

ECLIPSE URANIUM LTD

ACN 142 366 541

NOTICE OF GENERAL MEETING

TIME: 10.00am AWST

DATE: Friday, 23 December 2011

PLACE: NKH
Level 2, Spectrum
100 Railway Road
SUBIACO WA 6008

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

Should Shareholders wish to discuss the matters set out in this Notice of Meeting the Company Secretary may be contacted on (08) 9367 8133.

NOTICE OF GENERAL MEETING

ECLIPSE URANIUM LTD

ACN 142 366 541

Notice is hereby given that a General Meeting of Eclipse Uranium Limited (the **Company**) will be held at:

Venue: NKH
Level 2, Spectrum
100 Railway Road
SUBIACO WA 6008

Date: Friday, 23 December 2011

Time: 10.00am AWST

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

AGENDA

RESOLUTION 1: APPROVAL OF ACQUISITION OF CENTRAL ENERGY PTY LTD

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

That approval is given for the Company to acquire all of the shares and options on issue in Central Energy Pty Ltd in consideration of the issue of 35,000,000 fully paid ordinary shares in the Company.

RESOLUTION 2: APPROVAL OF ISSUE OF SHARES

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

That, for the purposes of ASX Listing Rule 7.1, approval is given for the Company to issue 35,000,000 fully paid ordinary shares to the shareholders of Central Energy Pty Ltd in consideration for the acquisition by the Company of all of the shares in Central Energy Pty Ltd on the terms and conditions set out in the Explanatory Statement accompanying this Notice of General Meeting.

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by a person who may participate in the issue and might obtain a benefit (except a benefit solely in their capacity as holders of ordinary securities) if the Resolution is passed, or any associate of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with 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.

BY ORDER OF THE BOARD



ROBERT MARUSCO
COMPANY SECRETARY

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Act*, the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting. For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding at 10:00am (AWST) on **Wednesday, 21 December 2011**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of members of Eclipse Uranium Ltd in connection with the business to be conducted at the General Meeting of Shareholders to be held at NKH, Level 2, Spectrum, 100 Railway Road, Subiaco Western Australia on Friday, 23 December 2011 at 10.00am AWST.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of General Meeting.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

RESOLUTION 1: APPROVAL OF ACQUISITION OF CENTRAL ENERGY PTY LTD

The Company has entered into a Sale Agreement to acquire all of the shares and options on issue in Central Energy.

The acquisition of Central Energy is subject to approval by the shareholders of the Company.

In consideration for this acquisition, the Company will issue 35,000,000 fully paid ordinary shares to the shareholders of Central Energy for their shares in Central Energy. The issue of these shares is subject to approval of Resolution 2.

There is no consideration to be paid to the optionholders of Central Energy to acquire their Central Energy options.

Central Energy's wholly owned subsidiary Whitvista Pty Ltd is the holder of 5 exploration licenses and 22 exploration applications in the Northern Territory which comprise a total area of approximately 17,428 km².

The Company commissioned Boonjarding Resources Ltd to provide an Independent Technical Valuation Report on the mineral assets of Central Energy. BRL determined the value of the granted tenements to be \$2.8 million.

The Central Energy tenements are located in four project areas in the Pine Creek, West Arnhem, Tanami and Yuendumu regions in the Northern Territory. The location of these projects compliments the Company's existing tenement holding which includes projects in the Pine Creek, West Arnhem, Ngalia, Canning Basin and Lake Mackay regions.

The Central Energy tenements are summarised below:

Pine Creek Project

- 5 exploration licences covering over 1120 km².
- 3 exploration licence applications covering 1826.6 km².
- Located within the Pine Creek Orogen Region which is highly prospective for unconformity related uranium mineralisation.
- The Rum Jungle area is prospective for polymetallic mineralisation including base and precious metals.

West Arnhem Project

- 5 exploration licence applications covering 3527.4 km².
- Located in the north-eastern end of the Pine Creek Geosyncline the area is prospective for unconformity style uranium mineralisation similar to Jabiluka.

Yuendumu Project

- 7 exploration licence applications covering 6059.5 km².
- An under explored area of Australia which contains several uranium deposits including Biglryi (Energy Metals Limited, ASX:EME) with a resource of 22.7Mlb U₃O₈ at a 500ppm U₃O₈ cut-off grade.

Tanami Project

- 7 exploration licence applications covering 4894.0 km².
- Area is considered prospective for gold, base metal and uranium mineralisation.

The acquisition of Central Energy will add significantly to the Company's tenement portfolio. While the Company's main exploration focus will remain uranium, there is potential for other metals such as rare earths and precious and base metals within the Central Energy tenements.

RESOLUTION 2: APPROVAL OF ISSUE OF SHARES

The Company is seeking approval from shareholders to issue 35,000,000 fully paid ordinary shares to shareholders of Central Energy Pty Ltd in consideration for the acquisition by the Company of all the shares in Central Energy Pty Ltd.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

In compliance with the information requirements of ASX Listing Rule 7.3 members are advised of the following particulars in relation to the proposed issue of Shares and Options pursuant to resolution 2:

- (a) The maximum number of securities proposed for issue is 35,000,000 fully paid ordinary shares.
- (b) The shares will be issued 5 business days after the approval of Resolutions 1 and 2.
- (c) The shares will be issued in consideration for the sale of all the shares in the capital of Central Energy Pty Ltd to the Company. The issue price of the shares will be determined with reference to the market price of the Company's shares at the time the shares are issued.
- (d) The proposed allottees are set out in the following table:

Shareholder	Shares
Ruddle, Geoffrey William	400,000
Khoury, Peter	200,000
Brown, Murray John	50,000
Brown, Murray John & Shavita Patel	150,000
Andrew, Genice & Warwick	300,000
Karantzas Investments Pty Ltd	245,000
Barclay Wells Ltd	618,975

Shareholder	Shares
Collins, Robert	46,500
Cunningham Peterson Sharbanee Securities Pty Ltd	1,024,000
Ganbaru Pty Ltd	158,000
Gardiner, Terry James	1,149,525
Palermo, John	40,500
Okewood Pty Ltd	5,000,000
Picadilly Resources Pty Ltd	328,250
Hardie, Cameron Thomas	885,123
Leahy, Timothy William	885,123
Georgiamia Pty Ltd	1,500,000
Hochian Investments Pty Ltd	4,500,000
Perdignus Pty Ltd	5,205,752
Idra Holdings Pty Ltd	3,000,000
Jemamebe Pty Ltd	8,205,752
Creole Resources Pty Ltd	640,000
Popal Enterprise Pty Ltd	467,500
Total	35,000,000

- (e) The shares to be issued will be fully paid ordinary shares in the capital of the Company.
- (f) The issue of the shares pursuant to the Sale Agreement will not raise any funds.
- (g) All of the shares issued pursuant to the Sale Agreement will be issued at the same time 5 business days after the approval of Resolutions 1 and 2.
- (h) A voting exclusion statement is included in the Notice.

DEFINITIONS

ASX	means ASX Limited.
ASX Listing Rules	means the official listing rules of ASX.
AWST	means Australian Western Standard Time.
Central Energy	means Central Energy Pty Ltd (ACN 146 059 903)
Company	means Eclipse Uranium Ltd (ACN 142 366 541)
Explanatory Statement	means this Explanatory Statement.
Notice	means the notice of general meeting which forms part of this Explanatory Statement.
Sale Agreement	means the Share Sale Agreement dated 15 November 2011 between the Company and each of the shareholders and optionholders of Central Energy.
Shareholder	means a holder of a Share.

ECLIPSE URANIUM LTD
CAN 142 366 541
PROXY FORM

Name:

Address:

Appointment of a proxy

I/We being a member(s) of Eclipse Uranium Ltd hereby appoint:

(Write here the name of the person you are appointing)

or failing the person named, or if no person is named, the Chairman as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Eclipse Uranium Ltd to be held at NKH, Level 2, Spectrum, 100 Railway Road, SUBIACO WA 6008, at 10.00am AWST on Friday, 23 December 2011 and at any adjournment of that meeting.

Votes on items of business

(Voting directions to your proxy – please mark **X** to indicate your directions)

		FOR	AGAINST	ABSTAIN*
Item 1	- Approval of acquisition of Central Energy Pty Ltd	☐	☐	☐
Item 2	- Approval of Issue of Shares	☐	☐	☐

*If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Appointment of a second proxy

I/We wish to appoint a second proxy

☐ mark with an "X" if you wish to appoint a second proxy AND % OR State the percentage of your voting rights or the number of shares for this Proxy Form

If the Chairman is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a resolution and that the votes cast by the Chairman for those resolutions other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote any undirected proxies in favour of all resolutions. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on a resolution if the Chairman is a person whose votes are required to be disregarded on that resolution, and your votes will not be counted in calculating the required majority if a poll is called on that resolution.

☐

Authorised signature(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

INDIVIDUAL/SECURITY HOLDER 1
Individual/Sole Director and Sole
Company Secretary

SECURITY HOLDER 2
Director

SECURITY HOLDER 3
Director/Company Secretary

Contact details

Contact Email address

Contact Telephone Number

Voting By Proxy - How to complete the Proxy Form

Your Name and Address Details

Please complete your name and address as it appears on the share register of Eclipse Uranium Ltd.

Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Eclipse Uranium Ltd.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must:

- indicate that you wish to appoint a second proxy by marking the box;
- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form; and
- return both forms together.

Authorised Signature/s

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

- Joint Holding in the case of joint holders the proxy form may be signed by any one holder.
- Power of Attorney if signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach the Power of Attorney or a copy to this Proxy Form when you return it.
- Companies a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed (or a copy or facsimile which appears on its face to be an authentic copy of the proxy, power or authority) must be received no later than 48 hours before the commencement of the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by facsimile to the Company's registered office on (+61 8) 9200 4964, or by mail or delivery to the registered office of the Company at 309 Pier Street, Perth WA 6000.