



## **URANIUM EQUITIES LIMITED**

**ACN 009 799 553**

### **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

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**Time: 2.30 pm (WST)**

**Date: Thursday 28 November 2013**

**Place: K&L Gates**

**Level 32, St Martins Tower**

**44 St Georges Terrace**

**Perth, Western Australia**

This Notice of Meeting and the accompanying Explanatory Memorandum should be read in its entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

The Annual General Meeting of the Shareholders of Uranium Equities Limited ("**Uranium Equities**" or the "**Company**") to which this Notice of Meeting relates will be held at 2.30 pm (WST) on Thursday 28 November 2013 at:

K&L Gates  
Level 32, St Martins Tower  
44 St Georges Terrace  
Perth, Western Australia

### YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

### VOTING BY PROXY

All Shareholders who are entitled to attend and vote at the meeting have the right to appoint a proxy to attend and vote for them. The proxy does not have to be a Shareholder. Shareholders holding two or more Shares can appoint either one or two proxies. If two proxies are appointed, the appointing Shareholder can specify what proportion of their votes they want each proxy to exercise.

To vote by proxy, please complete and sign the proxy form enclosed and either send it:

- (a) by post to Uranium Equities Limited, Level 5, 29 King William Street, Adelaide, SA 5000; or
- (b) by facsimile to the Company on (+61 8) 8110 0777,

so that it is received no later than **5.00 pm (ACDT) on 26 November 2013**, being not less than 48 hours prior to the commencement of the meeting. Proxy forms received later than this time will be invalid. Where the proxy form is executed under power of attorney, the power of attorney must be lodged in the same way as the proxy form.

### BODIES CORPORATE – CORPORATE REPRESENTATION

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the meeting of Shareholders. The appointment may be a standing one. An Appointment of Corporate Representative is enclosed with this Notice.

### VOTING ENTITLEMENTS

The Board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are the registered holders of the Company's shares at 6.30pm (ACDT) on 26 November 2013.

### ENQUIRIES

The Company welcomes enquiries in respect of matters covered in this Notice of Meeting and Explanatory Memorandum and the attendance of Shareholders at the Annual General Meeting. Should you require further information please contact:

The Company Secretary  
Rolf Heinrich  
Phone: (+61 8) 8110 0700  
Fax: (+61 8) 8110 0777  
Email: rolf.heinrich@uel.com.au

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# NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS GIVEN** that the Annual General Meeting (**Meeting**) of Uranium Equities Limited (the **Company**) will be held at K&L Gates, Level 32, St Martins Tower, 44 St Georges Terrace, Perth, Western Australia on Thursday 28 November 2013 at 2.30 pm (WST).

## AGENDA

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### FINANCIAL STATEMENT AND REPORTS

To receive, consider and discuss the Company's Financial Report and the reports of the Directors and auditor for the year ended 30 June 2013.

### RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

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

*"To adopt the Remuneration Report for the financial year ended 30 June 2013."*

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

The Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) a member of the key management personnel as disclosed in the Remuneration Report (**Key Management Personnel**); and
- (b) a closely related party (such as close family members and any controlled companies) of those persons,

unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

**The Chairman of the meeting intends to vote all available proxies (directed and undirected) in favour of Resolution 1.**

### RESOLUTION 2 – RE-ELECTION OF MR ANTHONY KIERNAN AS A DIRECTOR OF THE COMPANY

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

*"To elect as a Director of the Company, Anthony Kiernan, who retires by rotation in accordance with the Listing Rule 14.4 and clause 75 of the Company's Constitution and, being eligible, offers himself for re-election."*

### RESOLUTION 3 – SHARE ISSUE TO DIRECTORS IN LIEU OF ACCRUED AND OUTSTANDING DIRECTORS' FEES

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

*“That for the purposes of ASX Listing Rule 10.11, Shareholders approve the issue of the following shares at an price of 1.980 cents per share to the named Directors and former Director of the Company in full satisfaction of the sums stated being accrued and outstanding directors' fees as at 30 June 2013:*

	<b>Amount Outstanding</b>	<b>Shares to be Issued</b>
<b>Directors</b>		
Anthony Kiernan	\$37,461.77	1,892,008
Tim Goyder	\$32,110.09	1,621,721
<b>Former Director</b>		
Tom Pool	\$35,000.00	1,767,676
<b>Total</b>	<b>\$104,571.87</b>	<b>5,281,405</b>

#### **Voting Exclusion Statement**

The Company will disregard votes cast on Resolution 3 by any of the above named Directors and former Director (or their nominees) and any of their associates (or nominees of their associates).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the chairperson of 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.

In addition, the Company will disregard votes cast by a member of the Key Management Personnel (or any of their closely related parties) as proxy, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman of the Meeting and has been expressly authorised to vote on behalf of someone entitled to vote on this resolution, even though it is connected with the remuneration of Key Management Personnel.

**The Chairman of the meeting intends to vote all available proxies (directed and undirected) in favour of Resolution 3.**

By order of the Board



Rolf Heinrich  
Company Secretary  
14 October 2013

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# EXPLANATORY MEMORANDUM

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## INTRODUCTION

This Explanatory Memorandum has been prepared for the information of Shareholders of Uranium Equities Limited (ACN 009 799 553) ("**Company**") in connection with the business to be transacted at the Annual General Meeting of the Company to be held on 28 November 2013 ("**Meeting**").

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to Shareholders in deciding whether or not to pass these Resolutions. It explains the Resolutions and identifies the Board's reasons for putting them to Shareholders. The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

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## FINANCIAL STATEMENT AND REPORTS

The Corporations Act requires the Company to lay before the Annual General Meeting the Financial report, Directors' report (including the remuneration report) and the Auditor's report for the last financial year that ended before the Annual General Meeting.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

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## RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

Section 298 of the Corporations Act requires the annual Directors' Report to contain a remuneration report prepared in accordance with section 300A of the Corporations Act.

The remuneration report of the Company for the financial year ended 30 June 2013 is set out in the Directors' Report contained in the 2013 Annual Report to Shareholders ("**Remuneration Report**").

The Remuneration Report sets out the Company's remuneration arrangements for the executive and non-executive Directors and key management personnel. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting. However, the vote on this Resolution is only advisory and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form. The Chairman of the meeting intends to vote all available proxies (directed and undirected) in favour of Resolution 1.

The Board unanimously recommends that Shareholders vote in favour of this resolution.

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## RESOLUTION 2 - RE-ELECTION OF MR ANTHONY KIERNAN AS A DIRECTOR OF THE COMPANY

Mr Anthony Kiernan was first elected as a Director of the Company on 3 June 2003 and is required to retire by rotation in accordance with Listing Rule 14.4 and clause 75 of the Company's Constitution. Mr Kiernan, being eligible, has offered himself for re-election as a Director of the Company.

Details regarding Mr Kiernan are set out in the 2013 Annual Report.

The Board (other than Mr Kiernan) unanimously recommends that Shareholders vote in favour of this resolution.

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**RESOLUTION 3 - SHARE ISSUE TO DIRECTORS IN LIEU OF ACCRUED AND OUTSTANDING DIRECTORS' FEES**

Commencing on 1 December 2012 and to preserve cash within the Company, each non-executive Director agreed to accrue their respective directors' fees until further notice.

As announced on 27 September 2013, each non-executive Director has agreed with the Company, that subject to Shareholder approval, they will take Shares in full satisfaction of their respective outstanding fees as at 30 June 2013 with the intention of preserving cash within the Company.

Resolution 3 seeks shareholder approval to issue Shares to the named Directors and former Director of the Company in full satisfaction of accrued and outstanding directors' fees as at 30 June 2013, as follows:

	<b>Amount Outstanding</b>	<b>Shares to be Issued</b>
<b>Directors</b>		
<i>Anthony Kiernan</i>	\$37,461.77	1,892,008
<i>Tim Goyder</i>	\$32,110.09	1,621,721
<b>Former Director</b>		
<i>Tom Pool *</i>	\$35,000.00	1,767,676
<b>Total</b>	<b>\$104,571.87</b>	<b>5,281,405</b>

\* Mr Pool resigned as a Director on 1 October 2013. Under the Listing Rules and section 228 of the Corporations Act, Mr Pool remains a related party for a period of 6 months from this date.

The price of 1.980 cents per share was calculated by taking the volume weighted average share price for Uranium Equities Limited ordinary shares for the 30 days up to and including 26 September 2013.

The issue of shares to Directors and related parties requires shareholder approval which is now sought from Shareholders pursuant to ASX Listing Rule 10.11.

For the purposes of the information to be provided to Shareholders in which approval is sought in these circumstances, the Company advises:

- (i) the Director to whom the Shares are to be issued and the maximum number of Shares to be issued to that Director are set out in the body of Resolution 3;
- (ii) the share issue price was arrived at by calculating a volume weighted average price for Uranium Equities Limited ordinary shares as trading on ASX for the 30 days up to and including 26 September 2013. That volume weighted average price was 1.980 cents per share;
- (iii) the number of Shares to be issued to the respective Directors was calculated by dividing 1.980 cents into the amounts then owing, with those number of Shares being set out in the body of Resolution 3;
- (iv) the Shares will be issued as soon as possible after the meeting and in any event no later than 1 month thereafter;
- (v) the Shares when issued will rank equally in all respects with the then Shares on issue in the Company. Application was made to ASX to list the same on 27 September 2013; and
- (vi) no funds as such were raised by the issue; however, the issue of the Shares saved the Company \$104,571.87 in cash payments.

If approval is given under ASX Listing Rule 10.11, approval is not required under Listing Rule 7.1 which prohibits a company from issuing more than 15% of its share capital in a 12 month period. If Shareholders pass this Resolution 3, the issue shall not count towards the 15% maximum without Shareholder approval.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 3 by marking either "For", "Against" or "Abstain" on the Proxy Form. The Chairman of the meeting intends to vote all available proxies (directed and undirected) in favour of Resolution 3.

Mr Jones recommends that Shareholders vote in favour of this resolution.

## GLOSSARY

<b>ACDT:</b>	Australian Central Daylight Savings Time
<b>Annual General Meeting or Meeting:</b>	means the meeting of Shareholders called by the notice of meeting of which this Explanatory Memorandum forms part.
<b>ASX:</b>	means ASX Limited (ACN 008 624 691).
<b>Board:</b>	means the board of the Directors of the Company.
<b>Constitution:</b>	means the constitution of the Company.
<b>Company:</b>	means Uranium Equities Limited (ACN 009 799 553).
<b>Corporations Act:</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors:</b>	means the directors of the Company.
<b>Explanatory Memorandum:</b>	means this explanatory memorandum.
<b>Key Management Personnel:</b>	Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly.
<b>Listing Rules:</b>	means the listing rules of the ASX.
<b>Notice of Meeting or Notice:</b>	means the notice of meeting of which this Explanatory Memorandum forms part.
<b>Resolution:</b>	means a resolution to be considered by the Shareholders at the Annual General Meeting.
<b>Share:</b>	means an ordinary share in the capital of the Company.
<b>Shareholder:</b>	means a registered member of the Company.
<b>WST:</b>	means Western Standard Time.



**URANIUM EQUITIES LIMITED**  
**ACN 009 799 553**

**Instructions for Completing 'Appointment of Proxy' Form**

1. A Shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a Shareholder of the Company.

3. **Signing Instructions**

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders should sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice of Annual General Meeting or may be obtained from the Company's share registry.

4. Completion of a proxy form will not prevent individual Shareholders from attending the meeting in person if they wish. Where a Shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the meeting.
5. Please complete and sign the proxy form enclosed and either:
  - (a) send the proxy form by post to Uranium Equities Limited, Level 5, 29 King William Street, Adelaide, SA, 5000; or
  - (b) send the proxy form by facsimile to the Company on facsimile number (+61 8) 8110 0777,

so that it is received no later than **5.00 pm (ACDT) on 26 November 2013**, being not less than 48 hours prior to the commencement of the meeting. **Proxy forms received later than this time will be invalid.**

**Appointment of Corporate Representative**

**Section 250D of the Corporations Act 2001 (Cwlth)**

This is to certify that by a resolution of the directors of:

.....  
**(Company)**, *(Insert name of company)*

the Company has appointed:

.....  
*(Insert name of corporate representative)*

in accordance with the provisions of section 250D of the Corporations Act 2001 (Cwlth), to act as the body corporate representative of that company at the meeting of the members of Uranium Equities Limited to be held at 2.30pm (WST) on 28 November 2013 and at any adjournments of that meeting.

**DATED** 2013

**Executed by** the Company )  
 )  
in accordance with its constituent documents

.....  
Signed by authorised representative

.....  
Signed by authorised representative

.....  
Name of authorised representative (print)

.....  
Name of authorised representative (print)

.....  
Position of authorised representative (print)

.....  
Position of authorised representative (print)

**INSTRUCTIONS FOR COMPLETION**

Under Australian law, an appointment of a body corporate representative will only be valid if the Certificate of Appointment is completed precisely and accurately.

Please follow the following instructions to complete the Certificate of Appointment:

- 1. Execute the Certificate following the procedure required by your company’s constitution or other constituent documents.
- 2. Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
- 3. Insert the date of execution where indicated.
- 4. Send or deliver the Certificate to Uranium Equities Limited registered office or fax the Certificate to the registered office at (+61 8) 8110 0777.

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