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**2015
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 24 November 2015 at 10.30 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 10.30 am (WST) on Tuesday 24 November 2015 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 10.30 am (WST) on 22 November 2015**, 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" is attached.

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 22 November 2015.

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 Tuesday 24 November 2015 at 10.30 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 2015.

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 2015.”

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 TIM GOYDER 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 Tim Goyder who retires by rotation in accordance with rule 75.1 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.”

The Chairman intends to vote all available proxies in favour of Resolution 2.

RESOLUTION 3 – 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 9,801,000 Shares at an issue price of 0.8 cents per Share to Mr Timothy Goyder in full satisfaction of the accrued and outstanding Directors' and consultant fees as at 30 September 2015, being \$78,408.”

Voting Statement

The Company will disregard any vote cast on Resolution 3 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 3, even though it is connected with the remuneration of Key Management Personnel.

The Chairman intends to vote all available proxies in favour of Resolution 3.

RESOLUTION 4 – 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 758,250 Shares at an issue price of 0.8 cents per Share to Mr Bryn Jones in full satisfaction of the accrued and outstanding Directors' fees as at 30 September 2015, being \$6,066."

Voting Statement

The Company will disregard any vote cast on Resolution 4 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 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 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 758,250 Shares at an issue price of 0.8 cents per Share to Mr Richard Hacker in full satisfaction of the accrued and outstanding Directors' fees as at 30 September 2015, being \$6,066."

Voting Statement

The Company will disregard any vote cast on Resolution 5 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 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 – 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 Resolutions 3, 4 and 5."



KYM VERHEYEN
Company Secretary
15 October 2015

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 24 November 2015.

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 Goyder as a Director;
- (c) the issue of Shares to Mr Goyder, Mr Jones and Mr Hacker in lieu of the Company paying accrued consultant and/or Directors' fees;
- (d) the approval pursuant to section 195(4) of the Corporations Act in relation to the issue of Shares to Mr Goyder, Mr Jones and Mr Hacker in lieu of the Company paying accrued Directors' fees.

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 2015 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.

Part 2G.2, Division 9 of the Corporations Act provides Shareholders with the opportunity to remove the whole Board except the 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 2014 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 2016 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. If you do not direct the Chairman how to vote, you will be taken 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 TIM GOYER 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 Tim Goyder.

Mr Goyder has over 30 years' experience in the resource industry. He has been involved in the formation and management of a number of publicly-listed companies and is currently Managing Director of Chalice Gold Mines Limited, Chairman of Liontown Resources Limited and a Director of PhosEnergy Limited.

Mr Goyder was elected as a Director of the Company on 18th March 2002, and is currently Chairman of the Company and a member of the Company's Audit Committee. Mr Goyder is the Company's largest Shareholder with an interest of 27.23%, and as Mr Goyder takes an active role in the management of the Company, the Board is of the view that Mr Goyder is not an independent director in accordance with Box 2.3 of the *Corporate Governance Principles and Recommendation 3rd Edition*. The Board however are of the view that Mr Goyder acts independently in his role as Chairman.

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

Recommendation

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

RESOLUTIONS 3, 4 AND 5 – SHARE ISSUES TO MR TIMOTHY GOYDER, MR BRYN JONES AND MR RICHARD HACKER IN LIEU OF ACCRUED AND OUTSTANDING CONSULTANT AND/OR DIRECTORS' FEES

With the aim to preserve cash within the Company, each of Mr Goyder, Mr Jones and Mr Hacker (**Related Parties**) agreed to accrue part or all of their respective consultant and/or Directors' fees from 1 July 2013 up until 30 September 2015.

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 3, 4 and 5 seek Shareholder approval to issue the Related Parties (or their respective nominees) the following number of Shares, each at a deemed issue price of 0.8 cents per Share:

Director	Fees Outstanding (\$)	Shares to be Issued
Timothy Goyder	78,408	9,801,000
Bryn Jones	6,066	758,250
Richard Hacker	6,066	758,250
Total	90,540	11,317,500

The deemed issued price of 0.8 cents per Share was based on the August 2015 non-renounceable rights issue price.

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.

It is noted that as Messrs Goyder, Jones and Hacker may have a material personal interest in the outcomes of Resolutions 3, 4 and 5, the Directors may not be able to form a quorum at a Directors' meeting to consider these Resolutions. Accordingly, the Directors are seeking Shareholder approval pursuant to section 195(4) of the Corporations Act (Resolution 6).

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 3, 4 or 5, the Company is seeking Shareholder approval for Resolutions 3, 4 and 5 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 3, the maximum number of Shares to be issued to Timothy Goyder is 9,801,000, and
 - (ii) under Resolution 4, the maximum number of Shares to be issued to Bryn Jones is 758,250; and
 - (iii) under Resolution 5, the maximum number of Shares to be issued to Richard Hacker is 758,250.

- (c) the Shares will be issued under Resolutions 3, 4 and 6 to Messrs Goyder, 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;
- (d) the deemed issued price of 0.8 cents per Share was based on the August 2015 non-renounceable rights issue. 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 0.008 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 3, 4 and 5 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 3, 4 and 5 are approved, the Shares issued will not count towards the Company's 15% placement capacity.

Recommendation

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

RESOLUTION 6 – 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.

Messrs Goyder, Jones and Hacker may have a material personal interest in the outcomes of Resolutions 3, 4 and 5.

In the absence of this Resolution 6 the Directors may not be able to form a quorum at directors' meetings necessary to carry out the terms of Resolutions 3, 4 and 5.

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).
Directors:	means the directors of the Company.
Explanatory Memorandum:	means this explanatory memorandum.
Key Management Personnel:	means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including and Director (whether executive or otherwise) of the Company.
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.
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 2015 (unless otherwise stated) as set out in the Directors' Report contained in the 2015 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 Meaning.
Strike:	means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.
WST:	means Western Standard Time.

URANIUM EQUITIES LIMITED
ACN 009 799 553

PROXY FORM

APPOINTMENT OF PROXY

I/We

being a Shareholder of Uranium Equities Limited entitled to attend and vote at the Annual General Meeting hereby appoint

the Chairman of the Meeting OR

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 directors have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Uranium Equities Limited to be held at 10.30 am (WST) on 24 November 2015 at the offices of Uranium Equities Limited, Level 2, 1292 Hay Street, West Perth, Western Australia 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 Resolutions 1, 3, 4 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 3, 4 and 5 is 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 Resolutions 1, 3, 4 and 5 by marking the appropriate box below.

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Goyder as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Share issue to Mr Timothy Goyder in lieu of accrued and outstanding consultant and Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Share issue to Mr Bryn Jones in lieu of accrued and outstanding Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Share issue to Mr Richard Hacker in lieu of accrued and outstanding Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Section 195 Approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

Signed this _____ day of _____ 2015

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

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 10.30 am (WST) on 22 November 2015**, 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:

..... (Insert name of company)

(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 Annual General Meeting of Uranium Equities Limited to be held at 10.30 am (WST) on 24 November 2015 and at any adjournment of that meeting.

DATED 2015

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 the registered office of Uranium Equities Limited or fax the certificate to the registered office at (+61 8) 9322 5800.



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