

# ASX RELEASE

28 October 2014

## UraniumSA Limited ("UraniumSA")

ASX Code: USA

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[executive@uraniumsa.com.au](mailto:executive@uraniumsa.com.au)

### BOARD OF DIRECTORS

<b>Alice McCleary</b>	Chairman
<b>Martin Janes</b>	Director
<b>Russel Bluck</b>	Director & Geoscience Manager
<b>David Paterson</b>	Director & Acting CEO

### PROJECTS

#### South Australia

Samphire ELs 4979, 5426  
Blackbush MC 4280  
Murninnie EL 5440  
Wild Horse Plains EL 4693  
Muckanippie EL 4694

### ISSUED CAPITAL

Shares on Issue: 174,274,756  
Quoted shares: 174,274,756  
Unlisted Options: 16,150,000

### INVESTOR INQUIRIES

[executive@uraniumsa.com.au](mailto:executive@uraniumsa.com.au)

**Inquiries regarding this report  
and company business may be  
directed to:**

**David Paterson – Acting CEO**  
**+61 8 8132 0577**  
**+61 417 823 654**

### VISIT OUR WEBSITE

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

## ANNUAL GENERAL MEETING – ASX WAIVER

UraniumSA Limited (ASX: USA) refers to its Notice of Annual General Meeting lodged with the ASX 21 October 2014 (Notice).

UraniumSA is pleased to advise that the ASX has granted a waiver from ASX listing rules 10.13.3 and 10.13.5 to the extent necessary to permit Resolution 7 and Resolution 8 of the Notice seeking shareholder approval for the issue of shares to directors in lieu of payments of cash.

Resolution 7, seeking shareholder approval to issue shares to directors in lieu of cash for unpaid director fees owed for the 2013 and 2014 financial years, required a waiver from listing rule 10.13.3 as the issue price of the shares was not defined, but instead, based on a formula including future security prices.

Resolution 8, seeking shareholder approval for payment of director fees in shares in lieu of cash, required a waiver from listing rule 10.13.5 to allow shareholders to resolve that the shares may be issued later than one month following the annual general meeting, and on the terms and conditions set out in the Notice. Resolution 8 also required a waiver from listing rule 10.13.3 as the issue price of the shares was not defined, but instead, based on a formula including future security prices.

The terms of the waiver are annexed to this announcement.

For further information, please contact:

David Paterson  
Acting Chief Executive Officer  
UraniumSA Limited  
+61 8 8132 0577

## ***Annexure – ASX Decision dated 27<sup>th</sup> October 2014***

1. Subject to resolution 2 and based solely on the information provided, ASX Limited (“ASX”) grants UraniumSA Limited (the “Company”) waivers from listing rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company’s 2014 notice of annual general meeting (“Notice”) in respect of resolutions seeking shareholder approval for:

- 1.1. the issue of up to 7,392,167 shares in lieu of payment of director fees owed for the 2013 and 2014 financial years to be issued to directors Alice McCleary, Russel Bluck and David Paterson (the “Resolution 7 Directors”) in accordance with existing employment terms (the “Accrued Directors’ Fees Shares”); and
- 1.2. the issue of up to a total of 2,500,000 shares to Alice McCleary and Martin Janes (the “Resolution 8 Directors”) in lieu of part-payment of director fees payable for the 2015 financial year (the “Future Directors’ Fees Shares”)

(together, the “Shares”),

not to state that the Accrued Directors’ Fees Shares will be issued no later than one month after the date of the meeting; and not to include an issue price of the Shares.

2. Resolution 1 is subject to the following conditions.

- 2.1. The Notice states that the issue price of the Shares will be calculated by dividing the directors’ fees owed or owing (as the case may be) by the volume weighted average price of the underlying shares for the 5 business days prior to the date of the issue.
- 2.2. The Notice states that the Future Directors’ Fees Shares will be issued no later than 31 July 2015.
- 2.3. The Company’s annual report for any period during which the Shares are issued discloses details of the number of Shares that were issued to each director, including the percentage of the Company’s issued capital represented by those shares.
- 2.4. The Company releases the terms of the waiver to the market immediately.

3. ASX has considered listing rule 10.13.3 and 10.13.5 only and makes no statement as to the Company’s compliance with other listing rules.