



Notice of General Meeting and Explanatory Statement

Time: 11.00am WDT
Date: 28 February 2008
Venue: Energy Metals Ltd
Level 2
18 Kings Park Road
West Perth WA 6005

ENERGY METALS LIMITED
ABN 63 111 306 533

This Notice of General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their
accountant, solicitor or other professional advisor without delay.

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TIME AND VENUE OF MEETING AND HOW TO VOTE

The General Meeting of the Shareholders of Energy Metals Limited to which this Notice of Meeting relates, will be held at 11.00am Western Daylight Time ("WDT") on 28 February 2008 at:

**Energy Metals Limited
Level 2, 18 Kings Park Road
West Perth WA 6005**

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the 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 (in the reply paid envelope provided) to Security Transfer Registrar Pty Ltd, PO Box 535, Applecross WA 6953; or
- (b) send the proxy form by facsimile to the Company on facsimile number (08) 9321 7950,

so that it is received not later than 11.00am WDT on Tuesday, 26 February 2008.

Proxy forms received later than 11.00am WDT on 26 February 2008 will be invalid.

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of Shareholders of Energy Metals Limited will be held at Level 2, 18 Kings Park Road, West Perth, Western Australia on Thursday, 28 February 2008 at 11.00am WDT.

The Explanatory Statement included in this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form form 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 General Meeting are those who are registered Shareholders as at 5.00pm WDT on Tuesday, 26 February 2008.

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

AGENDA

Resolution 1 – Subdivision of Capital

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

"That, pursuant to and in accordance with section 254H of the Corporations Act and for all other purposes, with effect from the date this resolution is passed, approval is given for the Company to subdivide the issued capital of the Company on the basis that:

- (a) every one (1) fully paid ordinary share be subdivided into three (3) fully paid ordinary shares; and*
- (b) that every option on issue be adjusted in accordance with the Listing Rules,*

and otherwise on the terms and conditions set out in the attached Explanatory Statement accompanying this Notice of Meeting."

By Order of the Board



PATRICIA FARR
Company Secretary
Energy Metals Limited

18 January 2008

Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote at the Meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights;
- a proxy may but need not be a Shareholder of the Company;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- the instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer of his attorney duly authorised; and
- the instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the Meeting.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the enclosed certificate of appointment of corporate representative should be completed and lodged in the manner specified.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, the Directors' have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 5.00pm (WDT) Tuesday, 26 February 2008. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlement to attend and vote at the General Meeting.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of General Meeting of the Company.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the matter contained in the accompanying Notice of Meeting:

Resolution 1 – Subdivision of Capital

Section 254H of the Corporations Act enables a company to convert all or any of its shares into a larger number of shares by a resolution passed at a general meeting. Listing Rule 7.22.2 also requires that the number of Options on issue be subdivided in the same ratio as the Shares and their exercise prices be amended in inverse proportion to that ratio (that is, the current exercise prices be divided by three).

If Resolution 1 is passed, each existing Share will be subdivided into three Shares and each existing Option will be subdivided into three Options. In addition, the exercise price of each Option will be divided by three. For example, the exercise price of existing listed Options is \$0.30 each. On completion of the subdivision the subject of Resolution 1 ("**Subdivision**"), the exercise price of a listed Option will be \$0.10. All other classes of Options will follow the same formula as previously detailed.

Shareholders will hold the same proportion of the Company's share capital and net assets before and after the Subdivision. The current rights attaching to the Shares and Options will not be affected by the Subdivision.

It is the view of your Directors that the Subdivision will benefit Shareholders by increasing the liquidity and affordability to retail investors of the Company's Shares.

As from the effective date of Subdivision (being the date the resolution is passed), all holding statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of post-Subdivision Shares and Options.

After the Subdivision becomes effective, the Company will despatch a notice to Shareholders and optionholders advising them of the number of Shares and Options held by each Shareholder and optionholder (as the case may be) both before and after the Subdivision. The Company will also arrange for new holding statements to be issued to Shareholders and optionholders.

It is not considered that there will be any taxation consequences for Shareholders and optionholders arising from the Subdivision. However, Shareholders and optionholders are advised to seek their own tax advice on the effect of the Subdivision and neither the Company, the Directors nor the Company's advisers accept any responsibility for any individual security holder's taxation consequences as a result of the Subdivision.

Assuming no change to the capital structure as at the date of this Notice, the capital structure of the Company before and after the Subdivision is and will be as follows:

	Pre Subdivision	Post Subdivision
Shares	31,142,637	93,427,911
Listed Options exercisable on or before 30/06/2008 (ASX Code: EME0)	7,329,513 exercisable at \$0.30	21,988,539 exercisable at \$0.10
Unlisted Options exercisable on or before 30/06/2008	400,000 exercisable at \$0.30	1,200,000 exercisable at \$0.10
Unlisted Options exercisable on or before 30/06/2010	1,250,000 exercisable at \$0.3133	3,750,000 exercisable at \$0.1044
Unlisted Options exercisable on or before 30/06/2011	200,000 exercisable at \$1.9633	600,000 exercisable at \$0.6544
Unlisted Options exercisable on or before 30/06/2011	330,000 exercisable at \$2.9633	990,000 exercisable at \$0.9878

Implementation of Subdivision

The Subdivision will take effect on the date Resolution 1 is passed, in accordance with the following proposed reorganisation timetable:

28 February 2008	General Meeting and Subdivision takes effect.
29 February 2008	Trading commences in the reorganised securities on a deferred settlement basis.
6 March 2008	Last day for Company to register transfers on a pre-reorganisation basis.
7 March 2008	First day for the Company to send a notice to security holders and first day for the Company to register securities on a post-reorganisation basis. First day for the Company to issue uncertificated security holding statements.
14 March 2008	Despatch date. Deferred settlement market ends. Last day for the Company to send notice to all security holders. Last day for securities to be entered into the holders' security holdings.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**ACN**” means Australian Company Number;

“**ASIC**” means the Australian Securities and Investments Commission;

“**ASX**” means the ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

“**ASX Listing Rules**” or “**Listing Rules**” means the Listing Rules of ASX;

“**Board**” means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors;

“**Company**” or “**Energy Metals**” means Energy Metals Limited ACN 111 306 533;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a Director of the Company;

“**Meeting**” or “**General Meeting**” means the general meeting of the Company to be held on Thursday, 28 February 2008;

“**Notice**” or “**Notice of Meeting**” means the notice of general meeting accompanying this Explanatory Statement;

“**Option**” means an option to apply for a Share;

“**Share**” means a fully paid ordinary share in the capital of the Company;

“**Shareholder**” means a holder of Share(s); and

“**WDT**” means Australian Western Daylight Time.

Shareholder/Corporate Proxy Details

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

..... (Company)
Insert name of shareholder company / corporate proxy

the Company has appointed:

..... ,
Insert name of corporate representative

In accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Energy Metals Limited to be held on 28th February 2008 and at any adjournments of that meeting/all meetings of the members of Energy Metals Limited.

DATED 2008

Please sign here

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

1. Insert name of appointor company and the name or position of the appointee (eg. "John Smith" or "each director of the company").
2. Execute the certificate following the procedure required by your constitution or other constituent documents.
3. Print the name and position (eg. Director) of each company officer who signs this Certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. Forward the Certificate to Energy Metals Limited registered office or fax the Certificate to the registered office at 61 8 9321 7950.



PROXY FORM

The Company Secretary
Energy Metals Limited

Registered Office Address: Level 2,
18 Kings Park Road,
West Perth,
WA 6005

Postal Address: PO Box 1033,
West Perth,
WA 6872

Telephone: (08) 9322 6904

Facsimile: (08) 9321 7950

Email: enquiry@energymetals.net

I/We (name of shareholder)

of (address)

being a member/members of Energy Metals Limited ("Company")

holding shares in the Company

HEREBY APPOINT

(proxy's name)

of (proxy's address)

and/or failing him (name)

of (address)

or failing that person then the Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at Level 2, 18 Kings Park Road, West Perth, Western Australia on Thursday, 28 February 2008 at 11.00am WDT and at any adjournment of the meeting.

Should you so desire to direct the Proxy how to vote, you should place a cross in the appropriate box(es) below:

I/We direct my/our Proxy to vote in the following manner:

For

Against

Abstain

Resolution 1 – Subdivision of Capital

☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. The Chairman intends to vote undirected proxies in favour of Resolution 1.

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes. My total voting right is _____ shares

SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

If the Shareholder is an individual

If the Shareholder is a company:

Name: _____

Affix common seal (if required by articles)

Signed: _____

If the Shareholder acts as a Trustee of Superfund

Name: _____

Name: _____

Signed: _____

Signed: _____

Director/Secretary

Name: _____

Name: _____

Signed: _____

Signed: _____

Sole Director/Director

Dated:

2008.

INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Shareholder entitled to attend and vote is entitled to appoint no more than two proxies to attend and vote at the General Meeting as the Shareholder's proxy. A proxy need not be a Shareholder of the Company.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specific proportion of the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights. Fractions shall be disregarded.
3. The proxy form must be signed personally by the Shareholder or his or her attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed under either the common seal of the corporation or under the hand of an officer of the company or its duly authorised attorney. In the case of joint Shareholders, this proxy must be signed by at least one of the joint Shareholders, personally or by a duly authorised attorney.
4. If a proxy is executed by an attorney of a Shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must accompany the proxy form.
5. 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.
6. To be effective, forms to appoint proxies must be received by the Company no later than 48 hours before the time appointed for the holding of the General Meeting, **that is by 11.00am (WDT) on Tuesday, 26 February 2008** by post, delivery or facsimile to the respective addresses stipulated in this proxy form.
7. If the proxy form specifies a way in which the proxy is to vote on the resolution stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (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; and
 - (c) if the proxy is the Chairman, the proxy must vote on a poll and must vote that way, and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a Shareholder, the proxy can cast any votes the proxy holds as a Shareholder in any way that the proxy sees fit.