

Bannerman Resources Limited



Etango Heap Leach Demonstration Plant



Proposed Etango Dynamic Heap Leach Approach

Notice of Extraordinary General Meeting

9am (AWST), Tuesday, 30 June 2015

Level 2, 1 Altona Street, West Perth, Western Australia

Bannerman Resources Limited NOTICE OF MEETING

The Extraordinary General Meeting of Bannerman Resources Limited (**Bannerman** or the **Company**) will be held at Level 2, 1 Altona Street, West Perth, Western Australia at **9am (AWST)**, **Tuesday**, **30 June 2015**.

29 May 2015

Dear Shareholder

On 25 March 2015 Bannerman announced the completion and the official opening of the Heap Leach Demonstration Plant at the Etango Project in Namibia. This significant milestone and the timing of first test results in the June 2015 quarter coincide with the resurgence in the nuclear renaissance as is evidenced by the growing reactor development programs in the two most populous nations, China and India.

On 5 March 2015, the Company announced that it had initiated a Share Purchase Plan (**SPP**) to provide eligible Shareholders with the opportunity to subscribe for new Shares to raise maximum gross proceeds of up to A\$2 million. The funds raised will be used to conduct the heap leach demonstration program and for general working capital purposes.

The SPP closed on 14 April 2015, raising A\$407,500. As foreshadowed by the Company, following the close of the SPP, the Company sought to place the shortfall under the SPP with interested investors.

The Company was successful in securing placement commitments for the entire shortfall under the SPP as follows:

 A\$860,000 from existing Shareholder, Resource Capital Fund VI L.P. (RCF VI);

- A\$250,000 from existing shareholder City Natural Resources High Yield Trust PLC (CNR); and
- A\$482,500 in aggregate from the Directors (also shareholders): Mr Len Jubber (A\$400,000), Mr David Tucker (A\$20,000) and myself (A\$62,500).

The Board wishes to thank those participating shareholders for their ongoing endorsement of Bannerman's strategy to further enhance the Etango Project's early mover advantage.

Importantly, it is a sign of strong confidence in Bannerman that the Company has attracted the continuing support of our two major shareholders, and in particular that Len Jubber, our Managing Director and Chief Executive Officer, is investing \$400,000 of his own money.

The participation of the Directors in the shortfall placement is subject to obtaining Shareholder approval. Accordingly, Items 1, 2 and 3 of this EGM will ask Shareholders to approve the proposed issue.

Also, in order to retain the flexibility of the Company to raise further capital by issuing equity securities without the delays involved with seeking prior Shareholder approval, the Company is asking Shareholders to ratify the prior issue of Shares to RCF VI and CNR pursuant to Item 4.

On behalf of the Directors of Bannerman Resources Limited, please find enclosed the following documents which relate to the Extraordinary General Meeting (**EGM**) of the Company:

- Notice of Meeting for the EGM, including the Explanatory Notes; and
- Proxy Form and return envelope.

I encourage you to carefully read the attached Notice of Meeting and either attend the EGM in person or lodge your vote using the enclosed Proxy Form.

If you have any questions, please contact the Company Secretary of Bannerman, your stockbroker or other professional adviser.

The Board (other than Mr Jubber, Mr Tucker and myself, who are unable to make a recommendation) unanimously recommends Shareholders to vote in favour of Items 1 to 3.

The Board (other than Mr Burvill, whose employer Resource Capital Funds Management Pty Ltd, is a related party of RCF VI, and who is unable to make a recommendation) unanimously recommends Shareholders to vote in favour of Item 4.

In the face of growing demand for uranium and with the strong support of existing shareholders Bannerman continues to advance the Etango Project, which remains one of the very few globally significant uranium projects that can realistically be brought into production in the medium term.

Yours sincerely

Ronnie Beevor

Chairman

Bannerman Resources Limited NOTICE OF MEETING

Items of Business			Type of resolution	Voting exclusions		
BUS	SINESS					
1.	PARTICIPATION OF MR BEEVOR IN SPP SHORTFALL PLACEMENTS	To approve the issue of Shares to Mr Ronnie Beevor on the terms described in the Explanatory Notes.	Ordinary Resolution	Page 5		
2.	PARTICIPATION OF MR JUBBER IN SPP SHORTFALL PLACEMENTS	To approve the issue of Shares to Mr Len Jubber on the terms described in the Explanatory Notes.	Ordinary Resolution	Page 5		
3.	PARTICIPATION OF MR TUCKER IN SPP SHORTFALL PLACEMENTS	To approve the issue of Shares to Mr David Tucker on the terms described in the Explanatory Notes.	Ordinary Resolution	Page 5		
4.	RATIFICATION OF ISSUE OF SHARES	To approve and ratify the issue of 21,346,153 Shares by the Company as described in the Explanatory Notes.	Ordinary Resolution	Page 6		

Terms used in this Notice and the Explanatory Notes are defined in the glossary on page 7.

Bannerman Resources Limited NOTICE OF MEETING

VOTING

Notice Record Date

Shareholders recorded on the Company's register of members at 5.00pm on 26 May 2015 (AWST) will be entitled to receive this notice for the EGM.

Voting Record Date

Shareholders recorded on the Company's register of members at 9.00am on 28 June 2015 (AWST) will be entitled to vote on Items at the EGM.

Becoming a Shareholder

Shareholders who become registered Shareholders by acquiring Shares between the Notice Record Date and the Voting Record Date, and wish to vote at the EGM by proxy should call 1300 850 505 and request an additional Proxy Form.

Shareholders who become beneficial shareholders of Shares by acquiring Shares between the Notice Record Date and the Voting Record Date wish to vote at the EGM by proxy should contact their broker or intermediary for instructions on how to do so.

How to Vote

Shareholders can vote in one of two ways:

- · by attending the EGM and voting; or
- by appointing a proxy to attend and vote on their behalf.

The voting exclusions for each Item are set out in the Explanatory Notes to this Notice.

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the EGM.

PROXY FORMS

Proxy Form

Enclosed with this Notice is a personalised Proxy Form. The Proxy Form allows Shareholders who are not attending the EGM to either lodge their vote directly, or appoint a proxy to vote on their behalf.

If you hold Shares in more than one capacity, please be sure to complete the Proxy Form that is relevant to each holding.

Appointing proxies

Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the EGM on their behalf, and to vote.

Complete the attached Proxy Form to appoint your proxy. A proxy or nominee need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote can appoint up to two proxies, and should specify the proportion or number of votes each proxy or nominee is appointed to exercise.

If no proportion or number is specified, each proxy or nominee may exercise half of the Shareholder's votes. If you wish to appoint two proxies or two nominees, please call 1300 850 505 and request an additional Proxy Form.

Any directed proxies that are not voted on a poll at the EGM will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

Appointing the Chair as your proxy

You may appoint the Chair as your proxy. If you direct the Chair how to vote on an Item, your vote will be cast in accordance with your direction.

The Chair intends to vote all valid undirected proxies received in favour of each Item, subject to the voting prohibitions and exclusions set out in this Notice.

Power of attorney and corporate representatives

If the Proxy Form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the Proxy Form.

A body corporate appointed as a proxy must also lodge a *Certificate of Appointment of a Corporate Representative*. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com/ under the help tab, "Printable Forms".

LODGING PROXY FORMS

Deadline

Proxy Forms must be received by 9am on 28 June 2015 (AWST).

How to lodge Proxy Forms

You can lodge your Proxy Forms:

Electronically: by visiting <u>www.investorvote.com.au</u> and entering your holder number and postcode for your shareholding, which are shown on your Proxy Form.

Mail: to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001.

Facsimile: to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Further details on how to lodge your Proxy Form can be found on the Proxy Form.

ENQUIRIES

About this Notice

Shareholders are invited to contact the Company Secretary by telephone at +61 8 9381 1436 or by email at admin@bannermanresources.com.au if they have any queries in respect of the matters set out in these documents.

About the Proxy Form

If you have any questions about the relevant Proxy Form, you may also contact the Company's share registry, Computershare Investor Services Pty Limited, at 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

By order of the Board of Directors

Robert Dalton

Company Secretary

29 May 2015

Bannerman Resources Limited **EXPLANATORY NOTES**

ITEMS 1 TO 3 – PARTICIPATION OF DIRECTORS IN SPP SHORTFALL PLACEMENTS

Background

On 14 April 2015, the Company's A\$2 million Share Purchase Plan (as announced on 5 March 2015) (SPP) closed, raising A\$407,500. As foreshadowed, the Company subsequently sought to place the shortfall under the SPP (SPP Shortfall) with interested investors.

The Company, in addition to placing A\$1.11 million with two existing institutional Shareholders, reached agreement to place A\$482,500 of the SPP Shortfall to Ronnie Beevor, Len Jubber and David Tucker (**Relevant Directors**), subject to obtaining all necessary Shareholder approvals.

Each of these placees are Directors (with Len Jubber also being the Chief Executive Officer) of the Company.

Purpose of approval

Listing Rule 10.11 requires the Company to obtain Shareholder approval to issue, or agree to issue, securities to a 'related party' (which includes a Director) unless an exception in Listing Rule 10.12 applies.

It is the view of the Company that the exceptions set out in Listing Rule 10.12 do not apply to the proposed issue of Shares to the Relevant Directors.

Accordingly, the Company seeks Shareholder approval under Items 1, 2 and 3, respectively, for the purposes of Listing Rule 10.11. to issue:

- 1,201,923 Shares to Mr Ronnie Beevor (or his nominee);
- 7,692,307 Shares to Mr Len Jubber (or his nominee);
 and
- 384,615 Shares to Mr David Tucker (or his nominee), (together the **Director Shortfall Shares**).

Key terms of the Shares

Subject to obtaining Shareholder approval, each of the Director Shortfall Shares will be issued on the same terms, as set out below:

Issue date	As soon as practicable and in any event within one month of the Meeting.	
Issue price of each Share	A\$0.052	

Terms of securities	The shares are to be issued on the same terms and conditions as the Company's existing ordinary shares and will rank equally in all respects with all other ordinary shares on issue.
Use of funds	The funds raised from the issue are intended to be used to operate the Etango Heap Leach Demonstration Plant and for general working capital purposes

Amount paid for the Director Shortfall Shares

Subject to Shareholder approval being obtained, the Director Shortfall Shares are to be issued to each of the Relevant Directors for the following consideration.

	Number of Shares	Amount per Share	Total Amount
Ronnie Beevor	1,201,923	A\$0.052	A\$62,500
Len Jubber	7,692,307	A\$0.052	A\$400,000
David Tucker	384,615	A\$0.052	A\$20,000
Total	9,278,845	A\$0.052	A\$482,500

Listing Rule 7.1

If Shareholder approval is given under ASX Listing Rule 10.11 (as is being sought under Items 1 to 3), additional approval will not be required pursuant to ASX Listing Rule 7.1 in order to issue the Director Shortfall Shares. Accordingly, the issue of Director Shortfall Shares will not count towards the Company's 15% Capacity.

What if Shareholders do not approve the issue?

If Shareholders do not approve the issue of Director Shortfall Shares to any of the Relevant Directors, the Board may consider whether it should place any of the additional SPP Shortfall to alternative placees.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies).

For the purposes of Chapter 2E of the Corporations Act, each of Mr Ronnie Beevor, Mr Len Jubber and Mr David Tucker are considered to be related parties of the Company and the

placement of the Director Shortfall Shares may constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit would be reasonable in the circumstances if the company and the Relevant Directors were dealing at arm's length.

The Board (other than Mr Beevor, Mr Jubber and Mr Tucker), considers that the issue of the Director Shortfall Shares satisfies this exception and constitutes arm's length terms.

In reaching this conclusion, the Board has had regard to a variety of factors including that the Director Shortfall Shares were placed on the same key terms as those offered under the SPP, the RCF Placement and CNR Placement.

Voting exclusion statements

In accordance with ASX Listing Rules the Company will disregard any votes cast on:

- Item 1 by or on behalf of (including by proxy) Mr Beevor and any of his associates;
- Item 2 by or on behalf of (including by proxy) Mr Jubber and any of his associates; and
- Item 3 by or on behalf of (including by proxy) Mr Tucker and any of his associates.

However, in respect of each of Items 1 to 3, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- by the Chair of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

Board Recommendation – Items 1 to 3

The Board (other than Mr Beevor, Mr Jubber and Mr Tucker, who are unable to make a recommendation) unanimously recommend that Shareholders vote **in favour** of Items 1 to 3.

The Chair intends to vote undirected proxies in favour of Items 1 to 3.

Bannerman Resources Limited **EXPLANATORY NOTES**

ITEM 4 - RATIFICATION OF ISSUE OF SHARES

Background

The Company agreed to place to:

- Resource Capital Fund VI L.P. (RCF VI) A\$860,000 of the SPP Shortfall; and
- City Natural Resources High Yield Trust PLC (CNR) A\$250,000 of the SPP Shortfall,

at the same price as eligible shareholders who subscribed for Shares under the SPP (being \$0.052).

On 23 April 2015, the Company issued 16,538,461 Shares to RCF VI (RCF Placement). On 13 May 2015, the Company issued 4,807,692 Shares to CNR (CNR Placement).

Both the RCF Placement and CNR Placement were within the Company's annual capacity to issue equity securities equivalent to 15% of the Company's ordinary securities, under Listing Rule 7.1 (15% Capacity).

Purpose of approval

Listing Rule 7.1 provides that the Company must not issue more than the 15% Capacity within a 12 month period unless a specified exception applies or the issue is made with prior Shareholder approval.

Listing Rule 7.4 allows an issue made by the Company (without Shareholder approval) to be treated as having been made with approval for the purposes of Listing Rule 7.1, provided that:

- it is subsequently ratified by Shareholders at a general meeting; and
- the issue did not breach Listing Rule 7.1 at the time it was made.

Approval of Item 4 will provide the Company with greater available capacity to raise further capital by issuing equity securities, without the delays involved with seeking prior Shareholder approval.

The Board will only undertake further issues of equity securities if they consider it is in the best interests of the Company to do so.

Prior approval for RCF Entities

On 19 June 2014, Shareholders approved, amongst other things, for RCF IV, RCF VI and RCF Management (RCF Entities) to increase their collective voting power in the Company to a maximum of 43.0% by conversion of the

relevant convertible notes, the related Share issues and exercise of options held by RCF Management (2014 Approval).

The 2014 Approval was given on the basis that if the RCF Entities' circumstances change and the RCF Entities' voting power increases as a result of an acquisition of Shares other than as contemplated under the 2014 Approval, this would not affect the maximum percentage that the RCF Entities were entitled to increase their voting power to.

It is intended that the relevant RCF Entities will still be permitted to be issued additional Shares as contemplated by the 2014 Approval, provided that their voting power remains at or below 43.0%.

Key terms of the Shares

Each of the Shares issued under the RCF Placement and the CNR Placement will be issued on the same terms and for the same purposes, as set out below:

Terms of securities	The shares were issued on the same terms and conditions as the Company's existing ordinary shares and rank equally in all respects with all other ordinary shares on issue
Issue price of each Share	A\$0.052
Use of funds	The funds raised from the issue are intended to be used to operate the Etango Heap Leach Demonstration Plant and for general working capital purposes

Details of the placements

Further details of the RCF Placement and CNR Placement are summarised below:

	RCF Placement	CNR Placement
Number of securities	16,538,461	4,807,692
Date of issue	23 April 2015	13 May 2015
Allottee	RCF VI	CNR

Voting exclusion statement

The Company will disregard any votes cast on Item 4 by RCF VI, CNR and any of their associates.

However, in respect of Item 4, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the Proxy Form; or
- the Chairman of the meeting in accordance with a direction on the Proxy Form to vote as the proxy decides.

Board Recommendation - Item 4

The Board (other than Mr Burvill, whose employer Resource Capital Funds Management Pty Ltd, is a related party of RCF VI, and who is unable to make a recommendation) unanimously recommends that Shareholders vote **in favour** of the ratification of the RCF Placement and the CNR Placement.

The Chair intends to vote undirected proxies in favour of Item 4.

Bannerman Resources Limited **GLOSSARY**

15% Capacity The restriction on the Company to

issue securities up to 15% of its issued Share capital in any 12 month period without obtaining Shareholder

approval.

2014 Approval The approval given by shareholders

> under resolution 1 of the general meeting of shareholders dated 19

June 2014.

A\$ or **\$** Australian dollars.

ASX ASX Limited (ABN 98 008 624 691),

> or as the context requires, the financial market operated by it.

Listing Rules The listing rules of the ASX.

AWST Australian Western Standard Time.

Bannerman or Bannerman Resources Limited (ABN Company 34 113 017 128)

Board The board of Directors of the

Company.

Chair The chair of the EGM.

CNR City Natural Resources High Yield

Trust Plc.

Constitution The Company's constitution. **Corporations Act** Corporations Act 2001 (Cth).

Director A director of the Company.

EGM The Extraordinary General Meeting of

Shareholders of the Company to be held at Level 2, 1 Altona Street, West Perth, Western Australia on 30 June 2015 at 9am (AWST), or any

adjournment thereof.

Etango Project The uranium project of the Company

located in Namibia.

Explanatory Notes The Explanatory Notes attached to

the Notice of Meeting.

Item Each resolution set out in the Notice

of Meeting.

Meeting

Notice or Notice of The Notice of Meeting and the

Explanatory Notes.

Notice Record

5.00pm on 26 May 2015 (AWST).

Ordinary Resolution

Date

A resolution that must be passed by at least 50% of the votes cast by shareholders being in favour of the

resolution.

Proxy Form The proxy form included with this

Notice.

RCF Entities RCF IV. RCF VI and RCF

Management

RCF IV Resource Capital Fund IV L.P.

RCF Management Resource Capital Funds Management

Ptv Ltd

RCF VI Resource Capital Fund VI L.P.

Share A fully paid ordinary share in the

capital of the Company.

Shareholder Any people holding a Share in the

Company's share register.

SPP The Company's Share Purchase

Plan, which closed on 14 April 2015.

SPP Shortfall The shortfall between the actual

amount subscribed by eligible Shareholders, and the maximum amount to be raised, under the SPP.

Voting Record Date

9.00am on 28 June 2015 (AWST).



Bannerman Resources Limited ABN 34 113 017 128

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Lodge your vote:



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 850 505 (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: 999999

SRN/HIN: 19999999999 PIN: 99999

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 9:00am (AWST) Sunday, 28 June 2015

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



MR SAM SAMPLE FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 303

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



AMPLEVILLE VIC 3030		with ' X ') should advise f any changes.	I 9999	999999	9	IND
■ Proxy Form		Please ma	rk 🗶 to	indicate y	your d	irections
STEP 1 Appoint a Pro	xy to Vote on Your Behalf					XX
I/We being a member/s of	Bannerman Resources Limited hereb	y appoint				2 - 2 - 2
the Chairman of the Meeting OR				ASE NOTE: Le nave selected to ing. Do not ins		
to act generally at the meeting of to the extent permitted by law, a	corporate named, or if no individual or body on my/our behalf and to vote in accordance was the proxy sees fit) at the Extraordinary Gel Western Australia on Tuesday, 30 June 2015 PLEASE NOTE: If you mark the behalf on a show of hands or a possible corporate in the possible co	vith the following dire neral Meeting of Ban 5 at 9:00am (AWST) Abstain box for an item	ctions (or if no nerman Resou and at any adjo , you are directin	directions had reces Limited burnment or g your proxy n	to be he postpone	n given, and eld at Level ement of on your
		ŕ		For	Against	Abstain
Item 1 Participation of Mr Beeve	or in SPP Shortfall Placements					
Item 2 Participation of Mr Jubbe	er in SPP Shortfall Placements					
Item 3 Participation of Mr Tucke	er in SPP Shortfall Placements					
Item 4 Ratification of Issue of S	hares					

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.

Individual or Securityholder 1	Securityholder 2	2	Securityholde	r 3		
Sole Director and Sole Company Secretary	Director		Director/Comp	pany Secretary		
Contact		Contact Daytime				
Name		Telephone		Date	1	1

