Resolution 5, 6 and 7 are seeking approval to further conserve the Company's cashflow to also enable the Company to issue shares in lieu of cash.

Any shares issued pursuant to the fee structure outlined in the table, requires shareholder approval.

Director Fee Structure for the year ended 30 June 2018			
	Fully Paid Ordinary Shares in Lieu of Director Fees for the period:		TOTAL
Director	1 Jul 17 to 31 Dec 17	1 Jan 18 to 30 Jun 18	for year ended 30 June 18
Alice McCleary (Non-Executive Chairman)	\$22,500	\$22,500	\$45,000
Martin Janes (Non-Executive Director)	\$16,000	\$16,000	\$32,000
Robert Rorrison * (Non-Executive Director)	\$8,000	\$16,000	\$24,000
<b>TOTAL</b>	<b>\$46,500</b>	<b>\$54,500</b>	<b>\$101,000</b>

\* Robert Rorrison was appointed on 5 October 2017. Amount represents fees for the 9 month period to 31 December 2017.

In accordance with the table above:

- Alice McCleary, Chairman, has agreed to reduce her cash Directors' fees for the year ending 30 June 2018. The purpose of Resolution 5 is to remunerate Alice McCleary for her services in fully paid shares in the Company up to the equivalent values for the periods shown in the table above; and
- Martin Janes, Non-Executive Director, has agreed to reduce his cash Directors' fees for the year ending 30 June 2018. The purpose of Resolution 6 is to remunerate Martin Janes for his services in fully paid shares in the Company up to the equivalent values for the periods shown in the table above; and
- Robert Rorrison, Non-Executive Director, has agreed to reduce his cash Directors' fees from the date of his appointment as Non-Executive Director on 5 October 2017 to 30 June 2018. The purpose of Resolution 7 is to remunerate Robert Rorrison for his services in fully paid shares in the Company up to the equivalent values for the periods shown in the table above;

The shares will be issued in two tranches. The first tranche of shares will be issued at an issue price equal to the VWAP share price for the five ASX trading days on which trades were recorded immediately before 31 December 2017, and the second tranche will be issued at an issue price equal to the VWAP share price for the five ASX trading days on which trades were recorded immediately before 30 June 2018. The issue price will not be less than \$0.007 per share.

## Explanatory Memorandum

For illustrative purposes, the total amount of \$101,000, in aggregate, to be paid in Shares to the Directors subject of, in aggregate, Resolutions 5, 6 and 7, as detailed above, will be paid in Shares at a price, which will be calculated as follows:

$$X = \$101,000 / \text{VWAP } 5$$

Where:

**X** = the number of shares to be issued in aggregate to Directors (Director Shares) and

**VWAP 5** = volume weighted average trading price of the Company's shares on ASX in the 5 trading days immediately preceding the issue date, but not less than \$0.007 per share.

The table below provides details of the number of Director Shares to be issued based on a VWAP 5 equal to \$0.01, \$0.009, and \$0.007:

VWAP 5 (examples)	Total number of Director Shares, in aggregate to be issued to Directors	Total number of shares issued as a percentage of share capital
\$0.01 per share	10,100,000 shares	2.84%
\$0.009 per share	11,222,222 shares	3.15%
\$0.007 per share	14,428,571 shares	4.05%

The number of shares to be issued, in aggregate, will not exceed a maximum of 14,428,571 shares.

### Reason for seeking Shareholder approval

The Company seeks approval of Resolution 5 to enable the Company to issue fully paid ordinary shares in the Company at the Company's, or Alice McCleary's election, up to the value of \$45,000 in two tranches as detailed above, in respect of her services as Chairman for the year ending 30 June 2018.

The Company seeks approval of Resolution 6 to enable the Company to issue fully paid shares at the Company's, or Martin Janes' election, up to the value of \$32,000 in two tranches as detailed above, in respect of his services as Non-Executive Director for the year ending 30 June 2018.

Subject to approval of Resolution 2, the Company seeks approval of Resolution 7 to enable the Company to issue fully paid shares at the Company's, or Robert Rorrison's election, up to the value of \$24,000 in two tranches as detailed above, in respect of his services as Non-Executive Director for the year ending 30 June 2018.

ASX Listing Rule 10.11 provides that a company must not issue or agree to issue securities to particular parties, without first obtaining the approval of members.

In addition, rule 10.13.3 requires the shares to be issued within one month after the date of the meeting. The Company has sought an ASX waiver to rule 10.13.3 to extend the share issue date of each tranche to within one month after 31 December 2017 and 30 June 2018 respectively. The Company has also sought an ASX waiver to rule 10.13.5, given the security issue price is not defined, to allow the securities issue price to be based on a formula including a future security price. If either waiver is not granted by ASX, or approval is not received under either or all of Resolution 5, Resolution 6, or Resolution 7, the Company, subject to future board approval and cash reserves, will pay the amounts in cash.

### Director's qualifications, skills and experience

For details of the qualifications, skills and experience for Robert Rorrison and Martin Janes, refer to the Explanatory Memorandum for Resolution 2 and Resolution 3 respectively.

The details of the qualifications, skills and experience for Alice McCleary is listed below.

**Alice McCleary** has been a Non-Executive Director of the Company since 31 May 2006 and is Chairman of the Board and a member of the Company's Audit & Risk Committee.

Alice is a Chartered Accountant and she is director of ASX listed Archer Exploration Limited. She is a member of the South Australian Government's Minerals and Energy Advisory Council, and a councillor of the South Australian Chamber of Mines and Energy (SACOME). She is a former Director of Adelaide Community Healthcare Alliance Inc (ACHA), Benefund Ltd and Forestry Corporation of South Australia, and a former member of the Corporations and Markets Advisory Committee (CAMAC). Previous leadership roles include Vice-President of the South Australian Chamber of Mines and Energy (SACOME), Deputy Chancellor of the University of South Australia and National President of the Taxation Institute of Australia. Alice's professional interests include financial management and corporate governance.

ASX Listing Rule 10.13 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

## Explanatory Memorandum

Number to be Issued: The maximum number of securities that may be issued to Alice McCleary, Martin Janes and Robert Rorrison, in aggregate, will be \$101,000 of Shares, but will not exceed 14,428,571 Shares (being a minimum issue price of \$0.007 per share), consisting of:

Resolution	Director	Outstanding Director Fees	Maximum Number of Shares
Resolution 5	Alice McCleary	\$45,000	6,428,571
Resolution 6	Martin Janes	\$32,000	4,571,429
Resolution 7	Robert Rorrison	\$24,000	3,428,571
	<b>Total</b>	<b>\$101,000</b>	<b>14,428,571</b>

Issue Price: Subject of Resolution 5, up to \$22,500 in ordinary shares will be issued to Alice McCleary at the VWAP price for the 5 trading days before 31 December 2017 and up to \$22,500 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2018, but not at a price less than \$0.007 per share.

Subject of Resolution 6, up to \$16,000 in ordinary shares will be issued to Martin Janes at the VWAP price for the 5 trading days before 31 December 2017 and up to \$16,000 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2018, but not at a price less than \$0.007 per share.

Subject of Resolution 7, up to \$8,000 in ordinary shares will be issued to Robert Rorrison at the VWAP price for the 5 trading days before 31 December 2017 and up to \$16,000 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2018, but not at a price less than \$0.007 per share.

Terms of Issue: The Shares issued, subject of Resolutions 5, 6 and 7, will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.

Issue Date: Shares, subject of Resolution 5, 6 and 7, will be issued on or before 31 January 2018 and 31 July 2018 as detailed above. As the shares will not be issued within one month of approval, the Company has requested an ASX Listing Rule 10.13.3 waiver to allow the shares be issued within one month of each tranche date being 31 December 2017 and 30 June 2018 respectively.

Voting Exclusion: A voting exclusion statement has been included in this Notice.

Use of Funds: No funds will be raised.

### Board Recommendation – Resolutions 5, 6 and 7.

Alice McCleary has a material personal interest in the outcome of Resolution 5 and declines to make any recommendation in relation to that Resolution. Martin Janes has a material personal interest in the outcome of Resolution 6 and declines to make any recommendation in relation to that Resolution. Robert Rorrison has a material personal interest in the outcome of Resolution 7 and declines to make any recommendation in relation to that Resolution.

Further, in accordance with ASIC guidance on the matter, each Director considers that it is not appropriate for him or her to make a recommendation in relation to the remuneration of another Director. Accordingly, all Directors decline to make any recommendation to Shareholders in relation to Resolution 5, Resolution 6 and Resolution 7.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 5, Resolution 6, and Resolution 7.

---

## RESOLUTION 8 - APPROVAL TO ISSUE UP TO 145,000,000 NEW SHARES

### Background to Resolution 8

The Board seeks Shareholder approval for a Share placement facility to allow for the issue of up to 145,000,000 new Shares.

### Listing Rule Requirements

The Company seeks to have the flexibility to issue Shares to allow this number of Shares not to be included in the calculation under Listing Rule 7.1. This will enable the Company to have the flexibility to issue new Shares during the 3 months after the Meeting without the requirement to obtain prior Shareholder approval.

## Explanatory Memorandum

### Listing Rule Disclosure Requirements

Listing Rule 7.3 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 7.1:

- a) The maximum number of securities to be issued is 145,000,000 Shares.
- b) The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- c) The Shares will be issued at a price that is at least 80% of the average market price of Shares calculated over the last 5 days on which sales of the Shares were recorded before the day on which the issue is made, or, if there is a prospectus relating to the issue, over the 5 days on which sales of Shares are recorded before the date of the prospectus.
- d) The names of the proposed allottees are not known and the quantity of the Shares to be issued to each allottee is not known. The Company intends (but without limitation) to issue the Shares to institutional, sophisticated and professional investors who are exempt from the disclosure requirements of Chapter 6D of the Corporations Act. The Shares will not be issued to Directors or other related parties.
- e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's current issued Shares.
- f) The Company intends to use the funds raised from the issue of the Shares to assist in the evaluation of new project opportunities, finance exploration and/or joint venture partner identification on existing titles and provide general working capital.
- g) It is intended that the Shares will be allotted on several dates during the 3 month period specified in paragraph (b) above.

### Effect of Shareholder approval of Resolution 8

If Shareholders approve the Resolution 11, then the Company will then have the flexibility to issue up to 145,000,000 new Shares during the 3 month period after the Meeting if an opportunity arises which the Board believes is in the best interests of the Company. For the purpose of Listing Rule 7.1, the issue of these Shares would not make up part of the 15% limit and would enable that proportion of the 15% limit to be used for a future issue of equity securities.

### If Resolution 8 is not approved

If Shareholders do not approve Resolution 11, then the Company's ability to issue further securities in the 3 month period following the Annual General Meeting, without Shareholder approval, will be reduced. However, the Company may still issue further Shares within the limit of the existing 15% capacity within Listing Rule 7.1 without seeking shareholder approval.

### Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of Resolution 8 for the granting of authority to issue additional shares as outlined above.

A voting exclusion statement for this Resolution 8 is set out in the Notice.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 8.

---

## RESOLUTION 9 - APPROVAL OF 10% ADDITIONAL PLACEMENT CAPACITY

### Background to Resolution 9

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting at which approval of the issue is obtained (10% Placement Capacity). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1 and allows the Company to issue up to 25% of its issued capital in total.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the date of this Notice of Annual General Meeting and must remain compliant with the requirements of Listing Rule 7.1A at the date of the Meeting to be able to utilise the additional capacity to issue Equity Securities under that Listing Rule.

The Company is now seeking shareholder approval by way of a Special Resolution which requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to have the ability to issue Equity Securities under the 10% Placement Capacity. The exact number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

# Explanatory Memorandum

## Number of Shares

The formula for calculating the maximum amount of securities to be issued under the 10% Placement Capacity is calculated as follows:

$$(A \times D) - E$$

**A** is the number of fully paid ordinary shares on issue 12 months before the date of issue:

- plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid ordinary shares that became fully paid in the 12 months;
- plus the number of fully paid ordinary shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4 (excluding an issue of shares under the Company's 15% placement capacity without Shareholder approval);
- less the number of fully paid ordinary shares cancelled in the 12 months.

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under this Listing Rule 7.1A.2 in the 12 months before the date of the issue and that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

The ability to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1

At the date of this Notice, the Company has on issue 355,911,284 Shares and therefore has capacity to issue:

- 1) 53,386,692 Equity Securities under Listing Rule 7.1 (subject to approval of Resolutions 4 in this Notice); and
- 2) 35,591,128 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 9 in this Notice).

A number of scenarios showing potential issues under Listing Rule 7.1A are detailed in the table below.

### Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

#### 1) Minimum issue price

For the purpose of Listing Rule 7.1.A.3, the issue price of Equity Securities under this 10% Placement Capacity will be no less than 75% of the VWAP for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i) the date on which the price at which the securities are to be issued is agreed; or
- ii) if the securities are not issued within 5 trading days of the date in paragraph i), the date on which the securities are issued.

#### 2) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the table below (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the approval under rule 7.1A; and
- ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below describes the potential dilution of existing ordinary security holders on the basis of at least three different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2, and also shows:

- i) at least one example that assumes variable "A" is double the number of ordinary securities on issue at the time of the approval under rule 7.1A. Variable "A" is the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future meeting of Shareholders; and
- ii) at least one example where the issue price of ordinary securities has fallen by at least 50%.

## Explanatory Memorandum

Variable 'A' in Listing rule 7.1A.2		Dilution		
		\$0.003 (50% decrease)	\$0.006 (Issue Price)	\$0.012 (100% increase)
<b>Current Variable A</b> 355,911,284 Shares	10% voting dilution	35,591,128 Shares	35,591,128 Shares	35,591,128 Shares
	Funds raised	\$106,773	\$213,546	\$427,093
<b>50% increase in current Variable A</b> 533,866,926 Shares	10% voting dilution	53,386,692 Shares	53,386,692 Shares	53,386,692 Shares
	Funds raised	\$160,160	\$320,320	\$640,640
<b>100% increase in current Variable A</b> 711,822,568 Shares	10% voting dilution	71,182,256 Shares	71,182,256 Shares	71,182,256 Shares
	Funds raised	\$213,546	\$427,093	\$854,187

The table above has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
- No unlisted options (including any unlisted options issued under the 10% Placement Capacity) are exercised into Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1 or as a result of any issues of Equity Securities pursuant to any other approval under Chapter 7 of the Listing Rules.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is \$0.006, being the closing price of the Shares on ASX on 27 September 2017.

### 3) Timing

The date by which the Equity Securities may be issued is the earlier of:

- the date that is 12 months after the date of this Annual General Meeting; and
- the date of approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (change involving main undertaking).

The approval will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (change involving main undertaking).

### 4) Purposes for which Equity Securities may be issued

The Company may seek to issue the Equity Securities for the following purposes:

- non-cash consideration for the acquisition of the new resources, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- cash consideration. In such circumstances, the Company intends to use the funds to assist evaluation of new project opportunities, finance exploration and/or joint venture partner identification on existing titles and provide general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Additional Placement Capacity.

### 5) Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

## Explanatory Memorandum

- 2) the effect of the issue of the Equity Securities on the control of the Company;
- 3) the financial situation and solvency of the Company; and
- 4) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

### 6) Previously obtained approval under rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2016 AGM on 24 November 2016. As such, for the purposes of rule 7.3A.6:

- a) the total number of Equity Securities issued in the 12 months preceding the date of the meeting is 90,455,034 and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 34.08%;
- b) details of all issues of Equity Securities issued by the Company during the 12 months preceding the date of the meeting, including for each such issue the required information under Listing Rule 7.3A.6(b) is set out in the table below:

Date of Issue	Number and Class of Equity Securities and Summary of key terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount (is any) to closing market price on the date of the issue	Consideration If issued for cash – the total consideration, the amount of cash that has been spent, what it was spent on and the intended use of the remaining funds (if any).  If issued for non-cash – a description of the consideration and the current value of that consideration.
29 Nov 2016	7,214,286 Shares (in aggregate) Shares issued on the same terms and conditions as existing Shares.	857,143 to Director Russel Bluck 857,143 to Director David Paterson 3,214,286 to Director Alice McCleary 2,285,714 to Director Martin Janes	\$0.007 per share (nil discount).	\$50,500 Shares issued in lieu of cash payments for Director fees owing. Shareholder approval granted at the Company's AGM held on 24 November 2016.
22 Feb 2017	70,000,000 Shares Shares issued on the same terms and conditions as existing Shares.	Professional and Sophisticated Investors	\$0.0084 per share (approx. 16.00% discount)	\$588,000 Funds are being used to assist in the evaluation of new project opportunities, finance exploration and/or joint venture partner identification on existing titles and provide general working capital.
3 Mar 2017	6,883,605 Shares Shares issued on the same terms and conditions as existing Shares.	Lindsay Carthew	\$0.00799 per share (approx. 11.22% discount)	Shares issued Lindsay Carthew (Lender) following the conversion of \$55,000 of outstanding debt into shares, pursuant to the terms and conditions of the Funding Facility announced to ASX on 30 April 2015.
3 Jul 2017	7,214,286 Shares (in aggregate) Shares issued on the same terms and conditions as existing Shares.	857,143 to Director David Paterson 3,214,286 to Director Alice McCleary 2,285,714 to Director Martin Janes	\$0.007 per share (nil discount).	\$44,500 Shares issued in lieu of cash payments for Director fees owing. Shareholder approval granted at the Company's AGM held on 24 November 2016.

### Board Recommendation

The Board considers that the approval of the issue of the 10% Placement Capacity described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further Shareholder approval), should it be required.

Accordingly, the Directors unanimously recommend that Shareholders vote **IN FAVOUR** of Resolution 9.

A voting exclusion statement for this Resolution 9 is set out in the Notice.

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 9.

## DEFINITIONS

In the Explanatory Memorandum and Notice of Annual General Meeting:

**ASX** means ASX Limited (ABN 98 008 624 691).

**Board** means the board of Directors.

**Closely Related Party** has the same meaning as in the Corporations Act.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means the *Corporations Regulations 2001* (Cth).

**Director** means a director of the Company.

**Equity Securities** has the same meaning as in the Listing Rules.

**Key Management Personnel** means a member of the key management personnel as disclosed in the Remuneration Report.

**Listing Rules** means the listing rules of ASX.

**Meeting** means the Annual General Meeting of Shareholders to be held at Level 1, 28 Greenhill Road, Wayville South Australia 5034, on Friday, 24 November 2017 at 10.00 am (Adelaide time).

**Member** or **Shareholder** means each person registered as the holder of a Share.

**Notice** means this Notice of Annual General Meeting.

**Option** means an option to acquire a Share.

**Ordinary Resolution** means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

**Resolution** means a resolution referred to in this Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Special Resolution** means a resolution passed by 75% or more of the votes at a general meeting of Shareholders.

**UraniumSA** or the **Company** means UraniumSA Limited Limited (ACN 119 978 013).

**VWAP** means volume weighted average market price.



## Lodge your vote:



### Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555



For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 652 178  
(outside Australia) +61 3 9415 4000

## Proxy Form

XX

 <b>Vote and view the annual report online</b> <ul style="list-style-type: none"><li>• Go to <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or scan the QR Code with your mobile device.</li><li>• Follow the instructions on the secure website to vote.</li></ul>	
<b>Your access information that you will need to vote:</b> <b>Control Number:</b> <b>SRN/HIN:</b> PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.	

 **For your vote to be effective it must be received by 10:00am (Adelaide time) Wednesday 22 November 2017**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of UraniumSA Limited hereby appoint

☐

the Chairman of the Meeting **OR**



**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of UraniumSA Limited to be held at **Level 1, 28 Greenhill Road, Wayville South Australia 5034 on Friday 24 November 2017 at 10:00am (Adelaide time)** and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 1, 5, 6 and 7** (except where I/we have indicated a different voting intention below) even though **Items 1, 5, 6, and 7** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 1, 5, 6 and 7** by marking the appropriate box in step 2 below.

## STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

### ORDINARY BUSINESS

	For	Against	Abstain
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Robert Rorrison as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Martin Janes as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Shares to Director Alice McCleary in Lieu of Future Directors' Fees for the Year Ending 30 June 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Shares to Director Martin Janes in Lieu of Future Directors' Fees for the Year Ending 30 June 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Shares to Director Director Robert Rorrison in Lieu of Future Directors' Fees for the Year Ending 30 June 2018	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
8 Approval to Issue up to 145,000,000 New Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### SPECIAL BUSINESS

9 Approval of 10% Additional Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
---	--------------------------	--------------------------	--------------------------

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN

**Signature of Securityholder(s)** *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

Date