

Notice of Annual General Meeting and Explanatory Memorandum

Renaissance Uranium Limited ACN 135 531 341

Date of Meeting: Friday 29 November 2013

Time of Meeting: 2.00pm (Adelaide time)

Place of Meeting: The Belair Room
BDO
Level 7, BDO Centre
420 King William Street
Adelaide, South Australia 5000

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Renaissance Uranium Limited ACN 135 531 341 (**Company**) will be held at the Belair Room, BDO, Level 7 BDO Centre, 420 King William St., Adelaide, South Australia 5000, on Friday 29 November 2013 at 2.00pm (Adelaide time).

Agenda

Ordinary business

Financial Reports

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013.

1. Remuneration Report

To consider and, if thought fit, pass the following Advisory Resolution:

"That the Remuneration Report for the year ended 30 June 2013 (as set out on pages 22 to 29 of the Directors' Report) is adopted."

Terms used in this Notice of Meeting are defined in the "Interpretation" section of the accompanying Explanatory Memorandum.

The Company's Annual Report 2013, which contains the Remuneration Report, is available on the Company's website www.renaissanceuranium.com.au.

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

- (a) the person does so as a proxy; and
- (b) the vote is not cast on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member; and
- (c) either:
 - (i) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
 - (ii) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - does not specify the way the proxy is to vote on the resolution; and
 - expressly authorises the chair to exercise the proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions the subject of this Meeting, including Resolution 1.

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2. Re-election of Geoffrey McConachy as a Director

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

“That Geoffrey McConachy, who retires in accordance with Rule 38.1 of the Company’s Constitution and, being eligible, offers himself for re-election, be re-elected as a Director.”

3. Appointment of Auditor

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

“That in accordance with section 327B of the Corporations Act and for all other purposes, the Company appoints BDO Audit (SA) Pty Ltd as its Auditor.”

4. Re-instate the proportional takeover approval provisions in the Constitution

To consider and, if thought fit, pass the following resolution as a Special Resolution of the Company:

“That for the purposes of sections 136(2) and 648G of the Corporations Act and for all other purposes, the proportional takeover approval provisions set out in Rule 75 of the Constitution, that ceased to have effect on or about 17 September 2013 in accordance with section 648G of the Corporations Act be re-instated into the Constitution in the form set out in Schedule 1 to the Explanatory Memorandum with immediate effect.”

5. Approval to issue securities under Employee Share and Option Plan

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution of the Company:

“That, for the purposes of Exception 9 of Listing Rule 7.2 and for all other purposes, the Company is authorised to issue securities under the Employee Share Option Plan (ESOP) as an exception to Listing Rules 7.1 and 7.1A, on the terms and conditions described in the Explanatory Memorandum.”

Voting exclusion statement

The Company will disregard any votes cast on this resolution by:

- (a) a Director of the Company; and
- (b) any associate of a Director.

However, subject to the Key Management Personnel voting exclusion statement below, the Company need not disregard a vote if:

- it is cast by a person as 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 the direction on the proxy form to vote as the proxy decides.

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Key Management Personnel voting exclusion statement

The Company will disregard any votes cast on this resolution by:

- (a) any Key Management Personnel (which includes the Chair) of the Company, or if the Company is part of a consolidated entity, of the entity; or
- (b) a Closely Related Party of such Key Management Personnel

who is appointed as a Shareholder's proxy, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution.

However, the Company need not disregard a vote on this resolution if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, where the Shareholder does not direct in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, of the entity.

6. Approval to Issue an Additional 10% of the Issued Capital of the Company over a 12 Month Period Pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following as a Special Resolution of the Company:

*"That pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the shareholders approve the issue of equity securities of up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of the meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (**Placement Securities**)."*

Voting exclusion statement

The Company will disregard any votes cast on this Special Resolution by a person and any associates of that person who:

- may participate in the issue of the Placement Securities; or
- might obtain a benefit if this Special Resolution is passed, except a benefit solely in their capacity as a holder of shares if the resolution is passed.

However, the Company need not disregard a vote if:

- it is cast by a person as 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 the direction on the proxy form to vote as the proxy decides.

Important note

The proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

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7. Approval for Change of Company Name

To consider and, if thought fit, pass the following as a Special Resolution of the Company:

“That in accordance with section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to Renascor Resources Limited with effect from the date on which the Australian Securities & Investments Commission alters the details of the Company’s registration to reflect the change in name.”

General business

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the board



Angelo Gaudio
Company Secretary
31 October 2013

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Renaissance Uranium Limited ACN 135 531 341 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at BDO, Level 7 BDO Centre, 420 King William St, Adelaide, South Australia 5000, in The Belair Room on Friday 29 November 2013 commencing at 2.00pm (Adelaide time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 10.

2. Consider the Company's Annual Report

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cash flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013 were released to the ASX Limited on 30 September 2013.

The Company's Annual Report for 2013 is available on the Company's website www.renaissanceuranium.com.au.

The Company's Annual Report is placed before the Shareholders for discussion. No voting is required for this item.

3. Resolution 1 – Remuneration Report

In accordance with section 250R of the Corporations Act, the Remuneration Report for the Company and its subsidiaries is submitted to the AGM for Shareholder approval. The Remuneration Report is set out on pages 22 to 29 of the Directors' Report section of the Annual Report. The Company's Annual Report for 2013 is available on the Company's website www.renaissanceuranium.com.au.

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

The Remuneration Report, amongst other things:

- explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the consolidated entity;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Key Management Personnel of the consolidated entity including details of performance related remuneration and options granted as part of remuneration; and
- details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

Note: For the purposes of calculating remuneration, salary and bonuses (including options and performance rights) are included.

The Company will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.

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Voting restrictions on Key Management Personnel and their proxies and Closely Related Parties

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution (**Voting Restriction**) put to Shareholders that the remuneration report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) the chairperson or any other member of the Key Management Personnel is appointed in writing (by a shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy (**Management Proxy**) with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the chairperson is appointed in writing (by a shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a resolution to adopt the Remuneration Report, where the shareholder provides express authorisation for the chairperson to vote on the resolution.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

4. Resolution 2 - Election of Geoffrey McConachy as a Director

Geoffrey McConachy retires in accordance with Rule 38.1 of the Company's Constitution and, being eligible, offers himself for re-election as a non-executive director.

Mr McConachy was appointed on 6 October 2010 and was re-elected as a non-executive director on 17 November 2011.

Geoffrey McConachy is an accomplished geologist with over thirty years of Australian and international experience in the mining industry assessing uranium and a wide range of other commodities. Prior to joining the company, Geoffrey worked for Heathgate Resources Pty Ltd and Quasar Resource Pty Ltd, where his roles included Managing Director, Exploration. While at Quasar, Geoffrey led the exploration and development team in the discovery, definition and evaluation of four uranium deposits including the Four Mile deposit, for which he was co honoured with the Prospector of the Year award from the Australian Association of Mining & Exploration Companies. His experience includes instrumental roles in the discovery of the Fosterville gold deposit in Victoria and the Potosi base metal deposit in New South Wales. Geoffrey was educated at the University of New England (BSc, Geology and Geography) (Hons). He is a fellow of the Australasian Institute of Mining and Metallurgy and a former Director of the Uranium Information Centre.

Mr McConachy is a member of the Audit and Risk Management Committee.

The Directors (with Mr McConachy abstaining) recommend that you vote in favour of this Ordinary Resolution.

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5. Resolution 3 – Appointment of Auditor

Notification was given by BDO that following the merger between BDO and PKF, a new entity, BDO Audit (SA) Pty Ltd will be undertaking future audits. As a result the existing audit entity will resign and BDO Audit (SA) Pty Ltd needs to be approved as the replacement auditor at the AGM.

On this basis, it is a requirement under the Corporations Act that a member provide a written nomination of the auditor for appointment not less than 21 days before the meeting. The Company has received a nomination from a member to appoint BDO Audit (SA) Pty Ltd as the Company's auditor (a copy of which is set out in Annexure 'A').

BDO Audit (SA) Pty Ltd has consented and as at the date of this Notice of Meeting has not withdrawn its consent to act as the Company's auditor. The Directors wish to appoint BDO Audit (SA) Pty Ltd as the Company's auditor effective at the AGM.

The Directors recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 - Re-instate the proportional takeover approval provisions in its Constitution

Rule 75 of the Company's Constitution, which took effect on 17 September 2010, contained provisions dealing with proportional takeover bids for the Company's Shares that were made in accordance with the Corporations Act.

Under section 648G of the Corporations Act, proportional takeover provisions must be renewed every 3 years or they will cease to have effect. Accordingly, the provisions in Rule 75 of the Constitution ceased to have effect on or about 17 September 2013.

Section 136(2) of the Corporations Act provides that a Company can only modify its constitution by a special resolution.

Accordingly, the Company is now seeking to re-instate the proportional takeover approval provisions in its Constitution. Resolution 4 is a Special Resolution and as such must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

If Resolution 4 is approved, the proposed provisions will have effect for 3 years from the date the resolution is passed.

In accordance with the Corporations Act, the Company provides the following information to Shareholders when considering the re-instatement of the proportional takeover approval provisions the Company's constitution.

What is a proportional takeover bid, and why do we need the proportional takeover approval provisions?

A proportional takeover bid includes the bidder offering to buy a proportion only of each Shareholder's Shares in the Company. Accordingly, if accepted, the Shareholder would sell a portion of their Shares and retain the balance. This means that control of the Company may pass without members having the chance to sell all their Shares to the bidder.

In order to deal with this possibility, section 648D of the Corporations Act provides that a company may include in its constitution a provision that enables it to refuse to register the transfer of shares acquired under a proportional takeover bid unless the bid is approved at a general meeting of the company.

The Directors consider that Shareholders should be able to vote on whether a proportional takeover bid ought to proceed given such a bid might otherwise allow control of the Company to change without Shareholders being given the opportunity to dispose of all of their Shares for a satisfactory control premium. The Directors also believe that the right to vote on a proportional takeover bid may avoid Shareholders feeling pressure to accept the bid even if they do not want it to succeed.

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What is the effect of the proportional takeover approval provisions?

If Resolution 4 is approved, Rule 75 of the Constitution would be re-instated and become effective as and from approval. This would require that any proportional takeover bid be approved at a general meeting of the class of members the subject of the bid.

If a proportional takeover bid is made, the directors must ensure that members vote on a resolution to approve the bid not less than 15 days before the bid period closes.

The vote is decided on a simple majority. Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote. However, the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn. If the bid is approved (or taken to have been approved) the transfers must be registered if they comply with the Corporations Act and the Company's Constitution.

The bid will be taken to have been approved if the resolution is not voted on within the deadline specified under the Corporations Act.

The proportional takeover approval provisions do not apply to full takeover bids, and only apply for 3 years after the date they are adopted as part of the Company's constitution. As noted above, the provisions may be renewed or reinserted upon the expiry of the initial 3 year period, but only by a special resolution passed by Shareholders.

Potential advantages and disadvantages

The renewal of the proportional takeover provisions approval will allow the Directors to ascertain members' views on a proportional takeover bid, it does not otherwise offer any advantage or disadvantage to the Directors who remain free to make their own recommendation as to whether the bid should be accepted.

The proportional takeover approval provisions in Rule 75 will ensure that all members have an opportunity to study a proportional bid proposal and vote on the bid at a general meeting. This is likely to ensure a potential bidder structures its offer in a way which is attractive to a majority of members, including by using appropriate pricing. Similarly, knowing the view of the majority of members may help individual members assess the likely outcome of the proportional takeover when determining whether to accept or reject the offer.

Additionally, a proportional takeover bid may enable control of the Company to pass without Shareholders having the opportunity to sell all their Shares to the bidder. As such, Shareholders may be left as minority holders. Rule 75 provides Shareholders with an element of control over any proportional takeover process whereby they may collectively determine whether the bid is acceptable.

However, it is also possible that the inclusion of such provisions in the Constitution may discourage proportional takeover bids and may reduce any speculative element in the market price of the Company's shares arising from the possibility of a takeover offer being made. It may also result in Shareholders losing the opportunity to sell some of their Shares at a premium under a proportional takeover bid and may reduce the likelihood of a proportional takeover bid being successful. The inclusion of the provisions may also be considered to constitute an unwarranted additional restriction of the ability of members to freely deal with their Shares.

The Board considers that the potential advantages for members of the proportional takeover approval provisions outweigh the potential disadvantages.

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Existing proposals

As at the date on which this statement was prepared, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Board recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

7. Resolution 5 – Approval to issue securities under Employee Share and Option Plan

Introduction

The Renaissance Uranium Limited Employee Share and Option Plan (**ESOP**) was adopted by the Directors prior to the Company listing on the ASX and a summary of the terms of the ESOP was included in the Prospectus of the Company dated 9 November 2010.

The Directors have resolved to re-adopt the ESOP on the same terms and conditions. The ESOP is again designed to provide an incentive to the Company's employees to achieve the long term objectives of the Company and to attract employees of experience and ability. A summary of the terms and conditions of the ESOP is contained in Schedule 2 to this Explanatory Memorandum. Under Resolution 5, the Company is seeking Shareholder approval to issue securities in the future under the ESOP as an exception to Listing Rules 7.1 and 7.1A.

Listing Rules 7.1 and 7.1A

Listing Rule 7.1, also known as the "15% rule", limits the capacity of a company to issue Equity Securities without the prior approval of its shareholders. In broad terms, Listing Rule 7.1 provides that a company may not, in any 12 month period, issue Equity Securities equal to more than 15% of the total number of ordinary securities on issue at the beginning of the 12 month period unless the issue is first approved by a majority of disinterested shareholders or the issue otherwise comes within one of the exceptions to Listing Rule 7.1 (15% Capacity).

Additionally, as described in greater detail in the Explanatory Memorandum for Resolution 4, under Listing Rule 7.1A, Eligible Entities are able to issue up to a further 10% of their capital in certain circumstances (Listing Rule 7.1A Capacity).

Exception 9 of Listing Rule 7.2

An exception to Listing Rules 7.1 and 7.1A exists for issues under employee incentive schemes such as the ESOP. If the exception applies, then Shares and Options issued under the ESOP will not count towards the Equity Securities that the Company may issue as part of its 15% Capacity or, if applicable, the Listing Rule 7.1A Capacity.

Pursuant to Exception 9 of Listing Rule 7.2, Shares and Options issued under the ESOP will not fall within 15% Capacity or Listing Rule 7.1A Capacity (if applicable) if Shareholders have approved the employee incentive scheme within the last 3 years and the Notice of Meeting contains:

- (a) a summary of the terms of the scheme;
- (b) the number of securities issued under the scheme since the date of the last approval;
and
- (c) a voting exclusion statement.

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Accordingly, Shareholder approval of the ESOP is sought under Exception 9 of Listing Rule 7.2 so that any issue of securities under the ESOP over the next 3 years is disregarded when determining the 15% Capacity and Listing Rule 7.1A Capacity (if applicable). For this purpose, in accordance with Exception 9 of Listing Rule 7.2, the Company advises that:

- (a) a summary of the terms and conditions of the ESOP is contained in Schedule 2 to this Explanatory Memorandum.
- (b) the Company has not issued any Shares or Options under the ESOP since the Company was admitted to the official list of the ASX on 13 December 2010. Performance rights have been issued to Directors under the Performance Rights Plan approved by shareholders at the AGM held on 30 November 2012 and separate to the ESOP.
- (c) because Directors are eligible to participate in the ESOP, a voting exclusion statement is included in the Notice of Meeting in relation to Directors and their associates.

Participation of Directors

Whilst under the provisions of the ESOP Directors are eligible to participate in the plan, no Shares or Options will be issued to Directors (or their nominees) unless further specific approval for the issue of those Shares or Options is obtained pursuant to the provisions of Listing Rule 10.14.

Due to a potential interest in the outcome of this Resolution 5, the Directors make no recommendation as to how you should vote on this Ordinary Resolution.

Voting restrictions

There are restrictions on voting on this resolution by Directors and their associates and Key Management Personnel and their Closely Related Parties, for additional details please refer to the Voting Exclusion Statement in Resolution 5 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chairperson will be cast by the Chairperson and counted in favour of the resolutions the subject of this Meeting, including this Resolution 5, subject to compliance with the Corporations Act and the Listing Rules.

8. Resolution 6 - Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

Introduction

Pursuant to Resolution 6, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period, pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**Placement Securities**), each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or, if the Placement Securities are not issued within five trading days of that date, the date on which the Placement Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Placement Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

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Funds raised from the issue of Placement Securities, if undertaken, would be applied towards the costs of such placement, an acquisition of new assets or investments (including expenses or interest associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

The Directors of the Company unanimously recommend that shareholders vote in favour of Resolution 6.

Listing Rule 7.1A

a) General

(1) Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index (**Eligible Entity**).

For illustrative purposes only, on 29 October 2013, the Company's market capitalisation was \$4,706,800 based on the closing trading price on that date. The calculation of market capitalisation will be based on the closing price of the shares, on the last trading day on which trades in the shares were recorded before the date of the AGM, multiplied by the number of shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained shareholders' approval pursuant to this Resolution 6, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

(2) Shareholder approval

The ability to issue the Placement Securities is conditional upon the Company obtaining shareholder approval by way of a Special Resolution at the meeting (which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution).

b) 10% Placement Period - Listing Rule 7.1A.1

Assuming Resolution 6 is passed, shareholder approval of the Additional 10% Placement under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- (1) the date that is 12 months after the date of the AGM; or
- (2) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the issue of the Placement Securities then the approval will expire on 29 November 2014, unless shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

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c) Calculation for Additional 10% Placement - Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that Eligible Entities which have obtained shareholder approval at an annual general meeting may issue, or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of ordinary securities on issue 12 months before the date of issue or agreement:

- (1) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- (2) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- (3) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4 (but note that this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without shareholder approval); and
- (4) less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10 percent.

E is the number of Equity Securities issued, or agreed to be issued, under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

d) Listing Rule 7.1A.3

(1) Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this notice of meeting, the only class of Equity Securities in the Company quoted on the ASX are ordinary shares. The Company presently has 114,800,000 Shares on issue at the date of this Notice of Meeting.

(2) Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (A) the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- (B) if the relevant Placement Securities are not issued within five trading days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

e) Information to be given to ASX - Listing Rule 7.1A.4

If Resolution 6 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- (1) a list of allottees of the Placement Securities and the number of Placement Securities allotted to each (this list will not be released to the market); and

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- (2) the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
- (A) details of the dilution to the existing holders of ordinary securities caused by the issue;
 - (B) where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing shareholders would have been eligible to participate;
 - (C) details of any underwriting arrangements, including any fees payable to the underwriter; and
 - (D) any other fees or costs incurred in connection with the issue.

f) Listing Rules 7.1 and 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice of Meeting, the Company has on issue 114,800,000 Shares. Assuming that Resolutions 4 and 5 are passed, the Company will have the capacity to issue the following shares on the date of the Meeting:

- (1) 17,220,000 Equity Securities under Listing Rule 7.1; and
- (2) subject to shareholder approval being obtained under Resolution 6 - 11,480,000 shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as described above).

Specific Information required by Listing Rule 7.3A

a) Minimum Price of securities issued under Listing Rule 7.1A - Listing Rule 7.3A.1

Pursuant to, and in accordance with Listing Rule 7.1A.3, the Placement Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the Placement Securities are to be issued is agreed; or
- (2) if the Placement Securities are not issued within five trading days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The minimum price cannot be determined at this stage, however the Company will disclose to the ASX the issue price on the date of issue of the Placement Securities.

b) Risk of economic and voting dilution - Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 6 is passed and the Company issues the Placement Securities, there is a risk of economic and voting dilution to the existing shareholders. The Company currently has on issue 114,800,000 Shares. Assuming that Resolution 6 is passed, the Company could issue 11,480,000 Shares on the date of the meeting pursuant to Listing Rule 7.1A (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of Placement Securities will have a dilutive effect on existing shareholders.

Explanatory Memorandum

In particular, in relation to the issue of any Placement Securities, there is a risk that:

- (1) the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Placement Securities than it is on the date of the meeting; and
- (2) the Placement Securities may be issued at a price that is at a discount to the Market Price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued share capital has doubled and the Market Price of the shares has halved. Table 1 also shows additional scenarios in which the issued share capital has increased (by both 50% and 100%) and the Market Price of the shares has:

- decreased by 50%; and
- increased by 100%.

Table 1

| Issued Share Capital (Variable A) | 50% decrease in Market Price \$0.0205 | | Current Market Price \$0.041 | | 100% increase in Market Price \$0.082 | |
|---|--|-------------------|---------------------------------|-------------------|--|-------------------|
| | 10 % Voting Dilution | Capital Raised | 10 % Voting Dilution | Capital Raised | 10 % Voting Dilution | Capital Raised |
| Present Issued Share Capital = 114,800,000 shares (Variable A) | 11,480,000 | \$235,340 | 11,480,000 | \$470,680 | 11,480,000 | \$941,360 |
| 50% Increase in Share Capital = 172,200,000 Shares (Variable A) | 17,220,000 | \$353,010 | 17,220,000 | \$706,020 | 17,220,000 | \$1,412,040 |
| 100% Increase in Share Capital = 229,600,000 Shares (Variable A) | 22,960,000 | \$470,680 | 22,960,000 | \$941,360 | 22,960,000 | \$1,882,720 |

Table 1 - Assumptions and explanations

- The Market Price is \$0.041 based on the closing price of the shares on ASX on 29 October 2013.
- The above table only shows the dilutionary effect based on the issue of the Placement Securities (assuming only Shares are issued) and not any shares issued under the 15% under Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- The Company issues the maximum number of Placement Securities.
- The issued share capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 29 October 2013.
- The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).

c) Final date for issue - Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the Placement Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 29 November 2014. The approval under Resolution 6 for the issue of the Placement Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

Explanatory Memorandum

d) Purpose - Listing Rule 7.3A.4

As noted above, the purpose for which the Placement Securities may be issued includes to raise funds for the Company and as non-cash consideration (further details of which are set out below). Funds raised from the issue of Placement Securities, if undertaken, would be applied towards cost of the placement, an acquisition of new assets or investments (including expenses and interest associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and general working capital.

e) Shares Issued for Non-cash consideration - Listing Rule 7.3A.4

The Company may issue Placement Securities for non-cash consideration, such as the acquisition of assets or investments, payment of fees for the grant of options or the exercise of options over assets or investments or the payment of other expenses of the Company. If the Company issues Placement Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Placement Securities complies with Listing Rule 7.1A.3.

f) Company's Allocation Policy - Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Placement Securities. The identity of the allottees of Placement Securities will be determined on a case-by-case basis having regard to a number of factors including, but not limited to, the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing shareholders can participate;
- (2) the effect of the issue of the Placement Securities on the control of the Company;
- (3) the financial situation and solvency of the Company; and
- (4) advice from corporate, financial and broking advisers (if applicable).

The allottees of the Placement Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which Placement Securities are issued as consideration, it is likely that the allottees of some of the Placement Securities will be the vendors of the new assets or investments.

g) Company has previously obtained shareholder approval under Listing Rule 7.1A – Listing Rule 7.3A.6

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2012 AGM but has not issued any Equity Securities under this authority.

Explanatory Memorandum

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6, regarding the Equity Securities issued in the previous 12 months preceding the date of the AGM (that is, since 30 November 2012):

Listing Rule 7.3A.6(a): Total equity securities issued in previous 12 months

| | |
|---|---|
| Number of equity securities on issue on at commencement of 12 month period | 114,800,000 Shares 14,300,000 Options 129,100,000 Equity Securities (Total) |
| Equity securities issued in prior 12 month period | 1,650,000 Performance Rights |
| Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period | 1.28% |

Listing Rule 7.3A.6(b): Details of equity securities issued in previous 12 months

| | |
|---|---|
| Date of issue: | To be issued prior to AGM |
| Number to be issued | 1,650,000 |
| Type of equity security: | Performance Rights |
| Summary of terms: | Each Performance Right entitles the holder, subject to satisfaction of vesting conditions, to acquire one Share for nil cash consideration. Details of the terms of the Performance Rights were set out in the 2012 AGM materials announced on 1 November 2012. |
| Names of persons who will receive securities or basis on which those persons was determined | Mr David Christensen – 840,000 Performance Rights Mr Geoffrey McConachy – 810,000 Performance Rights |
| Price at which equity securities will be issued: | Nil cash consideration. Market Price on the date the Performance Rights were approved was \$0.056 – 30 November 2012. Market Price on 29 October 2013 was \$0.041 and the Performance Rights will be issued prior to the AGM to be held on 29 November 2013. |
| Non-cash consideration paid | Performance Rights will be issued to Executives of the Company to provide them with a reward and incentive for future services which they will provide to the Company to further progress the aims and objectives of the Company. No cash consideration will be paid by the recipients. |
| Current value of that non-cash consideration | \$67,650 (based on closing price of \$0.041 on 29 October 2013). |

Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any Placement Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the Placement Securities), shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Explanatory Memorandum

9. Resolution 7 – Approval for Change of Company Name

Rationale for proposed change

The proposed change is put forward to more appropriately reflect the Company's multi-commodity nature of the Company's exploration programs and activities.

Requirement for Change in Name

The Corporations Act provides that if a company wants to change its name, it must:

- (a) pass a special resolution, which is a resolution approved by at least 75% of the votes cast by members who are entitled to vote on a resolution, adopting a new name; and
- (b) make an application to ASIC in the prescribed form in respect of the change in name.

Effect of approval of the Resolution

If Resolution 7 is approved, the Company will lodge an application with ASIC requesting ASIC alter the details of the Company's registration status to reflect this change to the Company's name.

If the proposed name is available ASIC is required to change the Company's name by altering the details of the Company's registration to reflect the change and the change of name comes into effect when ASIC alters the details of the Company's registration. The Company's ASX code will not change upon the Company changing its name.

The Directors recommend that you vote in favour of this Special Resolution.

Explanatory Memorandum

10. Interpretation

In this Explanatory Memorandum:

ASIC means the Australian Securities and Investments Commission;

ASX means the ASX Limited ABN 98 008 624 691;

Board means the board of directors of the Company;

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

- (a) a spouse or child of the member; or
- (b) a child of the member's spouse; or
- (c) a dependant of the member or the member's spouse; or
- (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 dealings with the entity; or
- (e) a company the member controls; or
- (f) a person prescribed by the regulations for the purposes of this definition;

Company means Renaissance Uranium Limited ACN 135 531 341;

Corporations Act means the *Corporations Act 2001* (Cth) as amended from time to time;

Directors mean directors of the Company;

Equity Securities has the meaning given to that term in the Listing Rules;

Explanatory Memorandum means this explanatory memorandum accompanying the Notice of Meeting;

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity;

Listing Rules means the official listing rules of the ASX as amended from time to time;

Market Price has the meaning given to that term in the Listing Rules;

Meeting or **Annual General Meeting** or **AGM** means the Annual General Meeting of Shareholders to be held at The Belair Room, BDO, Level 7 BDO Centre, 420 King William St, Adelaide South Australia 5000 on 29 November 2013 at 2.00pm (Adelaide time);

Notice of Meeting means the notice of meeting convening the Meeting and the Explanatory Memorandum;

Options mean an option to subscribe for ordinary Shares in the capital of the Company;

Ordinary Resolution means a resolution passed by more than 50% of the votes cast at a general meeting of shareholders;

Resolution means a resolution to be proposed at the Meeting;

Shareholder means a holder of Shares in the Company;

Shares means ordinary fully paid shares in the issued capital of the Company;

Special Resolution means a resolution:

- (a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- (b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to:

Angelo Gaudio (Company Secretary)
36 North Terrace,
Kent Town, South Australia 5067
(08) 8363 6989

Explanatory Memorandum

Schedule 1 – Proportional takeover provisions in Constitution (Resolution 4)

75. Takeover approval provisions

Subject to the provisions of the *Corporations Act*, where offers have been made for shares in the Company under a takeover bid and each such offer relates to a proportion of these shares in the Company included in a class of shares being a proportion that is the same in respect of each offer (**Takeover Bid**) the Directors shall refuse to register a transfer giving effect to a contract resulting from the acceptance of any offer pursuant to the Takeover Bid unless the provisions of this Rule have been complied with:

- (a) the Directors shall convene a Meeting of the Company to be held in accordance with this Constitution on a day which is not less than fifteen (15) days prior to the end of the period during which the offers made pursuant to the Takeover Bid remain open;
- (b) at the Meeting referred to the Members entitled to vote in accordance with Rule (c) shall consider and vote on a resolution approving the Takeover Bid which resolution shall be taken to have been passed if the votes cast in favour of the resolution exceed fifty per centum (50%) of all votes validly passed in respect of the resolution; and
- (c) for the purposes of the resolution referred to in Rule (b) a person (other than the offerer under the Takeover Bid or a person associated within the meaning of the *Corporations Act* with the bidder) who, as at 5.00pm on the day on which the first offer under the Takeover Bid was made, held shares included in the class of shares the subject of the Takeover Bid is entitled to vote and despite anything contained in this Constitution shall have one vote for each such share held.

Explanatory Memorandum

Schedule 2 – Summary of Terms and Conditions of Employee Share and Option Scheme (Resolution 5)

1. The Scheme is to extend to Eligible Employees of Renaissance Uranium Limited ACN 135 531 341 (the **Company**) or an associated body corporate of the Company as the Board may in its discretion determine.
2. The total number of Shares to be issued by the Company to Eligible Employees in respect of which either Shares or Options have been issued under the Scheme shall not at any time exceed five percent (5%) of the Company's total issued ordinary Share capital in that class at that time when aggregated with:
 - (a) the number of Shares in the same class which would be issued with each outstanding offer with respect to Shares or Options under any share option scheme of the Company accepted and exercised; and
 - (b) the number of Shares in the same class issued during the previous five (5) years pursuant to:
 - (1) the Scheme to an Eligible Employee; or
 - (2) any employee share option scheme of the Company,but excluding for the purposes of the calculation, any offer made, or Option acquired or Share issued by way of or as a result of:
 - (3) any offer to a person situated at the time of receipt of the offer outside of this jurisdiction; or
 - (4) an offer that did not require disclosure to investors because of Section 708 of the Corporations Act; or
 - (5) an offer that did not require the giving of a product disclosure statement because of Section 1012D of the Corporations Act; or
 - (6) an offer made under a disclosure document or product disclosure statement within the meaning of those terms in the Corporations Act.
3. The Shares are to be issued at a price determined by the Board.
4. The Options are to be issued for no consideration.
5. The exercise price of an Option is to be determined by the Board at its sole discretion.
6. The Vesting Date will be any such date or dates with respect to the Options or tranches of Options (as the case may be) as may be determined by the Board from time to time.
7. The Option Commencement Date will be the date to be determined by the Board prior to the issuance of the relevant Options.
8. The Option Exercise Period commences on the Option Commencement Date and ends on the earlier of:
 - (a) the expiration of such period nominated by the Board at its sole discretion at the time of the grant of the Option but being not less than 2 years; or
 - (b) the Business Day after the expiration of three months, or any longer period which the Board may determine, after the Eligible Employee ceases to be employed by the Company or an associated body corporate of the Company; or
 - (c) the Eligible Employee ceasing to be employed by the Company or an associated body corporate of the Company due to fraud or dishonesty;

Explanatory Memorandum

9. Eligibility to participate is determined by the Board. Eligibility is restricted to Eligible Employees of the Company or an associated body corporate of the Company. The Board is entitled to determine:
 - (a) subject to paragraph 2, the total number of Shares and Options to be offered in any 1 year to Eligible Employees;
 - (b) the Eligible Employees to whom offers will be made; and
 - (c) the terms and conditions of any Shares and Options granted, subject to the Scheme.
10. Participants do not participate in dividends or in bonus issues unless the Options are exercised.
11. Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the Listing Rules
12. In the event of a pro rata issue (except a bonus issue) made by the Company during the term of the Options the Company may adjust the exercise price for the Options in accordance with the Listing Rules.
13. The Board has the right to vary the entitlements of all participants to take account of the effective capital reconstructions, bonus issues or rights issues.
14. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
15. The Board may impose as a condition of any offer of Shares and Options under the Scheme any restrictions on the transfer or encumbrance of such Shares and Options as it determines.
16. The Board may vary the Scheme.
17. The Scheme is separate to and does not in any way form part of, vary or otherwise affect the rights and obligations of a participant under the terms of his or her employment or arrangement.
18. At any time from the date of an Offer until the Acceptance Date of that Offer, the Board undertakes that it shall provide information as to:
 - (d) the Current Market Price of the Shares; and
 - (c) the acquisition price of the Shares or Options offered where this is calculated by reference to a formula, as at the date of the Offer,to any Participant by mail (or such other form of notification as agreed by the Company and the Participant) within 3 Business Days of a written request to the Company from that Participant to do so.

ANNEXURE A

Member Nomination for Appointment of Auditor

CASALAMADA PTY LTD
(ACN 143 514 925)
15 Ising Road
Crafers, SA 5152

17th October 2013

Secretary,
Renaissance Uranium Limited
36 North Terrace
Kent Town SA 5067

Dear Sir.

I/We, Casalamada Pty Ltd, being a shareholder of Renaissance Uranium Limited ACN 135,531,341 (the Company), give written notice pursuant to section 328B(1) of the Corporations Act 2001 (Cwlth) (Act) of the nomination of BDO Audit (SA) Pty Ltd as Auditor of the Company at the forthcoming Annual General Meeting.

Please circulate a copy of this Notice as required under the Act.

Yours sincerely,



C.G. Anderson
Director

Proxy, representative and voting entitlement instructions

Proxies and representatives

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. The proxy may, but need not, be a shareholder of the Company.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the *Corporations Act 2001* (Cth).

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the *Corporations Act*.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be **deposited at, posted to, or sent by facsimile transmission to the address listed below** not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

Renaissance Uranium Limited

36 North Terrace, Kent Town, South Australia 5067.

Telephone Phone: (08) 8363 6989

Facsimile No: (08) 8363 4989

If a representative of the corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on 27 November 2013. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

You must sign the proxy 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 security holders should sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document with the 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.



ABN 90 135 531 341

LODGE YOUR VOTE

By Mail:

36 North Terrace
Kent Town
South Australia 5067

By Fax: +61 8 8363 4989

All telephone enquiries: +61 8 8363 6989

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to vote on your behalf

I/We being a member/s of Renaissance Uranium Limited and entitled to attend and vote hereby appoint:

the Chairman
of the Meeting

OR if you are NOT
appointing the Chairman of
the Meeting as your proxy,
please write the name of the
person or body corporate you
are appointing as your proxy.

!

PLEASE NOTE: Leave this box
blank if you have selected the
Chairman of the Meeting. Do
not insert your own name(s).

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 directions have been given, as the proxy sees fit, subject to compliance with the Corporations Act and the Listing Rules) at the Annual General Meeting of Renaissance Uranium Limited to be held at The Belair Room, BDO, Level 7 BDO Centre, 420 King William St, Adelaide South Australia 5000 on 29 November 2013 at 2.00pm (Adelaide time) and at any adjournment of that meeting.

Important - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

The Chairman of the Meeting intends to vote undirected proxies **in favour of each item of business**, subject to compliance with the Corporations Act and the Listing Rules.

Resolutions 1 and 5 (Corporations Act voting restrictions)

If the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chairman to exercise your proxy on Resolutions 1 and 5 (except where I/we have indicated a different voting intention below), even though Resolutions 1 and 5 are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chairman. If you do not wish to authorise the Chairman to vote in this way, you should direct your vote in accordance with Step 2 below.

Resolution 5 (Listing Rule voting restrictions)

If the Chairman of the meeting 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 the resolution/s, please place a mark in the box opposite.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of resolution 5 (Relevant Resolution) and that votes cast by the Chair of the meeting for the Relevant Resolution other than as proxy holder will be disregarded because of that interest.

If the Chair of the meeting is your proxy and you do not mark this box or direct the Chair of the meeting how to vote above, the Chair of the meeting will not cast your votes on the Relevant Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Relevant Resolution.

Important - Exercise of undirected proxies by Key Management Personnel

If a member of the Company's Key Management Personnel (other than the Chairman) or their closely related parties, is your proxy and you have not directed the proxy how to vote, that person will not vote your shares on Resolutions 1 and 5 (being resolutions which are connected directly or indirectly with the remuneration of members of the Company's Key Management Personnel).

Key Management Personnel of the Company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. The Remuneration Report identifies the company's Key Management Personnel for the financial year ended 30 June 2013. Their closely related parties are defined in the Corporations Act 2001 (Cth), and include certain of their family members, dependants and companies they control.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions before marking any boxes with an .

STEP 2 Voting Directions for Items of Business

! PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

| Resolution | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 1. Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Geoffrey McConachy as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Appointment of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Re-instate the proportional takeover approval provisions in the Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. Approval to issue securities under Employee Share and Option Plan | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. Approval to Issue an Additional 10% of the Issued Capital of the Company over a 12 Month Period Pursuant to Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. Change of Company Name | <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, subject to the Corporations Act and the Listing Rules.

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 by marking the appropriate box above.

STEP 3 Signature of Security holder(s) *This section must be completed.*

Security holder 1

Security holder 2

Security holder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name _____ Phone No. _____ Date _____

This form should be signed by the shareholder. If a joint holding, all shareholders should sign. If signed by the shareholder's attorney, the power of attorney must be attached to this form. If executed by a company, the form must be executed in accordance with company's constitution and the *Corporations Act 2001 (Cth)*.