



URANIUMSA LIMITED

ACN 119 978 013

NOTICE OF EXTRAORDINARY GENERAL MEETING – July 2018

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting:

Friday, 27 July 2018

Time of Meeting:

2.00 pm (Adelaide time)

Place of Meeting:

Level 1, 28 Greenhill Road
Wayville, South Australia

Notice of Extraordinary General Meeting – July 2018

AGENDA

Notice is hereby given that the Extraordinary General Meeting of the shareholders of UraniumSA Limited will be held at Level 1, 28 Greenhill Road, Wayville South Australia 5034, on Friday, 27 July 2018 at 2.00 pm (Adelaide time),

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

ORDINARY BUSINESS

RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULE 7.1

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 ratify the issue and allotment of 40,000,000 Shares, at an issue price of \$0.007 (0.7 cents) per share, to professional and sophisticated investors on 14 June 2018, on the terms and conditions as set out in the accompanying Explanatory Memorandum.'

RESOLUTION 2 - APPROVAL OF CONDITIONAL PLACEMENT SHARES UNDER LISTING RULE 7.1

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

'That, subject to the passing of resolution 4, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the allotment and issue of up to 131,500,000 Shares, at an issue price of \$0.007 (0.7 cents) per share, to sophisticated and professional investors on the terms and conditions set out in the accompanying Explanatory Memorandum.'

RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 CONSIDERATION SHARES TO THE NOMAD VENDORS UNDER LISTING RULE 7.1

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 and allotment of 14,000,000 Shares, at an issue price of \$0.007 (0.7 cents) per share, to Nomad Vendors on 14 June 2018, on the terms and conditions set out in the accompanying Explanatory Memorandum'

RESOLUTION 4 - APPROVAL FOR THE ISSUE OF TRANCHE 2 CONSIDERATION SHARES AND PERFORMANCE RIGHTS TO THE NOMAD VENDORS UNDER LISTING RULE 7.1

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

'That, subject to the passing of resolution 2, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the issue by the Company of:

- a) 196,000,000 Shares (comprising 16,000,000 deposit Shares and 180,000,000 consideration Shares)
- b) 140,000,000 Class A Performance Rights
- c) 140,000,000 Class B Performance Rights
- d) 120,000,000 Class C Performance Rights

to the Nomad Vendors, on the terms and conditions set out in the Explanatory Memorandum

RESOLUTION 5 - APPROVAL TO ISSUE SHARES TO TAYLOR COLLISON LIMITED UNDER LISTING RULE 7.1

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

'That, subject to the passing of resolutions 2 and 4, for the purposes of ASX Listing Rule 7.1, and for all other purposes, shareholders approve the allotment and issue of up to 30,000,000 Shares, at an issue price of \$0.007 (0.7 cents) per share, to Taylor Collison Limited (or their nominee) on the terms and conditions set out in the accompanying Explanatory Memorandum.'

Notice of Extraordinary General Meeting – July 2018

SPECIAL BUSINESS

RESOLUTION 6 - CHANGE OF COMPANY NAME

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

‘That, subject to the passing of resolutions 2 and 4, for the purposes of sections 157(1)(a) and 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the change of the name of the Company to Twenty Seven Co. Limited and for all references to the Company’s name in the constitution of the Company to be replaced with Twenty Seven Co. Limited.’

VOTING RESTRICTIONS

Resolution 1 (Ratification of prior issue of Placement Shares under Listing Rule 7.1)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 1 by any person who participated in the placement 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.

Resolution 2 (Approval of Conditional Placement under Listing Rule 7.1)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 2 by any person who may participate in the Conditional Placement, or who will obtain a material benefit (other than a benefit solely in the capacity of a holder of Shares) if the 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.

Resolution 3 (Ratification of prior issue of Tranche 1 Consideration Shares to Nomad Vendors under Listing Rule 7.1) and

Resolution 4 (Approval to issue Tranche 2 Consideration Shares and Performance Rights to Nomad Vendors under Listing Rule 7.1)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolutions 3 and 4 by Nomad Vendors and their 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.

Resolution 5 (Approval to Issue Shares to Taylor Collison Limited under Listing Rule 7.1.)

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 5 by Taylor Collison Limited (or their nominee) and their 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.

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PROXIES

Appointment of Proxy

A Shareholder who is entitled to attend and cast a vote at the Extraordinary 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 Extraordinary 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.

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 2.00 pm (Adelaide time) on Wednesday, 25 July 2018 (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

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 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.

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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, 25 July 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board



Damien Connor
Company Secretary
14 June 2018

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 Extraordinary General Meeting of Shareholders to be held at 2:00 pm on Friday, 27 July 2018 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 6 in the Notice of Annual General Meeting and why the Company is seeking Shareholder approval.

RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES UNDER LISTING RULES 7.1

On *13 June 2018*, the Company announced a Placement to professional and sophisticated investors, involving the issue, 40,000,000 Shares at a price of \$0.007 (0.7 cents) per share to raise \$280,000 (before costs). The Shares were issued and allotted on *14 June 2018*.

The Placement of 40,000,000 Shares was undertaken using the Company's annual 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rules and Reasons for Seeking Shareholder Approval

Listing Rule 7.1 provides, in summary, that a listed company may not issue equity securities in any 12-month period which exceeds 15% of the number of issued ordinary shares of the company held at the beginning of the 12-month period, except with the prior approval of shareholders of the company in general meeting, unless an exception in Listing Rule 7.2 applies.

However, Listing Rule 7.4 provides that an issue of equity securities made without shareholder approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if:

- the issue did not breach Listing Rule 7.1; and
- holders of ordinary securities subsequently approve it.

The issue of the Shares did not result in the Company breaching the 15% limit referred to in Listing Rule 7.1. The issue of the Shares does not therefore depend upon shareholders passing Resolution 1. The purpose of Resolution 1 is to obtain shareholder approval for the purpose of Listing Rule 7.4 and for all other purposes.

If shareholders approve the issue of the Shares for the purpose of Listing Rule 7.4, the issue of the Shares will not count towards determining the number of equity securities which the Company can issue in any 12-month period. However, if shareholders do not approve the issue of the Shares for the purpose of Listing Rule 7.4, the issue of the Shares will count towards the number of equity securities which the Company can issue in any 12-month period.

Accordingly, Resolution 1 seeks Shareholder approval for and ratification of the issue of 40,000,000 Shares issued under the Company's annual 15% placement capacity under Listing Rule 7.1 under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities under the 15% placement capacity under Listing Rule 7.1 in the next 12 months without the requirement to obtain Shareholder approval.

Key Information

ASX Listing Rule 7.5 requires the following information about the Placement to be given to the Company's shareholders, in respect of Resolution 1:

- Number issued: The total number of Shares allotted and issued under the Placement was 40,000,000, where:
- Issue price: The Shares were issued at an issue price of \$0.007 (0.7 cents) per share.
- Issue date: The Shares issued pursuant to the Placement were issued on *14 June 2018*.
- Terms of issue: The Shares issued were fully paid ordinary shares in the Company. The Shares were issued on the same terms as the Company's other Shares.
- Names of Allottees: All the Shares were issued to investors who were able to satisfy the 'professional and 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.

Explanatory Memorandum

Use of funds raised: The funds are being used to fund exploration of the new tenements, acquired as part of the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd, fund exploration on the Company's existing tenements and for general working capital purposes.

Voting Exclusion: A voting exclusion statement is included in this notice of meeting.

Board Recommendation

The Board recommends that Shareholders vote **IN FAVOUR** of Resolution 1.

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

RESOLUTION 2 - APPROVAL OF CONDITIONAL PLACEMENT UNDER LISTING RULE 7.1

Background to Resolution 2

On 13 June 2018, UraniumSA Limited announced an intention to place up to 131,500,000 Shares to professional and sophisticated investors, to raise \$920,500, (**Conditional Placement**) in addition to the Placement described in the Explanatory Memorandum for Resolution 1 (above).

Consistent with the Placement, the issue price will be \$0.007 (0.7 cents) per Share and the funds raised from the Conditional Placement are to be primarily used to fund exploration of the new tenements, acquired as part of the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd, exploration on the Company's existing tenements and for general working capital purposes.

The Conditional Placement is not underwritten.

The Company does not have sufficient placement capacity under ASX Listing Rule 7.1, to issue the Conditional Placement Shares without Shareholder approval.

Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in the Explanatory Memorandum for Resolution 1 (above).

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 131,500,000 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 of \$0.007 (0.7 cents) per Share.
- d) The Shares will be issued to professional and sophisticated investors. None of these subscribers are related parties of the Company.
- e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's other Shares.
- f) The Company intends to use the funds raised from the issue of the Shares to fund exploration of the new tenements, acquired as part of the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd, exploration on the Company's existing tenements and for general working capital purposes
- g) It is intended that the Shares will be allotted during the 3 month period specified in paragraph (b) above.
- h) A voting exclusion statement is included in this notice of meeting.

Effect of Shareholder approval of Resolution 2

The effect of Resolution 2 will be to allow the Company to issue up to 131,500,000 Shares, pursuant to the Conditional Placement, during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

Explanatory Memorandum

If Resolution 2 is not approved

If Shareholders do not approve Resolution 2, the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (the **Acquisition**), as announced on 13 June 2018, may not proceed. The Share Sale and Purchase Agreement, dated 13 June 2018, for the Nomad Acquisition, provides that either party may terminate if:

- a) the Capital Raising does not proceed (approval of this Resolution 2 will ensure satisfaction of this condition); and
- b) shareholder approval of Tranche 2 Consideration Shares and Performance Rights is not received (approval of Resolution 4 will ensure satisfaction of this condition)

by 30 September 2018.

The passing of Resolution 2 is conditional upon, and subject to Resolution 4 being approved by shareholders. Accordingly, if you intend to vote **IN FAVOUR** of resolution 2, you should also vote **IN FAVOUR** of resolution 4.

Board Recommendation

The Board 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 - RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 CONSIDERATION SHARES TO THE NOMAD VENDORS UNDER LISTING RULE 7.1

Background to Resolution 3

On 14 June 2018, the Company issued 14,000,000 Shares to Nomad Vendors as part consideration for the acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (**Tranche 1 Consideration Shares**). The issue of Tranche 1 Consideration Shares was undertaken using the Company's annual 15% placement capacity under ASX Listing Rule 7.1.

ASX Listing Rules and Reasons for Seeking Shareholder Approval

A summary of ASX Listing Rule 7.1 and ASX Listing Rule 7.4 is set out in the Explanatory Memorandum for Resolution 1 (above).

The issue of the Shares did not result in the Company breaching the 15% limit referred to in Listing Rule 7.1. The issue of the Tranche 1 Consideration Shares does not therefore depend upon shareholders passing Resolution 3. The purpose of Resolution 3 is to obtain shareholder approval for the purpose of Listing Rule 7.4 and for all other purposes

Key Information

ASX Listing Rule 7.5 requires the following information about the issue of Tranche 1 Consideration Shares to be given to the Company's shareholders, in respect of Resolution 3:

- Number issued: 14,000,000 Tranche 1 Consideration Shares were issued to Nomad Vendors pursuant to ASX Listing Rule 7.1.
- Issue price: The Tranche 1 Consideration Shares were issued at an issue price of \$0.007 (0.7 cents) per share.
- Issue date: The Tranche 1 Consideration Shares were issued on 14 June 2018.
- Terms of issue: The Tranche 1 Consideration Shares issued were fully paid ordinary shares in the Company. The Shares were issued on the same terms as the Company's other Shares.
- Names of Allottees: The Tranche 1 Consideration Shares were issued to Nomad Vendors.
- Use of funds raised: No funds were raised pursuant to the issue of the Tranche 1 Consideration Shares.
- Voting Exclusion: A voting exclusion statement is included in this notice of meeting.

Board Recommendation

The Board 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 - APPROVAL FOR THE ISSUE OF TRANCHE 2 CONSIDERATION SHARES AND PERFORMANCE RIGHTS TO THE NOMAD VENDORS UNDER LISTING RULE 7.1

Background to Resolution 4

On 13 June 2018, the Company announced that it has entered into a Share Sale and Purchase Agreement to acquire 100% of the issued capital of Nomad Explorations Pty Ltd (**Nomad**). Nomad is a minerals explorer with six highly-prospective project areas in NSW, NT and WA that are prospective for cobalt, copper and nickel (**Nomad Acquisition**).

In accordance with the Share Sale and Purchase Agreement, as consideration, the Company agreed to pay the following to Nomad Vendors:

Tranche 1 Consideration

- a) Pay a non-refundable deposit of \$50,000 (Tranche 1 Cash Consideration)
- b) 14,000,000 Shares (Tranche 1 Consideration Shares);

Tranche 2 Consideration

- c) Issue 16,000,000 Shares (deposit Shares);
- d) Issue 180,000,000 Shares (consideration Shares);
- e) Issue 140,000,000 Class A Performance Rights
- f) Issue 140,000,000 Class B Performance Rights
- g) Issue 120,000,000 Class C Performance Rights

Royalty

- h) Grant a 1.5% net smelter return royalty with respect to all minerals produced and sold from the project areas;

Tranche 1 Cash consideration has now been paid and the Tranche 1 Consideration Shares were issued on 14 June 2018, using the Company's annual 15% placement capacity under ASX Listing Rule 7.1. The ratification of the issue of the Tranche 1 Consideration Shares was the subject of Resolution 3.

The Company does not have sufficient placement capacity under ASX Listing Rule 7.1, to issue the Tranche 2 Consideration without Shareholder approval. Therefore, Resolution 4 seeks shareholder approval to issue the following to Nomad Vendors:

- a) 16,000,000 Shares (deposit Shares);
- b) 180,000,000 Shares (consideration Shares)
- c) 140,000,000 Class A Performance Rights
- d) 140,000,000 Class B Performance Rights
- e) 120,000,000 Class C Performance Rights

during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in the Explanatory Memorandum for Resolution 1 (above).

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:

Tranche 2 Consideration – 196,000,000 Shares

- a) The maximum number of securities to be issued is 196,000,000 Shares (comprising 16,000,000 deposit Shares and 180,000,000 consideration 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 of \$0.007 (0.7 cents) per Share.

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- d) The Shares will be issued to Nomad Vendors.
- e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's other Shares.
- f) No funds will be raised by the issue of the Shares to Nomad Vendors.
- g) It is intended that the Shares will be allotted during the 3 month period specified in paragraph (b) above.
- h) A voting exclusion statement is included in this notice of meeting.

Tranche 2 Consideration – Performance Rights

- a) The maximum number of securities to be issued is 400,000,000 Performance Rights comprising:
 - (i) 140,000,000 Class A Performance Rights
 - (ii) 140,000,000 Class B Performance Rights
 - (iii) 120,000,000 Class C Performance Rights
- b) All Class A, Class B and Class C Performance Rights 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) All Class A, Class B and Class C Performance Rights will be issued for nil consideration as they will be issued as consideration for the Nomad Acquisition.
- d) All Class A, Class B and Class C Performance Rights will be issued to Nomad Vendors.
- e) The Class A Performance Rights will be issued on the terms set out in Appendix A. Class B Performance Rights will be issued on the terms set out in Appendix B. Class C Performance Rights will be issued on the terms set out in Appendix C.
- f) No funds will be raised by the issue of the Class A, Class B or Class C Performance Rights to Nomad Vendors as they will be issued as consideration for the Nomad Acquisition.
- g) It is intended that the Performance Rights will be issued during the 3 month period specified in paragraph (ii) above.
- h) A voting exclusion statement is included in this notice of meeting.

Effect of Shareholder approval of Resolution 4

The effect of Resolution 4 will be to allow the Company to issue up to 196,000,000 Shares and 400,000,000 Performance Rights (in aggregate, being 140,000,000 Class A Performance Rights, 140,000,000 Class B Performance Rights and 120,000,000 Class C Performance Rights), during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

If Resolution 4 is not approved

If Shareholders do not approve Resolution 4, the Company's acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd (the **Acquisition**), as announced on 13 June 2018, may not proceed. The Share Sale and Purchase Agreement, dated 13 June 2018, for the Nomad Acquisition, provides that either party may terminate if:

- a) the Capital Raising does not proceed (approval of Resolution 2 will ensure satisfaction of this condition); and
- b) shareholder approval of Tranche 2 Consideration Shares and Performance Rights is not received (approval of this Resolution 4 will ensure satisfaction of this condition)

by 30 September 2018.

The passing of Resolution 4 is conditional upon, and subject to Resolution 2 being approved by shareholders. Accordingly, if you intend to vote **IN FAVOUR** of resolution 4, you should also vote **IN FAVOUR** of resolution 2.

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

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RESOLUTION 5 - APPROVAL TO ISSUE SHARES TO TAYLOR COLLISON LIMITED UNDER LISTING RULE 7.1

Background to Resolution 5

Pursuant to the Company's Mandate with Taylor Collison, regarding to the asset introduction and placement of equity, the Company has agreed to pay Taylor Collison Limited (or their nominee), upon completion of the Nomad Acquisition, an introduction fee of 30,000,000 Shares.

Resolution 5 seeks Shareholder approval for the issue of 30,000,000 Shares to Taylor Collison Limited (or their nominee) as part consideration for their services associated with, and following the completion of, the Nomad Acquisition.

Listing Rule Requirements

A summary of ASX Listing Rule 7.1 is set out in the Explanatory Memorandum for Resolution 1 (above).

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 30,000,000 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), and in any case is conditional on the completion of the Nomad Acquisition. Completion of the Nomad Acquisition is conditional on receiving shareholder approval of Resolution 2 and Resolution 4 of this Notice of Meeting)
- c) The Shares will be issued at a price of \$0.007 (0.7 cents) per Share.
- d) The Shares will be issued to Taylor Collison Limited (or their nominee).
- e) The Shares issued will be fully paid ordinary shares in the Company and will rank equally with the Company's other Shares.
- f) No funds will be raised by the issue of the Shares as the will be issued as part consideration for Taylor Collison's services associated with the Nomad Acquisition.
- g) It is intended that the Shares will be allotted during the 3 month period specified in paragraph (b) above.
- h) A voting exclusion statement is included in this notice of meeting.

Effect of Shareholder approval of Resolution 5

The effect of Resolution 5 will be to allow the Company to issue up to 30,000,000 Shares to the Taylor Collison (or their nominee), as part consideration for their services associated with, and following the completion of, the Nomad Acquisition, during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

Board Recommendation

The Board recommends that shareholders vote **IN FAVOUR** of Resolution 5

The Chairman of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 5

Explanatory Memorandum

RESOLUTION 6 - CHANGE OF COMPANY NAME

Background to Resolution 6

Resolution 6 seeks the approval of Shareholders for the Company to change its name to Twenty Seven Co. Limited, and is a Special Resolution, requiring the support of at least 75% of the votes cast.

On 13 June 2018, the Company announced that it has entered into a Share Sale and Purchase Agreement to acquire 100% of the issued capital of Nomad Explorations Pty Ltd. Nomad is a minerals explorer with six highly-prospective project areas in NSW, NT and WA that are prospective for cobalt, copper and nickel (**Nomad Acquisition**)

The Board believes that the name of the Company should be reflective of its change in strategic direction following the recently announced Nomad Acquisition, which will see a change in exploration focus toward its highly prospective Cobalt assets.

The Board also acknowledges that uranium exploration is no longer the primary focus of the Company, having demerged its previously held uranium assets in June 2016, to pursue other opportunities to create value for shareholders.

Therefore, having 'Uranium' in the Company's name is considered no longer appropriate nor reflective of the company's renewed focus toward its highly prospective Cobalt assets.

If Resolution 6 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 6 is passed, the Company will lodge a copy of the special resolution with ASIC following the meeting in order to effect the change.

It is proposed that the Company's ASX listing code will also change from 'USA' to 'TSC'.

Explanatory Memorandum

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.

Class A Performance Rights means a right to receive a Share for each Right at no cost on the terms set out in Appendix A.

Class B Performance Rights means a right to receive a Share for each Right at no cost on the terms set out in Appendix B.

Class C Performance Rights means a right to receive a Share for each Right at no cost on the terms set out in Appendix C.

Conditional Placement means proposed placement of 131,500,000 Shares, at an issue price of \$0.007 (0.7 cents) per share, to sophisticated and professional, as referred to in Resolution 2 of this Notice.

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.

Listing Rules means the listing rules of ASX.

Meeting means the Extraordinary General Meeting of Shareholders to be held at Level 1, 28 Greenhill Road, Wayville South Australia 5034, on Friday, 27 July 2018 at 2.00 pm (Adelaide time).

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

Nomad means Nomad Explorations Pty Ltd (ACN 622 780 027) of Suite 6, 29 McDougall Street, Milton QLD 4064.

Nomad Acquisition means the Share Sale and Purchase Agreement, dated 13 June 2018, entered into by the Company to acquire 100% of the issued capital of Nomad Explorations Pty Ltd; a minerals explorer with six highly-prospective project areas in NSW, NT and WA that are prospective for cobalt, copper and nickel.

Nomad Tenements means E57/1085, EL31761, EL31787, EL31788, EL8732 and ELA5652.

Nomad Vendors means the vendors of 100% of the issued capital of Nomad.

Notice means this Notice of Extraordinary General Meeting.

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

Rights or Performance Rights means a right to receive a Share for each Right at no cost.

Placement means the issue of placement of 40,000,000 Shares, at an issue price of \$0.007 (0.7 cents) per share, to sophisticated and professional, as referred to in Resolution 1 of this Notice.

Resolution means a resolution referred to in this Notice.

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

Share Sale and Purchase Agreement means the Share Sale and Purchase Agreement, dated 13 June 2018, executed between the Company and Nomad Vendors, to acquire 100% of the issued capital of Nomad Explorations Pty Ltd.

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

Tranche 1 Consideration Shares means the issue of 14,000,000 Shares to Nomad Vendors on 14 June 2018 as consideration for the acquisition of 100% of the issued capital of Nomad Explorations Pty Ltd.

Tranche 1 Cash Consideration means the non-refundable deposit of A\$50,000 paid to Nomad Vendors on 13 June 2018.

Tranche 2 Consideration means the proposed issue of 196,000,000 Shares (comprising 16,000,000 deposit shares and 180,000,000 consideration shares), 140,000,000 Class A Performance Rights, 140,000,000 Class B Performance Rights and 120,000,000 Class C Performance Rights, to Nomad Vendors, subject of Resolution 4 of this Notice.

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

Explanatory Memorandum

APPENDIX A – TERMS OF CLASS A PERFORMANCE RIGHTS

1. Each Class A Performance Right:
 - (a) does not entitle its holder to vote on any resolutions proposed at a general meeting of shareholders of the Company;
 - (b) does not entitle its holder to any dividends;
 - (c) does not entitle its holder to participate in the surplus assets or profits of the Company in a winding up; and
 - (d) gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
2. A Class A Performance Right is not transferrable. However, in the event that the holder is a natural person and that holder dies, the holder's legal personal representative may elect to be registered as the holder of the relevant Performance Right until conversion of the Performance Rights in accordance with these terms, at which point the legal personal representative may dispose of or otherwise deal with the relevant ordinary shares.
3. If at any time the issued capital of the Company is restructured, all rights of a holder of Class A Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation.
4. A Class A Performance Right will not be quoted on ASX. However, upon conversion of a Class A Performance Right into a fully paid ordinary share in the Company (Shares) in accordance with these terms, the Company must within 10 Business Days after the conversion, apply for the official quotation of the Shares on ASX.
5. A holder of a Class A Performance Right will not be entitled to participate in new offers and issues of securities to holders of Shares (including, bonus issues and entitlement issues) unless and until the Class A Performance Right is converted into Shares.
6. Subject to a vesting period of 18 months from the date of issue of the Class A Performance Rights, on occurrence of the event specified in the first column of the table below (Conversion Event), the Class A Performance Rights will automatically convert into the number of Shares set out opposite that Conversion Event in the second column of the table below:

Conversion Event	Number of Shares
The Company announcing to the ASX a drill intercept on any of the tenements currently owned by Nomad of at least 7m @500ppm cobalt in at least two drill holes at least 100m apart.	140,000,000

7. For the purposes of clause 6, the following words have the following meanings:
 - (a) Company means UraniumSA Limited (ACN 119 978 013) of 28 Greenhill Road, Wayville, SA 5034;
 - (b) Nomad Tenements means E57/1085, EL31761, EL31787, EL31788, EL8732 and ELA5652.
8. The conversion of each Class A Performance Right is subject to compliance at all times with the Corporations Act and the Listing Rules.
9. Each Class A Performance Right that has not been subject to a Conversion Event will automatically expire and terminate at midnight on the date that is 3 years from the date of issue of the Class A Performance Rights.
10. The Company will issue the holder with a new holding statement for the Shares as soon as practicable following conversion of a Class A Performance Right into Shares in accordance with these terms.
11. The Shares into which a Class A Performance Right will convert will rank pari passu in all respects with existing ordinary shares.

Explanatory Memorandum

APPENDIX B – TERMS OF CLASS B PERFORMANCE RIGHTS

1. Each Class B Performance Right:
 - (a) does not entitle its holder to vote on any resolutions proposed at a general meeting of shareholders of the Company;
 - (b) does not entitle its holder to any dividends;
 - (c) does not entitle its holder to participate in the surplus assets or profits of the Company in a winding up; and
 - (d) gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
2. A Class B Performance Right is not transferrable. However, in the event that the holder is a natural person and that holder dies, the holder's legal personal representative may elect to be registered as the holder of the relevant Performance Right until conversion of the Performance Rights in accordance with these terms, at which point the legal personal representative may dispose of or otherwise deal with the relevant ordinary shares.
3. If at any time the issued capital of the Company is restructured, all rights of a holder of Class B Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation.
4. A Class B Performance Right will not be quoted on ASX. However, upon conversion of a Class B Performance Right into a fully paid ordinary share in the Company (Shares) in accordance with these terms, the Company must within 10 Business Days after the conversion, apply for the official quotation of the Shares on ASX.
5. A holder of a Class B Performance Right will not be entitled to participate in new offers and issues of securities to holders of Shares (including, bonus issues and entitlement issues) unless and until the Class B Performance Right is converted into Shares.
6. Subject to a vesting period of 18 months from the date of issue of the Class B Performance Rights, on occurrence of the event specified in the first column of the table below (Conversion Event), the Class B Performance Rights will automatically convert into the number of Shares set out opposite that Conversion Event in the second column of the table below:

Conversion Event	Number of Shares
The Company announcing to the ASX a mineral resource in either the inferred, indicated or measured category (reported in accordance with the JORC Code, 2012 Edition), on any of the Nomad Tenements of at least 10Mt at 750ppm cobalt with a 500ppm cut-off	140,000,000

7. For the purposes of clause 6, the following words have the following meanings:
 - (a) Company means UraniumSA Limited (ACN 119 978 013) of 28 Greenhill Road, Wayville, SA 5034;
 - (b) Nomad Tenements means E57/1085, EL31761, EL31787, EL31788, EL8732 and ELA5652.
8. The conversion of each Class B Performance Right is subject to compliance at all times with the Corporations Act and the Listing Rules.
9. Each Class B Performance Right that has not been subject to a Conversion Event will automatically expire and terminate at midnight on the date that is 5 years from the date of issue of the Class B Performance Rights.
10. The Company will issue the holder with a new holding statement for the Shares as soon as practicable following conversion of a Class B Performance Right into Shares in accordance with these terms.
11. The Shares into which a Class B Performance Right will convert will rank pari passu in all respects with existing ordinary shares.

Explanatory Memorandum

APPENDIX C – TERMS OF CLASS C PERFORMANCE RIGHTS

1. Each Class C Performance Right:
 - (a) does not entitle its holder to vote on any resolutions proposed at a general meeting of shareholders of the Company;
 - (b) does not entitle its holder to any dividends;
 - (c) does not entitle its holder to participate in the surplus assets or profits of the Company in a winding up; and
 - (d) gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
2. A Class C Performance Right is not transferrable. However, in the event that the holder is a natural person and that holder dies, the holder's legal personal representative may elect to be registered as the holder of the relevant Performance Right until conversion of the Performance Rights in accordance with these terms, at which point the legal personal representative may dispose of or otherwise deal with the relevant ordinary shares.
3. If at any time the issued capital of the Company is restructured, all rights of a holder of Class C Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation.
4. A Class C Performance Right will not be quoted on ASX. However, upon conversion of a Class C Performance Right into a fully paid ordinary share in the Company (Shares) in accordance with these terms, the Company must within 10 Business Days after the conversion, apply for the official quotation of the Shares on ASX.
5. A holder of a Class C Performance Right will not be entitled to participate in new offers and issues of securities to holders of Shares (including, bonus issues and entitlement issues) unless and until the Class C Performance Right is converted into Shares.
6. On occurrence of the event specified in the first column of the table below (Conversion Event), the Class C Performance Rights will automatically convert into the number of Shares set out opposite that Conversion Event in the second column of the table below:

Conversion Event	Number of Shares
The granting of an exploration licence to Nomad in respect of ELA5652 (Perseus) in New South Wales.	120,000,000

7. For the purposes of clause 6, the following words have the following meanings:
 - (a) Company means UraniumSA Limited (ACN 119 978 013) of 28 Greenhill Road, Wayville, SA 5034;
 - (b) Nomad means Nomad Explorations Pty Ltd (ACN 622 780 027) of Suite 6, 29 McDougall Street, Milton QLD 4064.
8. The conversion of each Class C Performance Right is subject to compliance at all times with the Corporations Act and the Listing Rules.
9. Each Class C Performance Right that has not been subject to a Conversion Event will automatically expire and terminate at midnight on the date that is 12 months from the date the Company's shareholders approve the issue of the Class C Performance Rights at an extraordinary general meeting of the Company to be held in or about July 2018.
10. The Company will issue the holder with a new holding statement for the Shares as soon as practicable following conversion of a Class C Performance Right into Shares in accordance with these terms.
11. The Shares into which a Class C Performance Right will convert will rank pari passu in all respects with existing ordinary shares.

Lodge your vote:

  **Online:**
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

For all enquiries call:
(within Australia) 1300 652 178
(outside Australia) +61 3 9415 4000

Proxy Form



Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 181657

SRN/HIN:

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 2:00pm (Adelaide time) on Wednesday 25 July 2018**

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 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

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 Extraordinary General Meeting of UraniumSA Limited to be held at Level 1, 28 Greenhill Road, Wayville South Australia on Friday, 27 July 2018 at 2:00pm (Adelaide time) and at any adjournment or postponement of that meeting.

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 Ratification of Prior Issue of Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of Conditional Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Tranche 1 Consideration Shares to the Nomad Vendors Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval for the Issue of Tranche 2 Consideration Shares and Performance Rights to the Nomad Vendors Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Shares to Taylor Collison Limited Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

6 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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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 / /