**URANIUM EQUITIES LIMITED**

**ABN 74 009 799 553**

# NOTICE OF ANNUAL GENERAL MEETING 2007

**TIME**: 4.00 pm ACST

**DATE**: Thursday, 15 November 2007

**PLACE**: Ground Floor
50 Grenfell St
Adelaide 5000
South Australia

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 8110 0700.***

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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 "Company") which this Notice of Meeting relates to will be held at 4.00 pm (ACST) on Thursday 15 November 2007 at:

Ground Floor
50 Grenfell St
Adelaide 5000
South 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

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

(a) send the proxy form by post to Uranium Equities Limited, Attention Company Secretary, 50 Grenfell St, Adelaide, SA, 5000; or

(b) send the proxy form by facsimile to the Company on (+61 8) 8110 0777,

so that it is received not later than 4.00 pm (ACST) on Tuesday 13 November 2007.

**Proxy forms received later than this time will be invalid.**

### 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.

## ENQUIRIES

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

The Company Secretary
Leigh Curyer
Phone: (+61 8) 8110 0700
Fax: (+61 8) 8110 0777
Email: leigh.curyer@uel.com.au

## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Uranium Equities Limited ("Uranium Equities" or the "Company") will be held at Ground Floor, 50 Grenfell Street, Adelaide, South Australia at 4.00 pm (ACST) on 15 November 2007.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on 13 November 2007.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

**Uranium Equities Financial Report**

To receive the financial report of the Company for the year ended 30 June 2007, together with the directors' report and the auditor's report.

**Resolution 1 - Remuneration Report**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

> *"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Annual Report for the year ended 30 June 2007."*

***Short Explanatio*n**: The Corporations Act provides that a resolution that the Remuneration Report be adopted must be put to vote at a listed company's annual general meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

**Resolution 2 - Election of Timothy Goyder as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolutions as **ordinary resolution**:

> *"That Mr Timothy Goyder, being a Director, retires by rotation in accordance with the Company's Constitution and, being eligible, is hereby re-elected as a Director."*

**Resolution 3 - Election of David Brunt as a Director**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**.

> *"That Mr David Brunt, being a Director, retires by rotation in accordance with the Company's Constitution and, being eligible, is hereby re-elected as a Director."*

**Resolution 4 – Issue of Options to Anthony Kiernan**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

> *"That for the purposes of the Australian Securities Exchange Listing Rules 7.1 and 10.11 and Chapter 2E of the Corporations Act 2001, approval is given to the allotment by the Company to Mr Anthony Kiernan, a director of the Company, of 500,000 options over ordinary shares in the Company each with an exercise price of 60 cents per option expiring 15 November 2012 on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting."*

Voting Exclusion Statement

The Company will disregard votes cast on this resolution by Mr Kiernan and any associate of Mr Kiernan.

However, the Company need not disregard a vote if:

(a) it is cast by Mr Kiernan 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.

**DATED: 3 OCTOBER 2007**

**BY ORDER OF THE BOARD**

**MARK CHALMERS**
**MANAGING DIRECTOR**
**URANIUM EQUITIES LIMITED**

**Voting Exclusion Note:**

Where a voting exclusion applies, the Company need not disregard a vote if 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 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.

## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the Ground Floor, 50 Grenfell St, Adelaide, South Australia, 5000 on Thursday 15 November 2007 at 4.00 pm (ACST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

## URANIUM EQUITIES LIMITED FINANCIAL REPORT AND SHAREHOLDER QUESTIONS

The financial report, directors' report and auditors' report for Uranium Equities for the year ended 30 June 2007 will be laid before the meeting. There is no requirement for shareholders to approve these reports.

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders, as a whole, to ask questions or make comments on the management of Uranium Equities at the meeting.

Similarly, a reasonable opportunity will be given to shareholders, as a whole, to ask questions to Uranium Equities' external auditor KPMG, relevant to:

(a) the conduct of the audit;

(b) the preparation and contents of the audit report;

(c) the accounting policies adopted by Uranium Equities in relation to the preparation of the financial statements; and

(d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to KPMG if the question is relevant to the content of KPMG's audit report or the conduct of its audit of Uranium Equities' financial report for the year ended 30 June 2007.

Relevant written questions for KPMG must be received no later than 5.00pm (WST) on 12 November 2007. A list of those relevant questions will be made available to shareholders attending the meeting. KPMG will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting.

Please send any written questions for KPMG;

(a) by post to Uranium Equities Limited, Attention Company Secretary, Level 6, 50 Grenfell Street, Adelaide, SA, 5000; or

(b) by facsimile to the Company on facsimile number (+61 8) 8110 0777.

## EXPLANATORY STATEMENT

### RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report as set out in the Directors' Report be adopted by vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report as set out in the Annual Report includes all of the information required by Section 300A of the Corporations Act.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

### RESOLUTIONS 2 - 3 – ELECTION OF TIMOTHY GOYDER AND DAVID BRUNT AS DIRECTORS

Resolutions 2 and 3 relate to the election of directors.

Under the Company's Constitution, at each Annual General Meeting one-third (or if that is not a whole number, the whole number nearest to one-third) of the Company's Directors (excluding any Managing Director) must retire from office and seek re-election.

Accordingly, Mr Timothy Goyder and Mr David Brunt are required to retire in accordance with the Constitution and therefore need to seek re-election at this Annual General Meeting. Mr Goyder and Mr Brunt offer themselves for re-election and the Directors of the Company (other than Mr Goyder and Mr Brunt) recommend shareholders approve their re-election.

Details regarding each of the directors are set out in the 2007 Annual Report.

### RESOLUTION 4 – ISSUE OF OPTIONS TO ANTHONY KIERNAN, A DIRECTOR OF THE COMPANY

Resolution 4 seeks shareholder approval for the Company to allot and issue a total of 500,000 Options over ordinary Shares in the Company to Anthony Kiernan as follows:

| Recipient | Options | Exercise Price | Expiry Date |
|---|---|---|---|
| Anthony Kiernan | 500,000 | $0.60 | 15 November 2012 |

Shareholder approval for the grant of the Options the subject of Resolution 4 is sought for the purposes of Chapter 2E of the Corporations Act which governs the giving of financial benefits to "related parties" which includes directors.

Shareholder approval is also sought under Listing Rule 10.11 which requires that an entity must not issue securities to a related party, or a company controlled by the related party, without shareholder approval. If approval is granted pursuant to Listing Rule 10.11 then approval is not required under Listing Rule 7.1.

#### 1. Purpose and Key Terms of Options

The purpose of the proposed grant of Options is to provide Anthony Kiernan with added incentive in carrying out his duties as a director of the Company. Given the size of the Company and its need to preserve cash, the issue of Options is a valuable part of the compensation to be provided to Mr Kiernan who is a non-executive director.

If the proposed allotment is approved, the 500,000 Options will be issued as soon as practically possible within one month following the meeting and for nil consideration. The Options must all be exercised within five years from the date of issue otherwise they shall lapse.

**2. Terms of Director Options**

Subject to shareholder approval, the Options will be granted on the terms and conditions set out below:

(a) the Options will vest immediately upon issue.

(b) the Options are exercisable at any time prior to 5.00pm WST on a date five years from the date of issue ("Options Expiry Date").

(c) subject to these terms each Option shall entitle the optionholder to acquire 1 fully paid ordinary share in the capital of the Company upon payment of 60 cents per Option to the Company;

(d) the Options are not transferable without the prior written consent of the Company which such consent shall not be withheld if the assignee or transferee of the Options is an entity controlled by the Director and in which he has in excess of a 75% equity interest and provided the assignee enters into a Deed with the Company agreeing not to transfer the said Options;

(e) the Options are exercisable by delivering to the registered office of the Company a notice in writing stating the intention of the option holder to exercise a specified number of Options, accompanied by an option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds;

(f) the exercise of only a portion of the Options held shall not affect the holder's rights to exercise the balance of any Options remaining;

(g) the Company will allot the corresponding Shares upon an exercise of Options and deliver notification of share holdings within 10 Business Days after the allotment of the Shares;

(h) Shares allotted pursuant to the exercise of the Options will rank, as and from the date of allotment, equally in all respects with the then existing Shares;

(i) a statement of holding will be issued in respect of the Options. The reverse side of each certificate will set out a statement of the rights of the option holder that is to be completed when exercising the Options. If there is more than one Option comprised in a statement of holding and, prior to the Options Expiry Date, these Options are exercised in part, the Company will issue another statement of holding in respect of the balance of the Options held;

(j) application will not be made to ASX for official quotation of the Options. Application will be made to ASX for official quotation of the Shares issued on exercise of Options;

(k) the Options do not confer any participating rights or entitlements and the Holder is not entitled to participate in new issues of capital offered to shareholders during the currency of the Option. However, the Company must ensure, that for the purposes of determining entitlements to any such issue, the books closing date, is at least 10 Business Days after the issue is announced. This will give the Holder the opportunity to exercise any Option which the Holder is entitled to exercise before the date for determining any entitlements to participate in that issue;

(l) each Option will be subject to a condition that in the event of reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be varied in a manner consistent with the Listing Rules;

(m) the Options will not give any right to participate in any dividends declared by the Company until such time as Shares are allotted pursuant to the exercise of the relevant Options;

(n) an option holder cannot participate in new issues of Shares without first exercising its Options; and

(o) an option holder has no right to change the exercise price of the Option or to change the number of Shares over which the Option can be exercised.

### 3. Part 2E of the Corporations Act

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

(a) the giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the Corporations Act; or

(b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Part 2E Anthony Kiernan is considered to be a related party of the Company.

The proposed grant of options to Anthony Kiernan involves the provision of a financial benefit to a related party and, therefore, requires prior shareholder approval.

In accordance with the requirements of Part 2E and in particular, section 219 of the Corporations Act, the following information is provided to shareholders to allow them to assess the proposed grant of options:

(a) Anthony Kiernan is a related party of the Company to whom the financial benefit would be given;

(b) the nature of the financial benefit to be given is the grant of Options in the Company;

(c) Messrs Clifton, Chalmers, Brunt, Goyder and Bantock, each being directors of the Company recommend shareholders approve Resolution 4 being the issue of Options to Anthony Kiernan as they believe the issue of Options is an appropriate form of incentive to him. None of these named directors have an interest in this Resolution 4.

(d) the Options are issued free of charge however upon exercise, Mr Kiernan will be required to pay the exercise price of 60 cents for each Option exercised. If Mr Kiernan or his nominee were to exercise all Options granted, he would be required to pay $300,000; and

(e) the non interested Directors in this Resolution 4 do not consider that there is an opportunity cost to the Company in issuing these Options as they are designed to provide an incentive to Mr Kiernan and are not issued for the purposes of raising additional capital.

An estimate of the value of the Options proposed to be granted pursuant to Resolution 4 using the Black and Scholes Option Pricing Model has been calculated as set out below:

| Name of Related Party | Number of Options | Total Value using Black & Scholes |
|---|---|---|
| Anthony Kiernan | 500,000 | 102,298 |

The value has been calculated using the following assumptions:

| Assumptions | |
|---|---|
| Risk free interest rate | 6.06% |
| Current share price | 35 cents |
| Dividend yield | 0% |
| Forecast volatility | 80% |
| Option exercise price | 60 cents |

A forecast volatility of 80% has been assumed based on the average volatility of the Company's share price over the last 3 months.

**4. Other Information**

Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision whether it is in the best interest of the Company to pass Resolution 4 other than as follows:

(a) following the passage of Resolution 4 the direct and indirect interest of Mr Kiernan in shares and options in the Company will be as follows:

| Director | Shares | Options |
|---|---|---|
| Anthony Kiernan | 454,068 | 1,000,000 |

The 1,000,000 Options above comprise the 500,000 the subject of Resolution 4 and 500,000 options previously granted to Mr. Kiernan that have an exercise price of $0.155 cents expiring 30 November 2009.

(b) if the Options the subject of Resolution 4 are granted and are exercised, the Company's share capital will be diluted by approximately 0.2% (based on the number of shares on issue at the date of the Notice of Meeting);

(c) the primary purpose of the grant of the Options is to provide an incentive to the Director and not to raise capital;

(d) the latest price at which shares were issued was 50 cents in 27 March 2007 pursuant to a placement. The highest and lowest trading prices for the shares in the 12 month period immediately preceding the Notice of Meeting period were:

| | Price | Date |
|---|---|---|
| High | $0.94 | 17/04/2007 |
| Low | $0.20 | 16/08/2007 |
| Last | $0.335 | 3/10/2007 |

(e) in the last financial year Mr. Kiernan received directors fees of $25,000 and consultants fees of $36,061 from the Company.

## Scrutineer

A representative of Uranium Equities' external auditor, KPMG, will act as a scrutineer for any polls that may be required at the meeting.

## GLOSSARY

**2007 Annual Report** means the Company's annual report for the year ended 30 June 2007, which was sent to Shareholders with this Notice of Meeting and can be downloaded from the Company's website at www.uel.com.au.

**ACST** means Australian Central Standard Time

**ASX** means Australian Securities Exchange Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of ASX.

**Board** means the Board of directors of the Company.

**Company** or **Uranium Equities** means Uranium Equities Limited (ABN 79 009 799 553).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Option** means an option to acquire a Share upon the payment of a defined price and by a defined period of time.

**Remuneration Report** means the Remuneration Report as set out on pages 22 to 30 of the 2007 Annual Report.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

## PROXY FORM

**APPOINTMENT OF PROXY**
**URANIUM EQUITIES LIMITED**
**ABN 79 009 799 553**

I/We ______________________________

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

Appoint ______________________________

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 4.00 pm (ACST) on Thursday 15 November 2007 at Ground Floor, 50 Grenfell Street, Adelaide, South Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

**Voting on Business of the Annual General Meeting**

| | | FOR | AGAINST | ABSTAIN |
|---|---|---|---|---|
| Resolution 1 | Remuneration Report | ☐ | ☐ | ☐ |
| Resolution 2 | Re-election of Timothy Goyder as a director | ☐ | ☐ | ☐ |
| Resolution 3 | Re-election of David Brunt as a director | ☐ | ☐ | ☐ |
| Resolution 4 | Issue of options to Anthony Kiernan a director | ☐ | ☐ | ☐ |

If you do **not** wish to direct your proxy how to vote, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman will vote in favour of all of the resolutions if no directions are given.

**YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2007

**By:**

| **Individuals and joint holders** | **Companies (affix common seal if appropriate)** |
|---|---|
| Signature | Director |
| Signature | Director/Company Secretary |
| Signature | Sole Director and Sole Company Secretary |

**URANIUM EQUITIES LIMITED**
**ABN 79 009 799 553**

**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. In the case of joint holders, all must sign.

3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

   - Directors of the company;
   - a Director and a Company Secretary of the company; or
   - for a proprietary company that has a sole Director who is also the sole Company Secretary – that Director.

   For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole Company Secretary of the company must state that next to his or her signature.

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. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.

6. To vote by proxy, please complete and sign the proxy form enclosed and either:

   (a) send the proxy form by post to Uranium Equities Limited, Attention Company Secretary, Level 6, 50 Grenfell Street, Adelaide, South Australia, 5000; or

   (b) send the proxy form by facsimile to the Company on facsimile number (+61 8) 8110 0777,

   so that it is received not later than 4.00 pm (WST) on Tuesday 13 November 2007.

   **Proxy forms received later than this time will be invalid.**

## Appointment of Corporate Representative

**Section 250D of the Corporations Law**

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 Law, to act as the body corporate representative of that company at the meeting of the members of uranium Equities Limited to be held on **15 November 2007** and at any adjournments of that meeting.

**DATED** 2007

**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.