

# Notice of Annual General Meeting 2015

*Date* Thursday, 19 November 2015

*Time* 10.00am (Adelaide time)

*Place* Level 1, 67 Greenhill Road  
Wayville, South Australia

**Uranium**SA  
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# UraniumSA Limited - Notice of Annual General Meeting 2015

Notice is hereby given that the Annual General Meeting of the shareholders of UraniumSA Limited (**Company**) will be held at Level 1, 67 Greenhill Road, Wayville 5034, South Australia, on Thursday 19 November 2015 at 10.00am (Adelaide time) for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

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

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## 2015 Financial Statements and Reports

To receive and consider the Financial Report for the year ended 30 June 2015 and reports of the Directors and Auditor, as set out in the Annual Report 2015.

### Ordinary Business:

#### 1) Remuneration Report

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

*'That the Remuneration Report for the year ended 30 June 2015 as set out in the 2015 Annual Report be adopted'.*

Refer to page 4 of this Notice of Meeting for voting exclusions that apply to this Resolution.

#### 2) Re-Election of Russel Bluck as a Director

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

*'That Russel Bluck, a Director retiring by rotation in accordance with ASX Limited (ASX) Listing Rule 14.4 and clause 2.6 of the Constitution of the Company, and being eligible for re-election, be re-elected as a Director.'*

#### 3) Re-Election of David Paterson as a Director

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

*'That David Paterson, a Director retiring by rotation in accordance with ASX Limited (ASX) Listing Rule 14.4 and clause 2.6 of the Constitution of the Company, and being eligible for re-election, be re-elected as a Director.'*

### Special Business:

#### 4) 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 totalling 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.'*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

#### 5) Ratification of prior Issue of 750,000 Shares

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

*'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders approve and ratify the issue and allotment of 750,000 fully paid ordinary shares to Lindsay Carthew on 4 May 2015, in accordance with the terms and conditions as set out in the accompanying Explanatory Memorandum.'*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

#### 6) Issue of shares to David Paterson in Lieu of unpaid fees owing as at 30 June 2015

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 \$20,000 in ordinary fully paid shares to David Paterson, 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).*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

# UraniumSA Limited - Notice of Annual General Meeting 2015

## 7) Issue of shares to Russel Bluck in Lieu of unpaid fees owing as at 30 June 2015

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 \$20,000 in ordinary fully paid shares to Russel Bluck, 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).*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

## 8) Issue of shares to Director Alice McCleary in Lieu of future Directors' fees for the year ending 30 June 2016

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 \$42,500 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).*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

## 9) Issue of shares to Director Martin Janes in Lieu of future Directors' fees for the year ending 30 June 2016

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 \$30,000 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).*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

## 10) Issue of shares to Director David Paterson in Lieu of future Directors' fees for the year ending 30 June 2016

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 \$10,000 in ordinary fully paid shares to David Paterson, 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).*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

## 11) Issue of shares to Director Russel Bluck in Lieu of future Directors' fees for the year ending 30 June 2016

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 \$10,000 in ordinary fully paid shares to Russel Bluck, 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).*

Refer to page 4 of this Notice of Meeting for Voting Exclusions that apply to this resolution.

# Annual General Meeting 2015: NOTES RELATING TO VOTING

## 1. Entitlement time

The Board has determined that, in accordance with the Company's Constitution and the *Corporations Regulations 2001* (Cth), that the members entitled to attend and vote at the Annual General Meeting shall be those persons who are recorded in the register of members at 7.00pm Sydney time on Tuesday 17 November 2015.

## 2. Voting Restrictions

### Resolution 1

*In accordance with the Corporations Act, a vote must not be cast on this resolution in any capacity (and will be taken not to have been cast if cast contrary to this restriction) by or on behalf of 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 does not specify the way the proxy is to vote on the resolution and 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.*

### Resolution 4

*In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate 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 5

*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.*

### Resolution 6 and Resolution 7

*In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 6 by David Paterson and Resolution 7 by Russel Bluck, 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, Resolution 9, Resolution 10 and Resolution 11

*In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 8 by Alice McCleary, Resolution 9 by Martin Janes, Resolution 10 by David Paterson and Resolution 11 by Russel Bluck, 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.*

## 3. Proxies

### Appointment of Proxy

A shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A proxy need not be a shareholder of the Company. A proxy form is included with this Notice of Annual General Meeting.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

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

To be effective, the Company must receive the completed proxy form signed by the member 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).

The proxy's appointment and, if applicable, the authority appointing an attorney must be received by post or fax **no later than 10.00am (Adelaide time) on Tuesday 17 November 2015 to:**

- the Company's registered office at 32 Beulah Road, Norwood, South Australia 5067 (facsimile number (08) 8132 0766); or
- the Company's share registrar, Computershare Investor Services Pty Limited, as listed below.
- **Custodian Voting** – for Intermediary Online subscribers only (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Mail:	Fax:
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.

### Appointment of 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.

### 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. 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.

If the chairperson or a member of key management personnel or one of their closely related parties is appointed as a proxy, they are not permitted to vote undirected proxies on various matters, including some remuneration matters and related party matters, unless express authority to do so is given by the appointing shareholder.

**Please read the directions on the proxy form carefully, especially if you intend to appoint the Chairperson of the meeting as your proxy.**

This Explanatory Memorandum 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 (**AGM**) of Shareholders to be held at:

Level 1, 67 Greenhill Road, Wayville 5034, South Australia, on Thursday 19 November 2015 at 10.00am (Adelaide time).

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 11 in the Notice of Annual General Meeting and why the Company is seeking Shareholder approval.

## General Business

### Receiving Financial Statements and Reports

As required by Section 317 of the Corporations Act 2001 (Cth) (Corporations Act), the Financial Report and the reports of the Directors and the Auditor for the financial year ended 30 June 2015 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.

Shareholders will also 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.

## Ordinary Business

### Ordinary Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained in the Directors' Report set out in the 2015 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.

### Board Recommendation

The Board, while noting that each Director has a personal interest in their own remuneration from the Company, 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.

### Ordinary Resolution 2:

#### Re-Election of Russel Bluck 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. 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, Russel Bluck will retire by rotation and offers himself for re-election. The qualifications and experience of Russel Bluck are set out below.

Russel Bluck  
Bsc, MSc MAIG  
*Director since May 2006*

Russel is a Director of UraniumSA and is the Company's Geoscience Manager leading the development strategy for the Blackbush and Plumbush uranium discoveries. He was Managing Director from before UraniumSA's listing on the ASX in October 2006 until stepping down in March 2013 under the Company's planned succession strategy. Russel has worked in the mineral exploration industry for over 45 years providing geotechnical and corporate consulting services and involved in the formation and listing of junior mining sector companies on the ASX and Canadian stock exchange.

### Board Recommendation

The Directors (other than Russel Bluck, who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 2.

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

### Ordinary Resolution 3:

#### Re-Election of David Paterson 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. 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, David Paterson will retire by rotation and offers himself for re-election. The qualifications and experience of David Paterson are set out below.

David Paterson  
BAppSc, GradDip BusAdmin, AusIMM  
*Director since December 2011*

David is a Chairman of UraniumSA's Audit & Risk Committee. David began his career as a geologist. He has diverse experience in the Australian minerals industry. David was a Member of Australian Stock Exchange Ltd and brings over 20 years' experience in stockbroking, capital markets and finance to the Company. David has significant experience in all facets of running a mineral exploration company. He is currently Chairman of ASX listed Bulletproof Group Limited. He is a Fellow of Financial Services Institute of Australia and a Member of the Australasian Institute of Mining and Metallurgy.

### Board Recommendation

The Directors (other than David Paterson, who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 3.

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



**Special Business****Special Resolution 4:****Approval of 10% Additional Placement Capacity****Background**

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 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.

**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 x 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 183,171,038 Shares and therefore, subject to approval of resolutions 5, has capacity to issue:

- 1) 27,475,655 Equity Securities under Listing Rule 7.1 and
- 2) 18,317,103 Equity Securities under Listing Rule 7.1A (subject to approval of this Resolution 4).

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

**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 7.1A.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%.

Special Resolution 4: *continues*

Variable 'A' in Listing rule 7.1A.2		Dilution		
		\$0.012 50% decrease in issue price	\$0.024 Issue Price	\$0.048 100% increase in issue price
<b>Current Variable A</b> 183,171,038 Shares	10% voting dilution	18,317,103 Shares	18,317,103 Shares	18,317,103 Shares
	Funds raised	\$219,805	\$439,610	\$879,220
<b>50% increase in current Variable A</b> 274,756,557 Shares	10% voting dilution	27,475,655 Shares	27,475,655 Shares	27,475,655 Shares
	Funds raised	\$329,707	\$659,415	\$1,318,831
<b>100% increase in current Variable A</b> 366,342,076 Shares	10% voting dilution	36,634,207 Shares	36,634,207 Shares	36,634,207 Shares
	Funds raised	\$439,610	\$879,220	\$1,758,441

The table 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 Facility, 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 \$0.024, being the closing price of the Shares on ASX on 28 September 2015.

### 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 raised towards an acquisition of new resources, assets or investments (including expense associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or 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 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;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- 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 2014 AGM on 21 November 2014. As such, for the purposes of rule 7.3A.6:

- the total number of Equity Securities issued in the 12 months preceding the date of the meeting is 9,546,282 and the percentage they represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 5.21%;
- 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:



## Special Resolution 4: *continues*

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 of Equity Securities and discount (is any) to closing market price on the date of the issue	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.
25 Nov 2014	2,351,434 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	David Paterson	\$0.023 per share (no discount)	\$54,083  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.
25 Nov 2014	1,288,782 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Russel Bluck	\$0.023 per share (no discount))	\$29,642  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.
25 Nov 2014	2,144,956 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Alice McCleary	\$0.023 per share (no discount)	\$49,334  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.
25 Nov 2014	350,000 unlisted options  Options issued under the Company's employee share option plan. Options vest 1/3rd on issue, 1/3rd 12 months from issue, and 1/3rd 24 months from issue. Exercise price \$0.06 cents and expire 25 Nov 2015.	Simon Hall	Nil	N/A
25 Nov 2014	300,000 unlisted options  Options issued under the Company's employee share option plan. Options vest 1/3rd on issue, 1/3rd 12 months from issue, and 1/3rd 24 months from issue. Exercise price \$0.06 cents and expire 25 Nov 2015.	Callan Brown	Nil	N/A
12 Jan 2015	833,333 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Alice McCleary	\$0.018 per share (no discount)	\$15,000  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.
12 Jan 2015	277,777 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Martin Janes	\$0.018 per share (no discount)	\$5,000  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.
4 May 2015	750,000 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Lindsay Carthew	\$0.02 per share (16.67% discount)	Shares issued Lindsay Carthew (Lender) in respect of the Establishment Fee payable to the Lender, subject of the terms and conditions of the Funding Facility announced to ASX on 30th April 2015. Fair value of consideration is \$15,000
03 July 2015	750,000 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Alice McCleary	\$0.02 per share (no discount)	\$15,000  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.
03 July 2015	500,000 fully paid ordinary Shares  Shares issued on the same terms and conditions as existing Shares	Martin Janes	\$0.02 per share (no discount)	\$10,000  Shares issued in lieu of cash payments for Director fees. Shareholder approval granted at the Company's AGM held on 21 November 2014.

## Board Recommendation

The Directors consider that the approval of the issue of the 10% Placement Facility 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 4.

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

**Ordinary Resolution 5:****Ratification of prior Issue of 750,000 Shares**

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.

Resolution 5 seeks ratification of the allotment and issue by the Company of 750,000 shares to Lindsay Carthew. The shares were issued within the Company's existing capacity under ASX Listing Rule 7.1. Refer to the Company's Appendix 3B lodged with the ASX on 4 May 2015.

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 4 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.

ASX Listing Rule 7.5 requires the following information to be provided to shareholders in relation to the issue of Shares subject of this resolution

Number of securities issued	750,000 Shares
Issue price	\$0.02 per Share
Person(s) securities issued to	Shares issued Lindsay Carthew (Lender) in respect of the Establishment Fee payable to the Lender, subject of the terms and conditions of the Funding Facility announced to ASX on 30th April 2015.
Terms of securities issued	Shares issued are fully paid ordinary shares in the capital of the Company and are issued on the same terms and conditions as existing Shares
Use of funds	No funds were received under the share issue.
Voting exclusion	A voting exclusion statement forms part of this notice

**Board Recommendation**

The Directors recommend that Shareholders vote **IN FAVOUR** of Resolution 5..

The Chairman intends to vote undirected proxies **IN FAVOUR** of Resolution 5.

**Ordinary Resolution 6 and Ordinary Resolution 7:****Issue of shares to David Paterson and Russel Bluck in Lieu of unpaid fees owing as at 30 June 2015****Background**

During the year ended 30 June 2015 director Paterson and director Bluck voluntarily offered to receive reduced cash payments for a period of time to conserve the Company's cash flow.

Both director Paterson and director Bluck are each owed \$20,000 (\$40,000 in aggregate) by the Company, of which no cash has been paid to them in respect of their employment services to the Company for the year ended 30 June 2015 and to which the Company seeks shareholder approval under Resolution 6 and Resolution 7 to issue an equivalent amount of fully paid shares in lieu of cash.

The amounts detailed above are disclosed in the Remuneration Report on page 15 of the Company's 2015 Annual Report.

**Reasons for seeking Shareholder Approval**

The purpose of Resolution 6 and Resolution 7 is to give David Paterson and Russel Bluck the opportunity to be paid for their past services to the Company in fully paid ordinary shares in the Company, up to the equivalent value of \$20,000 for David Paterson, and up to the equivalent value of \$20,000 for Russel Bluck.

The Company seeks shareholder approval under Resolution 6 and Resolution 7 to issue an equivalent amount of fully paid ordinary shares in lieu of cash to each of the Directors detailed above for past services performed for the Company, as described above and on the terms described below:

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.

Given the issue price of the securities is not defined, the Company has sought an ASX waiver to rule 10.13.5 to allow the securities issue price to be based on a formula including a future security price. If a waiver is not granted by ASX, or approval is not received under either or both of Resolution 6 or Resolution 7, the Company, subject to future board approval, will pay the amounts in cash.

## Ordinary Resolution 6 and Ordinary Resolution 7: *continues*

For this purpose ASX Listing Rule 10.13 provides that the following information must be provided to shareholders:

Number to be Issued:	Under Resolution 6 the maximum number of securities that may be issued to David Paterson is \$20,000 of fully paid ordinary shares, but will not exceed a maximum of 1,000,000 shares.  Under Resolution 7 the maximum number of securities that may be issued to Russel Bluck is \$20,000 of fully paid ordinary shares, but will not exceed a maximum of 1,000,000 shares.
Issue Price:	Fully paid ordinary shares, subject of Resolution 6 and Resolution 7 will be issued at the VWAP price for the 5 trading days on which trades were recorded immediately prior to the date of issue, which will be as soon as practicable after this meeting and in any event no later than one month after the date of the AGM. Shares will not be issued at a price less than \$0.02 per share.
Terms of Issue:	The shares issued will be fully paid ordinary shares in the Company. The shares will be issued on the same terms as the Company's other fully paid ordinary shares. Each share issued pursuant to Resolution 6 and Resolution 7 will rank pari passu with all existing ordinary fully paid shares of the Company.
Issue Date:	Fully paid ordinary shares, subject of Resolution 6 and Resolution 7 will be issued as soon as practicable after this meeting and in any event no later than one month after the date of the AGM.
Voting Exclusion:	A voting exclusion statement has been included in this notice of meeting.
Use of Funds:	No funds will be raised by the issue of the fully paid ordinary shares as it will be payment for past services in lieu of cash.

For illustrative purposes, the outstanding amounts, in aggregate, owing to Directors for past services to the Company, as detailed above, will be paid in shares at a price, which will be calculated as follows:

$$X = \$40,000 / \text{VWAP 5}$$

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 \$0.02 per share.

The table provides details of the number of Director Shares to be issued based on a VWAP 5 equal to \$0.024 (closing price as at 28 September 2015), \$0.02 and \$0.04:

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
\$0.02 per share	2,000,000 shares	1.09%
\$0.024 per share	1,666,667 shares	0.91%
\$0.04 per share	1,000,000 shares	0.54%

The number of shares to be issued, in aggregate, will not exceed a maximum of 2,000,000 shares.

## Ordinary Resolution 6:

### Issue of shares to David Paterson in Lieu of unpaid fees owing as at 30 June 2015

See Explanatory Memorandum for Resolution 3 for details of David Paterson's qualifications, skills and experience.

### Board Recommendation

The Directors (other than David Paterson, who is not entitled to make, and does not make a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 6 for the approval to issue up to \$20,000 of fully paid ordinary shares to David Paterson in payment for past employment services provided to the Company.

The Chairman intends to vote undirected proxies **IN FAVOUR** of Resolution 6.

## Ordinary Resolution 7:

### Issue of shares to Russel Bluck in Lieu of unpaid fees owing as at 30 June 2015

See Explanatory Memorandum for Resolution 2 for details of Russel Bluck's qualifications, skills and experience.

### Board Recommendation

The Directors (other than Russel Bluck, who is not entitled to make, and does not make a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 7 for the approval to issue up to \$20,000 of fully paid ordinary shares to Russel Bluck in payment for past employment services provided to the Company.

The Chairman intends to vote undirected proxies **IN FAVOUR** of Resolution 7.

## Ordinary Resolution 8, Ordinary Resolution 9 Ordinary Resolution 10 and Ordinary Resolution 11

### Issue of shares to Directors Alice McCleary, Martin Janes, David Paterson and Russel Bluck in lieu of future Directors' fees for the year ended 30 June 2016.

### 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.

The table on page 12 provides details of the Director Fee structure proposed for the year ended 30 June 2016.

The fees shown in the table have not increased from the year ended 30 June 2015 and Resolution 8, 9, 10 and 11 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.

## Ordinary Resolution 8, Resolution 9, Resolution 10 and Ordinary Resolution 11: *continues*

Proposed Director Fee Structure for the year ended 30 June 2016				
	Cash Payment made for the period:	Fully Paid Ordinary Shares in Lieu of Director Fees for the period:		TOTAL
Director	1 Jul 15 to 31 Aug 15	1 Sept 15 to 31 Dec 15	1 Jan 16 to 30 Jun 16	for year ended 30 June 16
Alice McCleary (Non-Executive Chairman)	\$2,500	\$20,000	\$22,500	\$45,000
Martin Janes (Non-Executive Director)	\$2,000	\$14,000	\$16,000	\$32,000
David Paterson * (Executive Director)	\$2,000	\$4,000	\$6,000	\$12,000
Russel Bluck * (Executive Director)	\$2,000	\$4,000	\$6,000	\$12,000
<b>TOTAL</b>	<b>\$8,500</b>	<b>\$42,000</b>	<b>\$50,500</b>	<b>\$101,000</b>

\* Amount relates to director fee payment only and does not include payment for executive role.

In accordance with the table above:

- Alice McCleary, Chairman, has agreed to reduce her cash Directors' fees for the year ending 30 June 2016. The purpose of Resolution 8 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 2016. The purpose of Resolution 9 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
- David Paterson, Executive Director, has agreed to reduce his cash Directors' fees for the year ending 30 June 2016. The purpose of Resolution 10 is to remunerate David Paterson for his services in fully paid shares in the Company up to the equivalent values for the periods shown in the table above; and
- Russel Bluck, Executive Director, has agreed to reduce his cash Directors' fees for the year ended 30 June 2016. The purpose of Resolution 11 is to remunerate Russel Bluck 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 2015, 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 2016.

For illustrative purposes, the total amount of \$92,500, in aggregate, to be paid in shares to the Directors subject of, in aggregate, Resolution 8, Resolution 9, Resolution 10 and Resolution 11, as detailed above, will be paid in shares at a price, which will be calculated as follows:

$$X = \$92,500 / \text{VWAP } 5$$

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 \$0.02 per share.

The table below provides details of the number of Director Shares to be issued based on a VWAP 5 equal to \$0.024 (closing price as at 28 September 2015), \$0.02 and \$0.04:

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
\$0.02 per share	4,625,000 shares	2.52%
\$0.024 per share	3,854,166 shares	2.10%
\$0.04 per share	2,312,500 shares	1.26%

The number of shares to be issued, in aggregate, will not exceed a maximum of 4,625,000 shares.

### Reasons for seeking Shareholder Approval

The Company seeks approval of Resolution 8 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 \$42,500 in two tranches as detailed above, in respect of her services as Chairman for the year ending 30 June 2016.

The Company seeks approval of Resolution 9 to enable the Company to issue fully paid shares at the Company's, or Martin Janes' election, up to the value of \$30,000 in two tranches as detailed above, in respect of his services as Non-Executive Director for the year ending 30 June 2016.

The Company seeks approval of Resolution 10 to enable the Company to issue fully paid shares at the Company's, or David Paterson's election, up to the value of \$10,000 in two tranches as detailed above, in respect of his services as Executive Director for the year ending 30 June 2016.

The Company seeks approval of Resolution 11 to enable the Company to issue fully paid shares at the Company's, or Russel Bluck's election, up to the value of \$10,000 in two tranches as detailed above, in respect of his services as Executive Director for the year ending 30 June 2016.

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.

## Ordinary Resolution 8, Resolution 9, Resolution 10 and Ordinary Resolution 11: *continue*

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 2015 and 30 June 2016 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 8, Resolution 9, Resolution 10 or Resolution 11, the Company, subject to future board approval, will pay the amounts in cash.

### Ordinary Resolution 8:

#### Issue of shares to Director Alice McCleary in lieu of future Directors' fees for the year ended 30 June 2016.

Details of Alice McCleary's qualifications, skills and experience are as follows:

Alice McCleary  
DUniv BEc FCA FTIA FAICD  
*Director since May 2006*

Alice is Chairman of the Board, and is also a member of UraniumSA's Audit & Risk Committee.

Alice is a Chartered Accountant. She is a director of Archer Exploration Ltd (ASX listed), Forestry Corporation of South Australia and Adelaide Community Healthcare Alliance Inc (ACHA). Alice is a former director of Benefund Ltd. She is a member of the South Australian Government's Minerals and Energy Advisory Council. 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 provides that the following information must be provided to shareholders:

Number to be Issued:	The maximum number of securities that may be issued to Alice McCleary is \$42,500 of fully paid ordinary shares, but will not exceed a maximum of 2,125,000 shares.
Issue Price:	Up to \$20,000 in ordinary shares will be issued to Alice McCleary at the VWAP price for the 5 trading days before 31 December 2015 and up to \$22,500 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2016, but not at a price less than \$0.02 per share.
Terms of Issue:	The shares issued will be fully paid ordinary shares in the Company. The shares will be issued as compensation for directors fees not being paid in accordance with the existing employment terms. Each share issued pursuant to this resolution will rank <i>pari passu</i> with all existing ordinary fully paid shares of the Company.
Issue Date:	The fully paid ordinary shares will be issued on or before 31 January 2016 and 31 July 2016 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 2016 and 30 June 2016 respectively.
Voting Exclusion:	A voting exclusion statement has been included in this notice of meeting.
Use of Funds:	No funds will be raised

### Board Recommendation

The Directors (other than Alice McCleary, who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 8 for the approval to issue shares to Alice McCleary in payment for accrued directors fees for the year ending 30 June 2016.

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

### Ordinary Resolution 9:

#### Issue of shares to Director Martin Janes in lieu of future Directors' fees for the year ended 30 June 2016.

Details of Martin's qualifications, skills and experience are as follows:

Martin Janes  
BEc GAICD  
*Director since May 2006*

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. 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.

ASX Listing Rule 10.13 provides that the following information must be provided to shareholders:

Number to be Issued:	The maximum number of securities that may be issued to Martin Janes is \$30,000 of fully paid ordinary shares, but will not exceed a maximum of 1,500,000 shares.
Issue Price:	Up to \$14,000 in ordinary shares will be issued to Martin Janes at the VWAP price for the 5 trading days before 31 December 2015 and up to \$16,000 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2016, but not at a price less than \$0.02 per share.
Terms of Issue:	The shares issued will be fully paid ordinary shares in the Company. The shares will be issued as compensation for directors fees not being paid in accordance with the existing employment terms. Each share issued pursuant to this resolution will rank <i>pari passu</i> with all existing ordinary fully paid shares of the Company.
Issue Date:	The fully paid ordinary shares will be issued on or before 31 January 2016 and 31 July 2016 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 2016 and 30 June 2016 respectively.
Voting Exclusion:	A voting exclusion statement has been included in this notice of meeting.
Use of Funds:	No funds will be raised



## Ordinary Resolution 9: *continues*

### Board Recommendation

The Directors (other than Martin Janes, who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 9 for the approval to issue shares to Martin Janes in payment for accrued directors fees for the year ending 30 June 2016.

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

### Ordinary Resolution 10:

#### Issue of shares to Director David Paterson in lieu of future Directors' fees for the year ended 30 June 2016.

See Explanatory Memorandum at Resolution 3 for details of David's qualifications, skills and experience.

ASX Listing Rule 10.13 provides that the following information must be provided to shareholders:

Number to be Issued:	The maximum number of securities that may be issued to David Paterson is \$10,000 of fully paid ordinary shares, but will not exceed a maximum of 500,000 shares.
Issue Price:	Up to \$4,000 in ordinary shares will be issued to David Paterson at the VWAP price for the 5 trading days before 31 December 2015 and up to \$6,000 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2016, but not at a price less than \$0.02 per share.
Terms of Issue:	The shares issued will be fully paid ordinary shares in the Company. The shares will be issued as compensation for directors fees not being paid in accordance with the existing employment terms. Each share issued pursuant to this resolution will rank pari passu with all existing ordinary fully paid shares of the Company.
Issue Date:	The fully paid ordinary shares will be issued on or before 31 January 2016 and 31 July 2016 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 2016 and 30 June 2016 respectively.
Voting Exclusion:	A voting exclusion statement has been included in this notice of meeting.
Use of Funds:	No funds will be raised

### Board Recommendation

The Directors (other than David Paterson, who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 10 for the approval to issue shares to David Paterson in payment for accrued directors fees for the year ending 30 June 2016.

The Chairman intends to vote undirected proxies **IN FAVOUR** of Resolution 10.

### Ordinary Resolution 11:

#### Issue of shares to Director Russel Bluck in lieu of future Directors' fees for the year ended 30 June 2016.

See Explanatory Memorandum at Resolution 2 for details of Russel's qualifications, skills and experience.

ASX Listing Rule 10.13 provides that the following information must be provided to shareholders:

Number to be Issued:	The maximum number of securities that may be issued to Russel Bluck is \$10,000 of fully paid ordinary shares, but will not exceed a maximum of 500,000 shares.
Issue Price:	Up to \$4,000 in ordinary shares will be issued to Russel Bluck at the VWAP price for the 5 trading days before 31 December 2015 and up to \$6,000 in ordinary shares at the VWAP price for the 5 trading days before 30 June 2016, but not at a price less than \$0.02 per share.
Terms of Issue:	The shares issued will be fully paid ordinary shares in the Company. The shares will be issued as compensation for directors fees not being paid in accordance with the existing employment terms. Each share issued pursuant to this resolution will rank pari passu with all existing ordinary fully paid shares of the Company.
Issue Date:	The fully paid ordinary shares will be issued on or before 31 January 2016 and 31 July 2016 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 2016 and 30 June 2016 respectively.
Voting Exclusion:	A voting exclusion statement has been included in this notice of meeting.
Use of Funds:	No funds will be raised

### Board Recommendation

The Directors (other than Russel Bluck, who is not entitled to make, and does not make, a recommendation) recommend that Shareholders vote **IN FAVOUR** of Resolution 11 for the approval to issue shares to Russel Bluck in payment for accrued directors fees for the year ending 30 June 2016.

The Chairman intends to vote undirected proxies **IN FAVOUR** of Resolution 11.

**Definitions***In the Explanatory Memorandum and Notice of Annual General Meeting:*

<b>UraniumSA or the Company</b>	means UraniumSA Limited (ABN 48 119 978 013).
<b>ASX</b>	means ASX Limited (ABN 98 008 624 691)
<b>Board</b>	means the board of directors of UraniumSA.
<b>Closely Related Party</b>	has the same meaning as in the <i>Corporations Act</i> .
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Corporations Regulations</b>	means the <i>Corporations Regulations 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	has the same meaning as in the Listing Rules.
<b>Excluded Person</b>	means a member of the Key Management Personnel or a Closely Related Party.
<b>Key Management Personnel</b>	means a member of the key management personnel as disclosed in the Remuneration Report.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	means the Annual General Meeting of Shareholders to be held at: Level 1, 67 Greenhill Road, Wayville, South Australia 5000, on Thursday, 19 November 2015 at 10.00 am (Adelaide time).
<b>Member or Shareholder</b>	means each person registered as the holder of a Share.
<b>Notice</b>	means this Notice of Annual General Meeting.
<b>Option</b>	means an option to acquire a share.
<b>Ordinary Resolution</b>	means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.
<b>Resolution</b>	means a resolution referred to in this Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>VWAP</b>	means the volume weighted average market price

**Uranium**SA

## Lodge your vote:



### 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

For your vote to be effective it must be received by 10:00am (Adelaide time) on Tuesday 17 November 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

**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.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**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, 67 Greenhill Road, Wayville 5034, South Australia on Thursday 19 November 2015 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, 6, 7, 8, 9, 10 and 11** (except where I/we have indicated a different voting intention below) even though **Items 1, 6, 7, 8, 9, 10 and 11** 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, 6, 7, 8, 9, 10 and 11** 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	Re-Election of Russel Bluck as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-Election of David Paterson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Special Business:

4	Approval of 10% Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of prior Issue of 750,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Issue of Shares to David Paterson in Lieu of unpaid fees owing as at 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Issue of Shares to Russel Bluck in Lieu of unpaid fees owing as at 30 June 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

		For	Against	Abstain
8	Issue of Shares to Director Alice McCleary in Lieu of future Directors' fees for the year ending 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Issue of Shares to Director Martin Janes in Lieu of future Directors' fees for the year ending 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Issue of Shares to Director David Paterson in Lieu of future Directors' fees for the year ending 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Issue of Shares to Director Russel Bluck in Lieu of future Directors' fees for the year ending 30 June 2016	<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

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