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**2014
NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY MEMORANDUM**

The Annual General Meeting of the Company will be held at the offices of Uranium Equities Limited, Level 2, 1292 Hay Street, West Perth, Western Australia, on 26 November 2014 at 10.00 am (WST)

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TIME AND PLACE OF MEETING AND HOW TO VOTE**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 10.00 am (WST) on Wednesday 26 November 2014 at:

The offices of Uranium Equities Limited, Level 2, 1292 Hay Street, West 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, GPO Box 2890, Perth, WA 6001 or
- (b) by facsimile (within Australia) to (08) 9322 5800 and (outside Australia) +618 9322 5800

so that it is received **no later than 10.00 am (WST) on 24 November 2014**, being not less than 48 hours prior to the commencement of the Meeting. Proxy Forms received later than this time will be invalid. Where a Proxy Form is executed under power of attorney, the power of attorney must be lodged in the same way as the Proxy Form.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (c) if the proxy is the chairman of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the chairman – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (b) the appointed proxy is not the chairman of the meeting;
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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. The appointment may be a standing one. A “Certificate of Appointment of Corporate Representative” may be obtained from Computershare Investor Services Pty Ltd or online at www.investorcentre.com under the information tab, “Downloadable forms”.

VOTING ENTITLEMENTS

The board has determined that, for the purpose of voting at the meeting, Shareholders are those persons who are registered holders of the Company’s shares at 4.00 pm (WST) on 24 November 2014.

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
Kym Verheyen
Phone: (+61 8) 9322 3990
Fax: (+61 8) 9322 5800
Email: kym.verheyen@uel.com.au

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of the Shareholders of Uranium Equities Limited (**Uranium Equities** or **the Company**) will be held at the offices of Uranium Equities Limited, Level 2, 1292 Hay Street, West Perth, Western Australia on Wednesday 26 November 2014 at 10.00 am (WST).

AGENDA**ORDINARY BUSINESS****FINANCIAL REPORT**

To receive and consider the Company's Financial Report and the reports of the directors and auditors for the year ended 30 June 2014.

RESOLUTION 1 – REMUNERATION REPORT

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014”

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

Voting Exclusion Statement

In accordance with section 250R of the Corporations Act votes must not be cast and the Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- b) a Closely Related Party 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 or by the Chairman as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even if Resolution 1 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF MR BRYN JONES AS A DIRECTOR

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

“To re-elect as a Director of the Company, Mr Bryn Jones who retires by rotation in accordance with rule 75.1 of the Company's Constitution and the ASX Listing Rules and, being eligible, offers himself for re-election.”

RESOLUTION 3 – ELECTION OF MR RICHARD HACKER AS A DIRECTOR

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

“That Mr Richard Hacker, having been appointed as a Director on 28 November 2013, is elected as a Director in accordance with rule 71.2 of the Company's constitution and the ASX Listing Rules.”

RESOLUTION 4 – SHARE ISSUE TO MR TIMOTHY GOYDER IN LIEU OF ACCRUED AND OUTSTANDING CONSULTANT AND 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 9,569,330 Shares at an issue price of 1.184 cents per Share to Mr Timothy Goyder in full satisfaction of the accrued and outstanding Directors' and consultant fees as at 30 September 2014, being \$113,336.”

Voting Statement

The Company will disregard any vote cast on Resolution 4 by Timothy Goyder (or his nominee) and any of their associates.

However the Company need not disregard a vote if:

- a) it is cast by a person as a 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 Chairman 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, a member of the Key Management Personnel (or any of their Closely Related Parties) must not vote as proxy, and the Company will disregard any such votes, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman and has been expressly authorised to vote on behalf of someone entitled to vote on Resolution 4, even though it is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 4.

RESOLUTION 5 – SHARE ISSUE TO MR BRYN JONES 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 527,877 Shares at an issue price of 1.184 cents per Share to Mr Bryn Jones in full satisfaction of the accrued and outstanding Directors' fees as at 30 September 2014, being \$6,252."

Voting Statement

The Company will disregard any vote cast on Resolution 5 by Bryn Jones (or his nominee) and any of their associates.

However the Company need not disregard a vote if:

- a) it is cast by a person as a 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 Chairman 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, a member of the Key Management Personnel (or any of their Closely Related Parties) must not vote as proxy, and the Company will disregard any such votes, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman and has been expressly authorised to vote on behalf of someone entitled to vote on Resolution 5, even though it is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 5.

RESOLUTION 6 – SHARE ISSUE TO MR RICHARD HACKER 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 879,795 Shares at an issue price of 1.184 cents per Share to Mr Richard Hacker in full satisfaction of the accrued and outstanding Directors' fees as at 30 September 2014, being \$10,420."

Voting Statement

The Company will disregard any vote cast on Resolution 6 by Richard Hacker (or his nominee) and any of his associates.

However the Company need not disregard a vote if:

- a) it is cast by a person as a 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 Chairman 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, a member of the Key Management Personnel (or any of their Closely Related Parties) must not vote as proxy, and the Company will disregard any such votes, where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chairman and has been expressly authorised to vote on behalf of someone entitled to vote on Resolution 6, even though it is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 6.

RESOLUTION 7 – RATIFICATION OF SHARE ISSUE - PLACEMENT

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

“That, for the purpose of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 45,000,000 Shares at 1 cent per share on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard any vote cast on Resolution 7 by any person or any of their respective associates that participated in the placement.

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.

The Chairman intends to vote all available proxies in favour of Resolution 7.

RESOLUTION 8 – RENEWED APPROVAL OF THE EMPLOYEE AND CONSULTANT SHARE OPTION PLAN

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

*“That for the purposes of ASX Listing Rule 7.2, exception 9(b) and for all other purposes, Shareholders approve the Company’s existing Employee and Consultant Share Option Plan (**Plan**), the terms and conditions of which are summarised in the Explanatory Statement, and the grant of Options under the Plan and the issue of Shares upon the vesting of such Options as required.”*

Voting Exclusion Statement

The Company will disregard any vote cast on Resolution 8 by any Director (except one who is ineligible to participate in any employee incentive scheme of the Company) or any of 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, members of Key Management Personnel and their closely related parties may not vote (and the Company will disregard any such votes) as a proxy on Resolution 8 if the appointment does not specify how the proxy is to vote, unless the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if Resolution 8 is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 8.

RESOLUTION 9 – REMOVAL OF AUDITOR

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

“That, pursuant to and in accordance with section 329(1) of the Corporations Act and for all other purposes, approval is given for the removal of KPMG as the current auditor of the Company effective from the date of the Meeting”.

RESOLUTION 10 – APPOINTMENT OF AUDITOR

Resolution 10 is conditional on Resolution 9 being approved.

To consider and, if thought fit, to pass as a special resolution:

“That, subject to Resolution 9 being passed, pursuant to and in accordance with section 327D of the Corporations Act and for all other purposes, HLB Mann Judd having been nominated and consented in writing to act in the capacity of auditor of the Company, be appointed as auditor of the Company effective from the date of the Meeting.”

RESOLUTION 11 – SECTION 195 APPROVAL

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

“That, for the purpose of section 195(4) of the Corporations Act and for all other purposes, Shareholders approve and authorise the Directors to complete the transactions as contemplated in this Notice.”



KYM VERHEYEN
Company Secretary
16 October 2014

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Uranium Equities Limited (ACN 009 799 553) (**Uranium Equities** or **the Company**) in connection with the business to be transacted at the Annual General Meeting of the Company to be held on 26 November 2014.

At the Annual General Meeting, Shareholders will be asked to consider the following Resolutions:

- (a) the adoption of the Remuneration Report;
- (b) the re-election of Mr Bryn Jones as a Director;
- (c) the election of Mr Richard Hacker as a Director;
- (d) the issue of Shares to Mr Timothy Goyder, Mr Bryn Jones and Mr Richard Hacker in lieu of the Company paying accrued consultant and/or Directors' fees;
- (e) the ratification of a share placement;
- (f) the renewed approval of the Employee and Consultant Share Option Plan;
- (g) the removal and appointment of the auditor of the Company; and
- (h) the approval under section 195(4).

The purpose of this Explanatory Memorandum is to provide information that the Directors believe 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.

Terms and abbreviations used in the Notice of Meeting and the Explanatory Memorandum are defined in Schedule 1.

FINANCIAL STATEMENTS AND REPORTS

The Corporations Act at section 317 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.

RESOLUTION 1 – REMUNERATION REPORT

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R(2) of the Corporations Act. The Remuneration Report details the Company's policy on the remuneration of the Company's Key Management Personnel, being its non-executive Directors, executive Directors and senior executives and is set out in the Company's 2014 Annual Report.

In accordance with section 250R(3) of the Corporations Act, the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* which came into effect on 1 July 2011, amended the Corporations Act to provide that Shareholders will have the opportunity to remove the whole Board except any Managing Director if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than a Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the 2013 annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2015 annual general meeting, this may result in the re-election of the Board.

Shareholders will be provided with a reasonable opportunity to ask questions and to make comments on the Remuneration Report at the Annual General Meeting.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- (a) If you appoint a member of the Key Management Personnel (other than the Chairman) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy.

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

- (b) If you appoint the Chairman as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member).

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chairman how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chairman to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- (c) If you appoint any other person as your proxy

You do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

Recommendation

The Board unanimously recommends that Shareholders vote in **favour** of Resolution 1.

RESOLUTION 2 – RE-ELECTION OF BRYN JONES AS A DIRECTOR OF THE COMPANY

Rule 75.1 of the Company's Constitution provides that at each Annual General Meeting one-third of the Directors or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, must retire from office. The Directors to retire are those that have been in office the longest since their last election, in this instance being Mr Bryn Jones.

Mr Jones, being eligible, has offered himself for re-election as a Director of the Company in accordance with rule 75.4 of the Constitution.

Mr Jones is an Industrial Chemist with extensive experience in the uranium industry, particularly in the development of the PhosEnergy Process and operation of In-Situ Recovery (ISR) mines gained during his time at Heathgate Resources, the operator of the Beverley Uranium Mine. Mr Jones has also worked for Worley Parsons on the Olympic Dam Expansion Project and consulted on various ISR operations around the world. Mr Jones is managing director of PhosEnergy Limited. Mr Jones has been the Managing Director (resigned 28 March 2014) and a Director of the Company since 2009 and is a member of the Company's Audit Committee.

The Board (except Mr Jones) unanimously recommends that Shareholders vote in **favour** of Resolution 2.

RESOLUTION 3 – ELECTION OF RICHARD HACKER AS A DIRECTOR OF THE COMPANY

Mr Hacker was appointed as non-executive Director on 28 November 2013 and subsequently Chairman of the Audit Committee. Under the ASX Listing Rules and rule 71.2 of the Company's Constitution, a Director who is newly appointed must stand for election at the next general meeting.

The Company has undertaken appropriate checks before recommending the election of Mr Hacker as a Director and noted no material adverse information as a result of these checks. Mr Hacker has acknowledged to the Company that he has sufficient time to fulfil his responsibilities as a Director.

Mr Hacker has significant professional and corporate experience in the energy and resources sector in Australia and the United Kingdom. Mr Hacker has previously worked in senior finance roles with global energy companies including Woodside Petroleum Limited and Centrica Plc. He is a chartered accountant and chartered secretary and is currently Chief Financial Officer of Chalice Gold Mines Ltd.

Mr Hacker's wide ranging financial skills complements the existing Board's skill set and the Board considers that Mr Hacker will, if elected, qualify as an independent director.

The Board (except Mr Hacker) unanimously recommends that Shareholders vote in **favour** of Resolution 3.

RESOLUTIONS 4, 5 AND 6 – SHARE ISSUES TO MR TIMOTHY GOYDER, MR BRYN JONES AND MR RICHARD HACKER IN LIEU OF ACCRUED AND OUTSTANDING CONSULTANT AND/OR DIRECTORS' FEES

During the last financial year, with the aim to preserve cash within the Company, each of Mr Goyder, Mr Jones and Mr Hacker (**Related Parties**) agreed to accrue their respective consultant and/or Directors' fees from 1 July 2013 up until 30 September 2014.

Each Related Party has now agreed with the Company that, subject to Shareholder approval, and again with the intention of preserving cash within the Company, they will accept Shares in lieu of their respective accrued Directors' and or consultant fees.

Resolutions 4, 5 and 6 seek Shareholder approval to issue the Related Parties the following number of Shares, each at a deemed issue price of 1.184 cents per Share:

Director	Fees Outstanding (\$)	Shares to be Issued
Timothy Goyder	113,335.92	9,569,330
Bryn Jones	6,252.00	527,877
Richard Hacker	10,420.00	879,795
Total	130,007.92	10,977,002

The deemed issued price of 1.184 cents per Share was calculated by taking the volume weighted average share price for the Company for the 30 days up to and including 10 October 2014.

Part 2E of the Corporations Act

Part 2E.1 of the Corporations Act prohibits the Company from giving a financial benefit to a related party (such as a Director) unless either:

- (a) the giving of the financial benefit falls within one of the exceptions in section 210 to 217 of the Corporations Act; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

Section 210 of the Corporations Act provides an exception for a financial benefit to a related party that would be reasonable in the circumstances if the Company and the related party were dealing on arm's length terms. Section 211 of the Corporations Act provides an exception for a financial benefit that is remuneration to an officer of the Company where the remuneration is reasonable given the circumstances of the Company and the officer (including the responsibilities involved in such office).

The Directors consider that the issue of Shares in lieu of consultant and/or Directors' accrued fees is both on arm's length terms and reasonable remuneration in the circumstances given the issue is in essence a conversion of the Directors' existing cash entitlements to Shares on the basis of the market price of Shares, and does not involve any additional remuneration to the Directors. The Directors therefore consider that Shareholder approval is not required under Part 2E.1 of the Corporations Act.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company cannot issue equity securities to a related party (including its directors) unless shareholder approval is obtained or the issue falls within one of the exceptions in ASX Listing Rule 10.12. As none of the exceptions apply to the issue of Shares to Directors under Resolutions 4, 5 or 6, the Company is seeking Shareholder approval for Resolutions 4, 5 and 6 under ASX Listing Rule 10.11.

The Company provides the following information required by ASX Listing Rule 10.13:

- (a) the Related Parties are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Shares to be issued to the Related Parties are as follows:
 - (i) under Resolution 4, the maximum number of Shares to be issued to Timothy Goyder is 9,569,330, and
 - (ii) under Resolution 5, the maximum number of Shares to be issued to Bryn Jones is 527,877; and
 - (iii) under Resolution 6, the maximum number of Shares to be issued to Richard Hacker is 879,795.
- (c) the Shares will be issued under Resolutions 5 and 6 to Messrs Jones and Hacker respectively. They will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue of those Shares will occur on the same date. The Company has applied to ASX for a waiver of ASX Listing Rule 10.13.3 to enable the Company to issue the Shares to Mr Goyder by 27 February 2015, being three months and one day after the date of the Meeting. The Shares will not be issued to Mr Goyder in the event that the waiver is not granted;
- (d) the deemed issued price of 1.184 cents per Share was calculated by taking the volume weighted average share price for the Company for the 30 days up to and including 10 October 2014. The number of Shares to be issued to the respective Related Parties was calculated by dividing the consultant and/or Directors' fees owing to the Related Parties by the issue price of 1.184 cents;
- (e) the Related Party Shares are to be issued in lieu of consultant and/or Directors' fees and accordingly no funds will be raised as a result of the issue; and
- (f) a voting exclusion statement is included for Resolutions 4, 5 and 6 in the Notice of Meeting.

As approval is sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1. If Resolutions 4, 5 and 6 are approved, the Shares issued will not count towards the Company's 15% placement capacity.

If ASX does not grant a waiver from ASX Listing Rule 10.13.3 to allow the Shares to be issued to Mr Goyder on or before 27 February 2015, being the date approximately three months from the date of the Meeting, the Company will withdraw Resolution 4 and the Company will pay Mr Goyder's consultant and Directors' fees in cash or request shareholder approval at a future General Meeting as previously agreed.

Recommendation

Each director recommends that Shareholders vote in favour of those Resolutions that they do not have a personal interest in.

RESOLUTION 7 – RATIFICATION OF SHARE ISSUE – PLACEMENT

ASX Listing Rule 7.1 prohibits a company from issuing equity securities (which includes ordinary shares and options) representing more than 15% of its share capital in any 12 month period without shareholder approval (subject to certain exceptions). ASX Listing Rule 7.4 allows a company to seek subsequent approval to ratify a previous issue of securities made pursuant to ASX Listing Rule 7.1. The effect of such ratification is that the issue is then deemed to have been one to which shareholder approval has been obtained thus not counting towards the 15% referred to in this paragraph.

Resolution 7 seeks ratification of the placement of 45,000,000 Shares issued to sophisticated investors, on 29 July 2014 at 1 cent per Share raising \$450,000 before issue costs (the **Placement Shares**). The funds raised were applied to further exploration of the Company's Alligator Rivers Uranium Field and for general working capital purposes.

Pursuant to ASX Listing Rule 7.5 the following additional information is advised in relation to the Placement Shares:

- (a) 45,000,000 Shares were issued;
- (b) the Shares were issued on 29 July 2014;

- (c) the Shares were issued at an issue price of 1 cent per Share raising \$450,000 before issue costs;
- (d) the Shares ranked equally from the date of issue with all existing Shares in the Company;
- (e) the Shares were issued to sophisticated investors. None of the subscribers are related parties of the Company; and
- (f) the purpose of the issue was to provide funds to advance exploration of the Company's Alligator Rivers Uranium Field, for issue costs and for general working capital purposes.

Recommendation

The Board unanimously recommends that Shareholders vote in **favour** of Resolution 7.

RESOLUTION 8 – RENEWED APPROVAL OF THE EMPLOYEE AND CONSULTANT SHARE OPTION PLAN

Background

Resolution 8 seeks the renewed approval of Shareholders for the Company's Employee & Consultant Share Option Plan (**Plan**) and for the issue of Options (and Shares on their exercise) under the Plan.

ASX Listing Rule 7.1 provides that an entity must not issue or agree to issue more than 15% of its total equity securities without the approval of shareholders, unless one of the exceptions contained in ASX Listing Rule 7.2 applies.

An issue of equity securities under an employee incentive scheme will fall within exception 9 of ASX Listing Rule 7.2 if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

The Company has an established Plan to provide a means to reward its employees, upon whom the responsibility for the successful growth of the Company rests, and to recognise the ability and efforts of those who have contributed to the successes of the Company. In order to allow the Company to issue equity securities under the Plan, Shareholder approval is sought pursuant to ASX Listing Rule 7.2, exception 9.

The Plan was last approved at the meeting of Shareholders dated 22 November 2011.

Any issue of Shares or Options to a Director or related party of the Company under the Plan will require separate Shareholder approval.

Summary of the Plan

The terms and conditions of the Plan are set out below.

Participation

Pursuant to the Plan, the Board may issue invitations to eligible employees (including Directors) or eligible consultants inviting applications for a grant of free Options up to a number specified in the invitation (**Invitation**).

An eligible employee is an employee or a Director of the Company who, in the opinion of the Board, will be substantially responsible for the continued growth and prosperity of the Company. An eligible consultant is a consultant of the Company who, in the opinion of the Board, will provide substantial input to the continued growth and prosperity of the Company.

An application from the eligible employee or eligible consultant for the Options must be received by the Company within the acceptance period, together with any information the Board considers necessary in relation to the applicant's entitlement to lodge an application. The Board has the exclusive power to select participants to receive such Options and to determine the amount of Options that will be issued and any conditions that may attach to the grant.

Limits on entitlements

The Board shall not offer or issue Options to a participant if the total number of Shares the subject of the Options, when aggregated with:

- (a) the number of shares in the same class which would be issued if each outstanding offer or invitation or option to acquire unissued shares in the Company, being an offer or invitation made or option acquired

pursuant to the Plan or under an employee share scheme, were to be accepted or exercised (as the case may be); and

- (b) the number of shares in the same class issued during the previous 5 years pursuant to the Plan or any other employee share scheme, (but disregarding any offer or invitation made, or option acquired or share issued following the making of an offer or invitation, to a person situated at the time of receipt of the offer or invitation outside Australia or by way of excluded offer or invitation within the meaning of the Corporations Act),

would exceed 5% of the total number of issued Shares as at the time of the proposed offer or issue.

Exercise of Options

Options must be exercised in multiples of 10,000, unless the holder exercises all Options able to be exercised at that time.

Each issued Option shall entitle the holder upon exercise to one Share, which will rank equally with all other Shares. Options will be granted free of charge.

Options may only be exercised by notice in writing to the Company delivered to the registered office of the Company. The notice must specify the number of Options being exercised and must be accompanied by:

- (a) the exercise price, that is amount required to exercise the Options; and
- (b) the certificate for those Options for cancellation by the Company.

Within 10 Business days of the notice becoming effective, the Board must issue the number of Shares specified in the notice to the participant, cancel the certificate for the Options being exercised and if applicable, issue a new certificate for any remaining Options covered by the certificate in the accompanying notice.

Non-transferability

Options may not be transferred or assigned.

Quotation

Quotation of the Options and the right to be issued an Option on the ASX will not be sought; however the Company will apply to ASX for official quotation of the Shares issued on the exercise of the Options.

Term and vesting

If the Board so determines, the Options will be issued and exercisable by such date as advised in writing by the Company to the participant and if not exercised by that date will lapse and be forfeited.

Unless determined otherwise by the Board, Options may only be exercised during the period commencing one year from their date of issue and prior to the date specified in the Invitation.

Forfeiture

If in the opinion of the Board, a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the Company, then the Board may deem any unexercised Options of the participant to have lapsed or be forfeited.

A participant shall forfeit his or her unvested entitlement to Options and shall be required to exercise Options that have vested within three (3) months of termination, in the event his/her employment, directorship or consultancy with the Company (as the case may be) is terminated for any reason other than wilful misconduct, gross negligence, death, disability or redundancy prior to the date specified in the Invitation.

In the event that a participant's employment or directorship with the Company terminates due to death, disability or redundancy, any of his/her Options that have vested or vest during this period may be exercised at any time prior to the second anniversary date of such termination or such other period as determined by the Board in its absolute discretion and any Options that have not vested or been exercised by that date shall be forfeited.

Termination of employment, directorship or consultancy for wilful misconduct or gross negligence will result in the participant forfeiting all right to vested and unvested Options.

Trigger Event

If:

- (a) the Company enters into a scheme of arrangement;
- (b) a takeover bid for the Company's Shares is announced; or
- (c) a party (or parties) acquires a sufficient interest in the Company to enable them to replace the Board, where that ability was not already held by that person (or its associate) (**Trigger Event**),

the Directors may determine:

- (d) that the Options (whether vested or not) may be exercised at any time from the date of such determination, and in any number until the date determined by the Directors acting bona fide so as to permit the holder to participate in the Trigger Event, provided that the Directors will forthwith advise in writing each holder of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or
- (e) to use their reasonable endeavours to procure that an offer is made to holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Trigger Event, in which case the Directors shall determine an appropriate period during which the holder may elect to accept the offer and, if the holder has not so elected at the end of that period, the Options shall immediately become exercisable and if not exercised within 10 days, shall lapse.

New issues

There are no participating rights or entitlements inherent in the Options and optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company must ensure that the record date for determining entitlements to any such issue will be at least 10 Business Days after the issue is announced. Optionholders shall be afforded the opportunity to exercise all Options which they are entitled to exercise pursuant to the Plan prior to the date for determining entitlements to participate in such issue.

Bonus issues

If the Company makes an issue of Shares to Shareholders by way of capitalisation of profits or reserves (**Bonus Issue**), each optionholder holding any Options which have not expired at the time of the record date for determining entitlements to the Bonus Issue shall be entitled to have issued to him upon exercise of any of those options the number of Shares which would have been issued under the Bonus Issue (**Bonus Shares**) to a person registered as holding the same number of Shares as that number of Shares to which the optionholder may subscribe pursuant to the exercise of those Options immediately before the record date determining entitlements under the Bonus Issue (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise). The Bonus Shares will be paid by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in relation to the Bonus Issue and upon issue rank pari passu in all respect with the other Shares issued upon the exercise of the Options.

Reconstruction of capital

In the event of any reconstruction (including a consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry of any Options, the number of Options to which each optionholder is entitled or the exercise price of his or her Options or both or any other terms will be reconstructed in a manner determined by the Board which complies with the provisions of the Listing Rules.

Tax liability

Under current taxation laws, any taxation liability in relation to the Options, or the Shares issued on the exercise of the Options will fall on the participants.

Other rights

The issue of Options does not give a participant any right to continue in the employ or services of the Company and the right to dismiss any participant or terminate the services of any non-employee participant is specifically reserved to the Company.

No effect on benefits

Participants agree that the issue of Options under the Plan shall not be considered compensation for the purposes of any other benefit, plan or program of the Company.

A copy of the complete rules of the Plan is available upon request by contacting the Company Secretary, Ms Kym Verheyen on (08) 9322 3990.

Options issued under Plan since last Shareholder Approval

The following Options have been issued under the Plan since it was last approved by Shareholders on 22 November 2011:

Grant Date	Number	Exercise Price	Expiry Date
24-Nov-11	500,000	\$0.247	24-Nov-14
21-Feb-12	300,000	\$0.075	21-Feb-14
Total	800,000		

The Board unanimously recommends that Shareholders vote in favour of this resolution. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 8.

RESOLUTION 9 – REMOVAL OF AUDITOR

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. The notice of intention to remove KPMG is provided to Shareholders with the Notice of Annual General Meeting at Schedule 2.

It should be noted that under section 329 of the Corporations Act, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Resolution 9 is an ordinary resolution seeking the approval of the Shareholders to remove KPMG as the Company's auditor. This Resolution is not conditional on any other resolution also being passed. Accordingly, if this Resolution is passed, the removal of KPMG as the Company's auditor will take effect at the close of the Meeting. If this Resolution is not passed, KPMG will remain the Company's auditor.

In accordance with section 329(2) of the Corporations Act, the Company has sent a copy of the notice of intention to KPMG and ASIC.

The Board recommends that Shareholders vote in favour of Resolution 9.

The Chairman intends to vote undirected proxies in favour of Resolution 9.

Note

KPMG has informed the Company that it has also applied to ASIC requesting its consent to resign from the office of auditor of the Company and that it will provide formal written notification of resignation in accordance with section 329(5) of the Corporations Act once ASIC's consent is received. If ASIC's consent and KPMG's resignation is received before the Meeting, making Resolution 9 unnecessary, Resolution 9 will be withdrawn.

RESOLUTION 10 – APPOINTMENT OF AUDITOR

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed replacement auditor and to each person entitled to receive a notice of meeting.

Where an auditor of a company ceases to hold office before an annual general meeting of the company, the company may by resolution appoint an auditor to fill the vacancy under section 327B(1) of the Corporations Act, provided that a copy of the notice of nomination of the auditor has previously been sent to the proposed new auditor as well as to each person entitled to receive a notice of meeting.

Further, section 328A of the Corporations Act states that a company must not appoint an auditor unless the auditor has first consented to act as auditor and has not withdrawn that consent before the appointment is made.

The Company has received a nomination from one of the Company's members for HLB Mann Judd to be appointed as the new auditor of the Company, and a copy of the nomination has been sent to HLB Mann Judd. A copy of the nomination is also attached to this Notice of Meeting at Schedule 3.

HLB Mann Judd is a registered company auditor, has had previous experience in conducting audits of public listed companies, and is a well-known and respected firm. HLB Mann Judd has given its written consent to act as the Company's auditor pursuant to section 328A(1) of the Corporations Act, subject to this resolution being approved by Shareholders at the Meeting. As at the date of this Notice of Meeting, HLB Mann Judd has not withdrawn that consent.

The purpose of Resolution 10 is to appoint HLB Mann Judd as the Company's auditor, pursuant to either section 327D(2) or section 327B(1) of the Corporations Act. Resolution 10 is conditional on either Resolution 9 also being passed or the Company receiving written notification of resignation as auditor of the Company from KPMG with the consent of ASIC before the date of the Meeting. Accordingly, the proposed appointment of HLB Mann Judd will only occur if KPMG is removed as auditor by Resolution 9 or resigns from office with ASIC's consent.

If this Resolution is passed, the appointment of HLB Mann Judd as the Company's auditor will take effect at the close of the Meeting.

Resolution 10 is a special resolution and as such requires approval of at least 75% of the votes cast by Shareholders present and eligible to vote at the Meeting (by proxy, attorney or otherwise).

The Board recommends that Shareholders vote in favour of Resolution 10.

The Chairman intends to vote undirected proxies in favour of Resolution 10.

RESOLUTION 11 – SECTION 195 APPROVAL

In accordance with section 195 of the Corporations Act, a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a "material personal interest" are being considered.

The Directors may have a material personal interest in the outcomes of Resolutions 4, 5 and 6.

In the absence of this Resolution 11, the Directors may not be able to form a quorum at directors' meetings necessary to carry out the terms of Resolutions 4, 5 and 6.

The Directors accordingly exercise their right under section 195(4) of the Corporations Act to put the issue to Shareholders to resolve.

SCHEDULE 1 – GLOSSARY

The following is a glossary of terms and abbreviations used frequently throughout this Explanatory Memorandum and in the Notice of Meeting and which such meanings shall apply unless the context requires otherwise. Additional terms used only occasionally are defined where used in their first instance in the body of this Explanatory Memorandum.

ASX:	means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as appropriate.
ASX Listing Rules:	means the Listing Rules of ASX.
Board of Directors or Board:	means the board of Directors of the Company.
Business Day:	means a day, other than Saturdays, Sundays or any other public holiday in Perth, Western Australia.
Chairman:	means the chair appointed for the Annual General Meeting.
Closely Related Party:	of a member of the Key Management Personnel means: <ul style="list-style-type: none"> (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the <i>Corporations Regulations 2001</i> (Cth).
Constitution:	means the constitution of the Company.
Corporations Act:	means the <i>Corporations Act 2001</i> (Cth).
Director:	means a director of the Company.
Explanatory Memorandum:	means this explanatory memorandum.
Key Management Personnel:	is as defined in the Remuneration Report.
Uranium Equities or Company:	means Uranium Equities Limited (ACN 009 799 553).
Managing Director:	means the Managing Director of the Company.
Meeting or	
Annual General Meeting:	means the meeting of Shareholders called by the Notice of Meeting.
Notice of Meeting:	means the notice of meeting of which this Explanatory Memorandum forms part.
Option:	means the right to subscribe for a Share.
Plan:	means the Employee & Consultant Share Option Plan of the Company.
Proxy Form:	means the proxy form enclosed with the Notice of Meeting.
Related Parties to the Company:	means Mr Timothy Goyder, Mr Bryn Jones and Mr Richard Hacker.
Remuneration Report:	means the remuneration report of the Company for the financial year ended 30 June 2014 (unless otherwise stated) as set out in the Directors' Report contained in the 2014 Annual Report to Shareholders.
Resolution:	means a resolution to be considered by the Shareholders at the Meeting.
Share:	means a fully paid ordinary share in the capital of the Company.
Shareholder:	means a registered member of the Company.
Schedule:	means a schedule to the Notice of Meeting.
Strike:	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
WST:	means Western Standard Time.

SCHEDULE 2 – NOTICE OF INTENTION TO PROPOSE CHANGE OF AUDITOR

24 September 2014

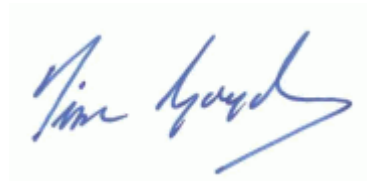
The Company Secretary
Uranium Equities Limited
Level 2
1292 Hay Street
WEST PERTH WA 6005

Dear Company Secretary

CHANGE OF AUDITORS

I Tim Goyder, intend to request the company to consider and, if thought fit, pass the resolution that KPMG be removed as auditor of the company at the next Annual General Meeting to be held.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Tim Goyder', with a stylized flourish at the end.

Tim Goyder
Shareholder

SCHEDULE 3 – NOTICE OF NOMINATION OF HLB MANN JUDD AS AUDITOR

10 October 2014

The Directors
Uranium Equities Limited
Level 2
1292 Hay Street
WEST PERTH WA 6005

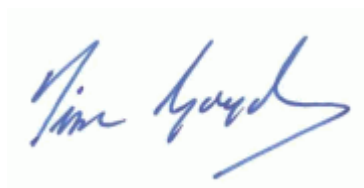
NOMINATION OF HLB MANN JUDD AS COMPANY AUDITOR

Dear Sirs

I Tim Goyder, C/- Level 2, 1292 Hay Street, West Perth, being a member of Uranium Equities Limited, hereby nominate HLB Mann Judd of Level 4, 130 Stirling Street, Perth WA 6000, for appointment as auditor of Uranium Equities Limited at the company's next general meeting or any adjournment thereof, subject to the removal of the current auditor, KPMG.

Please distribute copies of this notice of nomination as required by Section 328B(3) of the Corporations Act.

Yours faithfully

A handwritten signature in blue ink that reads "Tim Goyder". The signature is written in a cursive style with a long, sweeping tail on the letter 'y'.

Tim Goyder
Shareholder

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, GPO Box 2890, Perth, Western Australia, 6001; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (+61 8) 9322 5800,

so that it is received **no later than 10.00 am (WST) on 24 November 2014**, being not less than 48 hours prior to the commencement of the meeting. **Proxy forms received later than this time will be invalid.**



URANIUM EQUITIES LIMITED

Level 2, 1292 Hay Street

West Perth Western Australia 6005

Tel: +618 9322 3990

Fax: +618 9322 5800

Email: info@uel.com.au

Web: www.uel.com.au