

**ANNUAL GENERAL MEETING
– ASX WAIVER**

24 October 2016

**UraniumSA Limited
("UraniumSA")**

ASX Code: USA

ABN 48 119 978 013
Ground Floor
28 Greenhill Road
Wayville SA 5034
Phone +61 8 8132 0577
Fax +61 8 8132 0766
www.uraniumsa.com.au
executive@uraniumsa.com.au

BOARD OF DIRECTORS

Alice McCleary	Chairman
Martin Janes	Director
David Paterson	Director & Acting CEO

Russel Bluck
Geoscience Manager

**PROJECTS
South Australia**

Whymlet	ELA 2015/00126
Lock	ELA 2015/00114
Sheoak Hill	ELA 2015/00113
Muckanippie	EL 5858

ISSUED CAPITAL

24 Oct 2016
Shares on Issue: 265,456,250
Quoted shares: 265,456,250
Unlisted Options: Nil

INVESTOR INQUIRIES

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

UraniumSA Limited (ASX: USA) refers to its Notice of Annual General Meeting lodged with the ASX on 21 October 2016 (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 Resolutions 4, 5, 6, 7, 8, 9, and 10 of the Notice seeking shareholder approval for the issue of shares to directors in lieu of payments of cash.

Resolutions 4, 5, 6 and 7, are seeking shareholder approval to issue shares to directors in lieu of cash for unpaid director fees owed for the **2016** financial year, 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.

Resolutions 8, 9 and 10 are seeking shareholder approval for payment of **2017** financial year 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. Resolutions 8, 9 and 10 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 24th October 2016

1. Subject to resolution 2 and based solely on the information provided, ASX Limited (“ASX”) grants UraniumSA Limited (the “Company”) the following:
 - 1.1. A waiver from listing rule 10.13.3 and 10.13.5 to the extent necessary to permit the notice of annual meeting (the “Notice”) seeking shareholder approval for the issue of up to a maximum of 6,428,571 shares to Ms Alice McCleary, a maximum of 4,571,429 shares to Mr Martin Janes, and a maximum of 1,714,286 shares to Mr David Paterson (“Resolution 8-10 Shares”), to not include an issue price, subject to the Notice stating that the issue price of the Resolution 8-10 Shares will be calculated by dividing the directors’ fees payable (\$89,000) with the VWAP of the Company’s shares calculated over 5 ASX trading days immediately prior to the issue date and to state that the shares will be issued later than one month after the date of the shareholders’ meeting, subject to the following conditions:
 - 1.1.1. The Company issues up to \$22,500 worth of shares to Alice McCleary by 31 January 2017 and up to \$22,500 worth of shares by 31 July 2017.
 - 1.1.2. The Company issues up to \$16,000 worth of shares to Martin Janes by 31 January 2017 and up to \$16,000 worth of shares by 31 July 2017.
 - 1.1.3. The Company issues up to \$6,000 worth of shares to David Paterson by 31 January 2017 and up to \$6,000 worth of shares by 31 July 2017.
2. A waiver from listing rule 10.13.5 to allow the Company’s Notice seeking shareholder approval for the issue of up to a maximum of 7,214,286 shares to Alice McCleary, Martin Janes, David Paterson, and Russel Bluck (“Resolution 4-7 Shares”), to not include an issue price, subject that the Notice stating that the issue price of the Resolution 4-7 Shares will be calculated by dividing the directors’ fees payable (\$50,500) with the VWAP of the Company’s shares calculated over 5 ASX trading days immediately prior to the issue date, and in any event no later than one month after the AGM.
3. Resolution 1 is subject to the Company releasing the terms of the waivers to the market immediately.
4. ASX has considered listing rules 10.13.3 and 10.13.5 only and makes no statement as to the Company’s compliance with other listing rules.