



UNITED OROGEN LIMITED

ABN 45 115 593 005

of 113 Mackie Street, Victoria Park WA 6100

Circular to Shareholders

including

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

General Meeting of United Orogen Limited to be held at

The Goodearth Hotel, 195 Adelaide Terrace, Perth, Western Australia

on the 19th day of November 2009 commencing at 10:00 am (WST).

This document should be read in its entirety. If after reading this Circular to Shareholders, you have any questions or doubts as to how you should vote, you should contact your stockbroker, solicitor, accountant or professional adviser.

Corporate Directory

Directors

Dr Zhukov (Zeke) Pervan MB,BS(WA), F.R.A.C.G.P., F.A.I.C.D
Chairman

William Edwin Bannister MSc, AWASM
Managing Director

John Karajas BSc (Hons) MAIG
Director

David Zohar BSc DipEd
Director

Company Secretary

Mark Killmier MBA (UWA), FCPA, GDCorpGovASXLE, B.Ec(Adel)

Head Office

113 Mackie Street
VICTORIA PARK WESTERN AUSTRALIA 6100
Phone: (08) 9361 7311
Fax: (08) 9361 7366
Website: www.uog.com.au

Registered Office

Level 7
231 Adelaide Terrace
PERTH WESTERN AUSTRALIA 6000

Auditors

BDO Kendalls Audit and Assurance (WA) Pty Ltd
Level 8, 256 St Georges Terrace
PERTH WESTERN AUSTRALIA 6000

Solicitors

Lawton Gillon
Level 11, 16 St Georges Terrace
PERTH WESTERN AUSTRALIA 6000

Share Registry

Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace
PERTH WESTERN AUSTRALIA 6000

ASX Code

UOG

Notice of Annual General Meeting

NOTICE IS GIVEN THAT a General Meeting of the Company will be held at the Goodearth Hotel, 195 Adelaide Terrace, Perth, Western Australia on the 19th day of November 2009 commencing at 10:00 am (WST).

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the balance sheet, income statement, statements of changes in equity and cash flows, and the reports of the directors and of the auditors for the year ended 30 June 2009.

1. Resolution 1 - Remuneration Report

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

“To adopt the Remuneration Report, which forms part of the Director’s Report, for the year ending 30 June 2009.”

The vote on this resolution is advisory only and does not bind the directors of the Company.

2. Resolution 2 - Re-election of David Zohar as a Director

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

“That Mr Zohar, who retires by rotation in accordance with the Company’s constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

Notice of Annual General Meeting (Cont.)

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

“Snap-Shot” Time

The Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company's directors have determined that all shares of the Company that are quoted on ASX at 10:00 am WST, 17 November 2009 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion is not specified each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

DATED: 19 October 2009

BY ORDER OF THE BOARD



Mark Killmier

Company Secretary
United Orogen Limited

Explanatory Memorandum

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

The Directors recommend that shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolution.

RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT

The Remuneration Report is in the Directors Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- a) explains the Company's remuneration policy and the process for determining the remuneration of its directors and executive officers;
- b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 31 December 2008.

The Directors recommend that Shareholders vote in favour of Resolution 1. Sections 249L(2) and 250R(2) of the Corporations Act requires companies to put a resolution to their members that the Remuneration Report be adopted. The vote on this resolution is advisory only, however, and does not bind the Board or the Company. The Chairman will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

A summary of Mr Zohar's qualifications and experience is provided below:

Mr David Zohar - BSc DipEd

Mr Zohar has undertaken undergraduate studies in Geology and post graduate studies in Accountancy and Commercial Law. He has been active in the exploration industry for over 20 years. He has been a director and/or CEO of a number of exploration companies and has also negotiated numerous agreements with various companies and other participants within the mining industry. He has been involved in the formation and/or listing on the ASX of several public mining companies. Directorships of other listed public companies over the past three years are Red River Resources Limited, Iron Mountain Mining Ltd, Actinogen Ltd, Eagle Nickel Ltd and Terrain Minerals Ltd.

Enquiries - Shareholders are invited to contact Mr Mark Killmier, Company Secretary, on 0414 605 833 if they have any queries in respect of the matters set out in these documents.

Glossary

“ASX” means ASX Limited;

“Board” means the board of directors of the Company;

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

“Company” or **“United Orogen”** means United Orogen Limited ABN 45 115 593 005;

“Directors” means Directors of the Company;

“Explanatory Memorandum” means this information attached to the Notice, which provides information to Shareholders about the resolutions contained in the Notice; and

“Notice” means the notice of meeting which accompanies this Explanatory Memorandum.

Proxy Form

1 SHAREHOLDER »

Name, address and daytime telephone number of shareholder of United Orogen Limited

Name

Address

Daytime phone no.

Insert here the name of the person you wish to appoint as proxy;

shareholders cannot appoint themselves.

Name of proxy – please print

OR, if no person is named, the **Chairman** of the meeting to vote in accordance with the following directions or, if no directions have been given, as the Proxy (other than the Chairman) sees fit at the General Meeting of the Company to be held on **19 November 2009** commencing at **10:00 am (WST)** and at any adjournment thereof.

2 APPOINTS »

If you appoint the Chairman as your proxy, but do not wish to direct your proxy how to vote on a Resolution, you must place a mark in the box below headed "Proxy's Discretion" in respect of that Resolution. 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 that interest.

If you appoint the Chairman as your proxy, but do not mark any box, the Chairman will be unable to exercise your proxy vote.

If you appoint the Chairman as your proxy and place a mark in any box below headed "Proxy's Discretion", the Chairman intends to exercise your proxy to vote in favour of that Resolution.

3 SIGNATURE OF SHAREHOLDER(S) »

All single or joint holders of shares must sign this form.

Signature

Signature

Signature

Date

or in the case of a company

The **COMMON SEAL** of the company is affixed in accordance with its constitution in the presence of:/Executed by the company by its duly authorised officers in accordance with sub-section 127(1) of the Corporations Act 2001.*)
)
)
)

..... Signature of Director

..... Name of Director (Print)

..... Signature of Director/Secretary

..... Name of Director/Secretary (Print)

or signed by under Power of Attorney on behalf of the company.

* delete as appropriate

This proxy form must be signed by the shareholder and, in the case of joint shareholders, by each of the joint shareholders. In the case of a corporation, this proxy form must be executed in accordance with section 127 of the Corporations Act 2001. In the case of a Sole Director/Secretary company, please indicate "Sole Director". If this proxy form is signed under Power of Attorney the original Power of Attorney (or a copy certified as a true copy by statutory declaration) must be forwarded with the proxy form.

Proxy Form (Cont.)

4 PROXY'S VOTING INSTRUCTIONS (OPTIONAL) »

	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION
1. Remuneration report				
2. Re-election of David Zohar				

If you wish to direct your proxy how to vote, place a mark on the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The direction will be invalid if a mark is made against more than one box for a particular item, or, if you have split your direction, if the total shareholding shown in "FOR", "AGAINST", "ABSTAIN" and "PROXY'S DISCRETION" boxes is more than your total shareholding on the share register. Each person who attends the meeting is entitled to one vote only on a show of hands. A person who holds proxies for more than one shareholder cannot vote on a show of hands if he or she holds proxies directing him or her to vote both for and against a resolution.

5 APPOINTMENT OF A SECOND PROXY (OPTIONAL)

If you want to appoint two proxies you may state here the percentage of your voting rights applicable to this proxy form. If you do not specify a particular percentage, each proxy is entitled to exercise 50% of your voting rights applicable to this proxy form.

 %

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the meeting and vote as proxies. If you wish to appoint two proxies please either photocopy the proxy form or telephone Melissa Greer on + 618 9225 4824 to obtain a second form. Both forms should be completed with the nominated percentage of your voting rights on each form. Please return the proxy forms together.

IMPORTANT INFORMATION

Deadline for Receipt of proxies To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company at its registered office or Company office, Level 7, 231 Adelaide Terrace, Perth not less than 48 hours before the appointed time of the General Meeting ie. no later than 10:00 am WST on 17 November 2009.

Destination of Completed Proxy Form Once the Proxy Form is completed and all details checked by you, the form is to be posted to PO Box 3235, 256 Adelaide Terrace, Perth WA 6832 or delivered to the Company's office at Level 7, 231 Adelaide Terrace, Perth WA 6000 or sent by facsimile to the Company's office on + 618 9225 6474.

For Further Information If you need any further information about this form or attendance at the Company's Annual General Meeting, please contact Melissa Greer on + 618 9225 4824.