newera uranium LIMITED

ACN 118 554 359

# SHORT FORM PROSPECTUS

For the offer of up to approximately 3,836,114 Shares at an issue price of 25 cents per Share to Shareholders who hold less than a Minimum Parcel on the Record Date to raise up to approximately $959,028 (**Top Up Offer**).

**Important Notice**

This Prospectus is a short form prospectus issued in accordance with Section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to another document the information of which is deemed to be incorporated in this Prospectus.

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**Timetable and Important Dates**

| EVENT | DATE |
|---|---|
| Record Date for determining entitlements under Top Up Offer | Tuesday, 16th January 2007 |
| Prospectus lodged with the ASIC and ASX/ Shareholders with less than a Minimum Parcel informed of Top Up Offer | Monday, 22nd January 2007 |
| Despatch Prospectus / Opening Date | Wednesday, 24th January 2007 |
| Closing Date | Monday, 12th February 2007 |
| Holding statements dispatched and normal trading commences | Friday, 16th February 2007 |

* The Directors may extend the Closing Date for the Top Up Offer without prior notice. As such, the date the Shares are expected to commence trading on ASX may vary.

# IMPORTANT NOTICE

This Prospectus is dated 22 January 2007.

A copy of this Prospectus was lodged with the ASIC on 22 January 2007. The ASIC takes no responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. Application will be made within seven (7) days after the date of this Prospectus for permission for the Shares offered by this Prospectus to be listed for Quotation.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to apply for Shares. There are risks associated with an investment in Newera Uranium Limited and the Shares offered under this Prospectus must be regarded as a speculative investment. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares.

Details of the definitions and abbreviations used in this Prospectus are set out in section 8.

**Short Form Prospectus**

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means this Prospectus alone does not contain all the information that is generally required to satisfy the disclosure requirements of the Corporations Act. Rather, it incorporates all other necessary information by reference to information contained in the IPO Prospectus lodged with the ASIC on 17 May 2006.

In referring to the IPO Prospectus, the Company:

(a) identifies the IPO Prospectus as being relevant to the offer of Shares under this Prospectus and containing information that will provide investors and their professional advisers with information to assist them in making an informed assessment of:

    (i) the rights and liabilities attaching to the Shares;

    (ii) the capacity of the Company to issue the Shares; and

    (iii) the assets and liabilities, financial position and performance, profits and losses and prospects of Newera;

(b) refers investors and their professional advisers to section 4 of this Prospectus which summarises the information in the IPO Prospectus deemed to be incorporated in this Prospectus;

(c) informs investors and their professional advisers that they are able to obtain, free of charge, a copy of the IPO Prospectus by contacting the Company at its registered office during normal business hours during the Offer Period; and

(d) advises that the information in the IPO Prospectus will be primarily of interest to investors and their professional advisers or analysts.

## 1. CORPORATE DIRECTORY

**Directors**

Mr Martin Blakeman (Managing Director)
Mr Mark Maine (Non-Executive Chairman)
Mr Greg Miles (Non-Executive Director)

**Company Secretary**

Winton Willesee

**Australian Company Number**

118 554 359

**Registered and Principal Office**

Suite 5 / 2 Centro Avenue
SUBIACO WA 6008

Telephone: (08) 9382 3100
Facsimile: (08) 9382 3866

**Auditor and Investigating Accountant**

Rix, Levy Fowler
Level 1
12 Kings Park Road
WEST PERTH WA 6005

**Solicitors to the Company**

Steinepreis Paganin
Lawyers & Consultants
Level 4, Next Building
16 Milligan Street
PERTH WA 6000

**Corporate Adviser**

Cygnet Capital Pty Ltd
Unit 4 / 26 Clive Street
WEST PERTH WA 6005

**Share Registry**

Securities Transfer Registrars Pty Ltd
Alexandria House Suite 1
770 Canning Hwy
APPLECROSS WA 6153

Telephone: (08) 9315 2333
Facsimile: (08) 9315 2233

## 2. LETTER FROM DIRECTORS

19th January 2007

Dear Shareholder,

(Holder of Shares with a value less than $2,000 at the Record Date – deemed to be "less than the Minimum Parcel"),

On the 17th May 2006 Newera Uranium Limited ("Newera") issued it's Initial Public Offer ("IPO") Prospectus, within which was detailed an issue of 10 million shares to Cazaly Resources Ltd ("Cazaly") as vendor consideration for the Uranium Projects Newera acquired from Cazaly.

Subsequent to Newera's successful completion of its IPO capital raising and the listing of Newera on the 22nd June 2006, Cazaly announced it intention to conduct an in-specie distribution to Cazaly shareholders of Cazaly's 10 million Newera shares.

On the 11th January 2007 Cazaly announced that it had completed the in-specie distribution of Newera shares to its shareholders, such that all Cazaly shareholders on Cazaly's share register at the record date received approximately one (1) Newera share for every 5.1377 Cazaly shares. As a result of the Cazaly distribution, Newera now has approximately 3,000 shareholders on its register, with approximately 1,850 holding less than a marketable parcel (defined by The Australian Stock Exchange ("ASX") Listing Rules as a parcel of securities of not less than $500).

The Board of Newera has determined that it would benefit Newera and those shareholders holding marketable parcels, if Newera were to conduct a round up of unmarketable parcels of shares. Should you hold an unmarketable parcel of Newera shares at a record date to be determined after this Top Up offer, you will receive a "Sale notice to holders of unmarketable parcels of Shares pursuant to clause 8 of Newera's Constitution".

The Board has also determined that as part of the round up process, it would offer the opportunity to holders of less than Minimum Parcels (deemed by the Board as a parcel of shares of not less than $2,000), to top up their shareholding in Newera by subscription through this Prospectus, up to the minimum parcel level ($2,000 being 8,000 Shares).

Holders of less than a Minimum Parcel receiving this offer to Top Up their Shareholding in Newera should note that the Offer is capped at the minimum parcel level ($2,000 being 8,000 Shares) and subscribers should therefore only apply for the number of Shares to which they are entitled ( indicated in the application form ) or less.

For those Newera shareholders receiving this offer who are new shareholders, Newera is a progressive uranium exploration company with three highly uranium prospective project areas, Quartz Hill in the Northern Territory and Lakeway and Gascoyne in Western Australia. All project tenements were selected, based on knowledge of historic uranium results from previous exploration.

The exploration program proposed by management for the year 2007 will be very active with exploration proposed for all project areas currently held.

Should you accept the Offer contained within this Prospectus, we look forward to your continuing support as a shareholder in Newera Uranium Limited.

Yours Sincerely,

Martin Blakeman
Managing Director

## 3. DETAILS OF THE OFFER

### 3.1 Top Up Offer

The Top Up Offer is an offer to Shareholders who hold less than a Minimum Parcel as at the Record Date to purchase new Shares at an issue price of 25 cents per Share to bring their holding up to a parcel of Shares with a value of $2,000 (8000 Shares based on an issue price of 25 cents per Share).

### 3.2 Purpose of the Top Up Offer

The purpose of the Top Up Offer is to increase the holding of those Shareholders with less than a Minimum Parcel of Shares as at the Record Date.

The funds raised by the Top Up Offer (up to approximately $959,028) will be applied toward exploration costs, general working capital expenses of the Company and to meet estimated expenses of the Top Up Offer of approximately $8,000.

### 3.3 Action Required

Shareholders with less than a Minimum Parcel as at the Record Date will be provided with a Top Up Acceptance Form that states the number of Shares the Shareholder can apply for in order to top up their holding to a parcel of Shares with a value of $2,000 (based on an issue price of 25 cents per Share).

(a) If you wish to accept your Entitlement to the Top Up Offer in full:

  (i) complete the Top Up Acceptance Form, filling in the details in the spaces provided; and

  (ii) attach your cheque for the amount indicated on the Top Up Acceptance Form.

(b) If you only wish to accept part of your Entitlement to the Top Up Offer:

  (i) fill in the number of Shares you wish to accept in the space provided on the Top Up Acceptance Form; and

  (ii) attach your cheque for the appropriate application monies (at 25 cents per Share).

(c) If you do not wish to accept your Entitlement to the Top Up Offer, you are not obliged to do anything.

**If you do not accept the Top Up Offer, and hold less than $500 worth of Shares based on the price the Shares at date determined by the Company, the Company intends to issue a notice to you that will enable the Company to sell your Shares and deliver to you the proceeds of the sale. This notice will only be issued after the Company has obtained shareholder approval to allow the sale process to occur.**

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Newera Uranium Limited – Top Up Offer Account" and crossed "Not Negotiable".

Your completed Top Up Acceptance Form and cheque must reach the Company's share registry no later than 5pm WST on the Closing Date.

### 3.4 Closing Date

The Closing Date for the Top Up Offer is 5.00pm WST on Monday, 12th February 2007. The Directors may extend the Closing Date. As such, the date the Shares are expected to commence trading on ASX may vary with any change in the Closing Date.

### 3.5 Minimum Subscription

There is no minimum subscription.

### 3.6 Oversubscriptions

Oversubscriptions will not be accepted.

### 3.7 Underwriting

The Top Up Offer is not underwritten.

### 3.8 Shortfall

The Company reserves the right, within four (4) weeks of the Closing Date, to issue the Shortfall at the discretion of the Directors.

Please do not complete a Shortfall Application Form unless directed to do so by one of the Directors.

The offer of Shares the subject of the Shortfall is a separate offer under this Prospectus and will remain open up to four (4) weeks from the Closing Date.

### 3.9 Stock Exchange Quotation

Application for Official Quotation of the Shares by ASX will be made by the Company within seven (7) days of the date of this Prospectus.

If the Shares are not admitted to Official Quotation within three (3) months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Shares offered by this Prospectus will be granted. In that circumstance, all applications will be dealt with in accordance with section 724 of the Corporations Act.

### 3.10 Overseas Shareholders

This document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

The Company has formed the view that it is unreasonable to make offers of securities under the Top Up Offer to shareholders with a registered address outside Australia after having regard to each of the following:

(a) the number of holders in each jurisdiction outside of Australia;

(b) the number and value of the Shares that would be offered to these holders; and

(c) the cost of complying with the legal and regulatory requirements in these foreign jurisdictions.

### 3.11 Enquiries

If you have any questions concerning your entitlement, please contact the Company's share registry by telephone on (08) 9315 2333, or contact your professional adviser.

## 4. INFORMATION DEEMED TO BE INCORPORATED IN PROSPECTUS

### 4.1 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type, however, it incorporates by reference, information contained the IPO Prospectus that was lodged with the ASIC on 17 May 2006.

The information to be incorporated by reference into this Prospectus is summarised below in section 4.2 and will primarily be of interest to investors and their professional advisers or analysts.

Investors and their professional advisers are able to obtain a copy of the IPO Prospectus free of charge by contacting the Company at its registered office during normal business hours during the Offer Period. The IPO Prospectus will also be available by searching the ASIC's records in relation to Newera, or by visiting the Company's website at www.nru.com.au.

### 4.2 Summary of Information Deemed to be Incorporated

Set out below is a summary of the information contained in the IPO Prospectus that is deemed to be incorporated in this Prospectus to assist investors and their professional advisers to determine whether they need to obtain a copy of the IPO Prospectus for the purposes of making an informed investment decision in relation to the Shares.

*The sections referred to in this section 4.2 are references to sections in the IPO Prospectus.*

**Section 2 - Company and Project Overview**

Section 2 contains the general information which follows:

(a) a brief history of the Company;

(b) detailed information on the background of the Company's Projects; and

(c) information in relation to the Company's proposed exploration budget.

**Section 3 – Board and Management**

Section 3 contains information relating to each of the directors and the company secretary of the Company.

**Section 4 - Risk Factors**

Section 4 notes that an investment in Newera has risks reasonably expected of an investment in a business of its type. It details a number of factors that may impact on the success and future profitability of Newera. The factors referred to are government regulation and policy, competition, economic risks, market conditions, exploration success, operating risks, resource and reserve estimates, commodity price volatility and exchange rate risk, environmental risks, native title risks, additional requirements for capital and the speculative nature of the investment.

**Section 5 – Independent Geologist's Report**

Section 5 comprises of an Independent Geologist's Report prepared by Boonjarding Resources Ltd. The Independent Geologist's Report was included in the IPO Prospectus to assist investors and their financial advisers in making an assessment of the Company's tenement portfolio and proposed exploration program.

**Section 7 – Solicitor's Report on Tenements**

Section 7 comprises of a Solicitor's Report on Tenements prepared by Price Sierakowski.

The Solicitor's Report on Tenements was included in the IPO Prospectus to assist investors and their financial advisers in making an assessment of the tenure and status of the Company's tenement portfolio.

**Section 8 - Additional Information**

Section 8 sets out additional information required to be disclosed in the Prospectus including:

(a) rights attaching to Shares;

(b) summaries of material contracts;

(c) interests of Directors, including share qualifications, remuneration and holdings;

(d) interests of persons named in the IPO Prospectus;

(e) details of the consents of persons named in the IPO Prospectus;

(f) expenses of the offer;

(g) terms and conditions of the Options offered under this Prospectus; and

(h) a statement about any litigation that the Company is involved in (if any).

## 5. FINANCIAL INFORMATION

Set out below is:

(a) an unaudited balance sheet of the Company as at 31 December 2006; and

(b) an unaudited pro-forma consolidated balance of the Company as at 31 December 2006 incorporating the effect of the Offer.

**Newera Uranium Limited**
**ACN: 118 554 359**
**Unaudited Balance Sheets**
**As at 31 December 2006**

| | As at 31 December 2006 (Actual) | Pro-forma as at 31 December 2006 (Assuming full subscription) |
|---|---|---|
| CURRENT ASSETS | $ | $ |
| Cash at Bank | 2,841,966 | 3,792,994 |
| GST and Withholding Credits | 24,001 | 24,001 |
| TOTAL CURRENT ASSETS | 2,865,967 | 3,816,995 |
| | | |
| NON-CURRENT ASSETS | | |
| Plant Property and Equipment | 24,468 | 24,468 |
| Accumulated Depreciation | (3,005) | (3,005) |
| Tenement Assets | 2,305,000 | 2,305,000 |
| TOTAL NON-CURRENT ASSETS | 2,326,463 | 2,326,463 |
| | | |
| **TOTAL ASSETS** | **5,192,430** | **6,143,458** |
| | | |
| LIABILITIES | | |
| Trade Creditors | 59,862 | 59,862 |
| Payroll Liabilities | 15,411 | 15,411 |
| **TOTAL LIABILITIES** | **75,273** | **75,273** |
| | | |
| **NET ASSETS** | **5,117,157** | **6,068,185** |
| | | |
| EQUITY | | |
| Contributed Equity | 5,573,745 | 6,524,773 |
| Accumulated Losses | 456,588 | 456,588 |
| **TOTAL EQUITY** | **5,117,157** | **6,068,185** |

## 6. FURTHER INFORMATION

### 6.1 Listing on ASX and Escrow of Securities

Newera was admitted to the Official List on 15th June 2006 with Official Quotation of its Shares commencing on 19th June 2006.

Pursuant to chapter 9 of the ASX Listing Rules a number of the securities issued pursuant to the IPO Prospectus have been made subject to escrow requirements.

Details of these securities subject to escrow and the periods of escrow of those securities are as follows:

| TYPE | NUMBER | DATE OF RELEASE FROM ESCROW |
|---|---|---|
| Shares | 2,900,000 | 7th April 2007 |
| Shares | 4,275,000 | 1st March 2007 |
| Shares | 3,160,472 | 19th June 2008 |
| Options | 4,000,000 | 19th June 2008 |

The balance of the issued capital of the Company, being 26,369,978 Shares, are quoted and freely tradeable on ASX.

### 6.2 Activities Since Listing on ASX

Since listing on ASX, the Company has focussed on developing and implementing a strategy that is aimed at adding value for shareholders, including the acquisition of an interest in an additional tenement in the Quartz Hill Joint Venture.

### 6.3 Continuous Disclosure and Documents Available for Inspection

The Company is listed on ASX and its Shares are quoted on ASX.

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from or inspected at, an office of the ASIC. This includes the IPO Prospectus referred to in section 4 of this Prospectus.

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since official quotation on 15th June 2006. As at the time of lodging this Prospectus the only such documents were:

| Date | Details |
|---|---|
| 16/01/2007 | Change in Director's Interests Notice |
| 09/12/2006 | Appendix 3B |
| 08/12/2006 | Appendix 3B - Employee Incentive Options |
| 04/12/2006 | Appendix 3B: Exercise of Options |
| 21/11/2006 | Appendix 3B/Section 708A Notice |
| 20/11/2006 | Results of Annual General Meeting of Members |
| 15/11/2006 | Holds Feeder Channel to Lakeway Deposit |

13/11/2006 Confirms Uranium Mineralisation at Quartz Hill
30/10/2006 First Quarter Activities & Cashflow Report
18/10/2006 Notice of Annual General Meeting
18/10/2006 Response to ASX Query re Share Price
29/09/2006 Annual Report
25/09/2006 Completion of Placement of Shortfall Options
08/09/2006 Change of Registered Office & Principal Place of Business
29/08/2006 Rights Issue Acceptances
15/08/2006 Despatch of Prospectus
01/08/2006 Change to Rights Issue Timetable - Replacement
31/07/2006 Change to Rights Issue Timetable
31/07/2006 Fourth Quarter Activities Report
31/07/2006 Fourth Quarter Cashflow Report
28/07/2006 Letter to Shareholders: Non Renounceable Rights Issue
28/07/2006 Appendix 3B
28/07/2006 Short Form Disclosure Document
25/07/2006 Presentation
11/07/2006 Response to ASX Query
11/07/2006 To Add New Tenement
05/07/2006 Rights Issue Timetable
21/06/2006 Becoming a substantial holder from CAZ
20/06/2006 Initial Director's Interest Notice x 3
16/06/2006 Avermore Limited - Constitution
16/06/2006 Appendix 1A - ASX Listing application & agreement
15/06/2006 Confirmation of payment pursuant to the FarmIn & JVAgreement
15/06/2006 Corporate Governance Statement
15/06/2006 Full Terms & Conditions of the Employee Incentive Scheme
15/06/2006 Full Terms and Conditions of Unlisted Options
15/06/2006 Top 20 shareholders
15/06/2006 Pre-Quotation Disclosure
15/06/2006 ASX Circular : Commencement of Official Quotation
15/06/2006 Admission to Official List
07/06/2006 Disclosure Document
30/05/2006 Disclosure Document

## 6.4 Trading History

The Company's Shares commenced trading on ASX on 19th June 2006 and consequently, the trading history on ASX as at the date of this Prospectus is limited to that period.

The highest and lowest recorded market sale prices of the Shares quoted on ASX during the period from commencement of Official Quotation to the date of this Prospectus were 47.5 cents on 14 November 2006 and 22.5 cents on 20 June 2006.

The last market sale price of the Shares on ASX on the last day that trading took place in these shares prior to the date of this Prospectus was 26.5 cents on 19 January 2007.

The highest and lowest recorded market sale prices of the Options quoted on ASX during the period from commencement of Official Quotation to the date of this Prospectus were 18.5 cents on 15 November 2006 and 5 cents on 12,13 and 14 September 2006.

The last market sale price of the Options on ASX on the last day that trading took place in these shares prior to the date of this Prospectus was 8 cents on 19 January 2007.

## 6.5 Capital Structure

The capital structure of the Company following completion of the Top Up Offer is summarised below (assuming all Shares are issued under this Prospectus):

| **Shares** | **Number** |
|---|---|
| Shares on issue at date of this Prospectus | 36,704,950 |
| Shares offered pursuant to this Prospectus | 3,836,114 |
| **Total Shares on issue at completion of the Top Up Offer** | **40,541,064** |

| **Options** | **Number** |
|---|---|
| Options on issue at date of this Prospectus | 18,345,050 |
| Options offered pursuant to this Prospectus | NIL |
| **Total Options on issue at completion of the Top Up Offer** | **18,345,050** |

In addition to the above, the Company has granted;

(a) 4,000,000 options to acquire Shares with an exercise price of 25 cents each and an expiry date of 31 December 2009. All of these options are escrowed until 19th June 2008;

(b) 250,000 options to acquire Shares with an exercise price of 35 cents each and an expiry date of 21 November 2009; and

(c) 250,000 options to acquire Shares with an exercise price of 41 cents each and an expiry date of 21 November 2009.

## 6.6 Rights Attaching to Shares

The rights, liabilities, privileges and restrictions attaching to Shares can be summarised as follows:

*Voting Rights*

Subject to any rights or restrictions for the time being attached to any class or classes of Shares (at present there are none), at meetings of Shareholders of Newera Uranium:

(a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares, shall have such number of votes as bears the same proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited).

*Rights on Winding Up*

Subject to the rights of holders of shares with special rights in a winding up (at present there are none), on a winding up of Newera Uranium all assets that may be legally distributed among members will be distributed in proportion to the number of fully paid Shares held by them (and a partly paid share is counted as a fraction of a fully paid share equal to the amount paid on it, divided by the total issue price of the share).

*Transfer of Shares*

Subject to the Constitution of the Company, the Corporations Act 2001, and any other laws and ASTC Settlement Rules and ASX Listing Rules, Shares are freely transferable.

*Future Increases in Capital*

The allotment and issue of any Shares is under the control of the Directors. Subject to restrictions on the allotment of Shares to Directors or their associates, the ASX Listing Rules, the Constitution of the Company and the Corporations Act 2001, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

*Variation of Rights*

Under the Corporations Act 2001, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of the issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

*Dividend Rights*

Subject to the rights of holders of shares issued with special, preferential or qualified rights (at present there are none), the profits of Newera Uranium which the Directors determine to distribute by way of dividend are divisible among the holders of ordinary Shares in proportion to the number of Shares held by them.

## 6.7 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in the Shares. Taxation consequences will depend on particular circumstances. Neither Newera nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Shares in Newera or dealing with an entitlement in this Top Up Offer.

## 6.8 Interests of Directors and Experts

A full disclosure of the interests of Directors, experts and promoters of and to the Company for the period commencing on incorporation of the Company and to the date of issue of the IPO Prospectus are set out in section 8 of the IPO Prospectus and other than as set out below or elsewhere in this Prospectus, that information and disclosure remains current.

Directors are not required under the Company's Constitution to hold any Shares. As at the date of this Prospectus, the Directors have relevant interests in securities in the Company as set out in the table below:

| Director | Number of Shares | Number of options |
|---|---|---|
| Martin Blakeman | 1,000,000 | 500,000 |
| Mark Maine | 100,000 | 50,000 |
| Greg Miles | 122,000 | 50,000 |

Details about the remuneration of the Directors is set out in the IPO Prospectus. Please refer to Section 4 of this Prospectus for further information.

## 6.9 Consents

Persons who make statements in this Prospectus or who made statements in the IPO Prospectus which are being incorporated by reference into this Prospectus need to provide their written consent for such use.

Each of the parties referred to in this section 6.6:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and

(b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

Steinepreis Paganin have given their written consent to being named as the solicitors to the Company in this Prospectus and have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Price Sierakowski have given their written consent to the inclusion by reference in this Prospectus of its Solicitor's Report on Tenements set out in Section 7 of the IPO Prospectus, in the form and context in which the report is included in the IPO Prospectus. Price Sierakowski have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Boonjarding Resources Ltd have given their written consent to the inclusion by reference in this Prospectus of its Independent Geologist's Report set out in Section 5 of the IPO Prospectus, in the form and context in which the report is included in the IPO Prospectus. Boonjarding Resources Ltd have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Security Transfer Registry Services Pty Ltd have given their written consent to being named the Company's share registry in this Prospectus and have not withdrawn their consent prior to lodgement of this Prospectus with the ASIC.

## 6.10 Legal Proceedings

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

## 6.11 Expenses of the Issue

The total expenses of the issue are estimated to be $8000 comprising legal and due diligence costs, printing and other administrative expenses, including ASX quotation fees.

## 7. AUTHORITY OF DIRECTORS

Each of the Directors has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act.

Dated the 22nd day of January 2007.

**Martin Blakeman**
**Managing Director**
**By order of the Board**
**For and on behalf of Newera Uranium Limited**

## 8. DEFINITIONS

**Applicant** means a person who submits a Top Up Acceptance Form.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means Australian Stock Exchange Limited (ACN 008 624 691).

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means a day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.

**CHESS** means ASX Clearing House Electronic Subregistry System.

**Closing Date** means 5.00 p.m. WST on Monday, 12th February 2007 (unless extended).

**Company** or **Newera** means Newera Uranium Limited (ACN 118 554 359).

**Constitution** means constitution of the Company as at the date of this Prospectus.

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

**Directors** means the directors of the Company from time to time.

**Dollars** or **$** means Australian dollars unless otherwise stated.

**IPO Prospectus** means the prospectus lodged by the Company with the ASIC on 17 May 2006 for the offer of 15,000,000 Shares at an issue price of 20 cents each to raise $3,000,000.

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

**Minimum Parcel** means a parcel of Shares of not less than $2,000 based on an issue price of 25 cents per Share (i.e. 8,000 Shares).

**Offer** means the offer of Shares pursuant to this Prospectus.

**Offer Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Official List** means the official list of ASX.

**Opening Date** means 24 January 2007.

**Option** means an option for the issue of a Share.

**Quotation** and **Official Quotation** means official quotation on ASX.

**Record Date** means 5pm (WST) on 16 January 2007

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

**Shareholder** means a holder of Shares.

**Shortfall** means the Shares (if any) not taken up under the Offer.

**Shortfall Application Form** means the shortfall application form attached to or accompanying this Prospectus.

**Top Up Acceptance Form** means the top up acceptance form either attached to or accompanying this Prospectus for Shareholders who hold less than a Minimum Parcel.

**Top Up Offer** means the offer of up to 3,836,114 Shares at an issue price of 25 cents per Share to Shareholders who hold less than a Minimum Parcel on the Record Date, further details of which are included in Section 3.1 of this Prospectus.

**WST** means Western Daylight Savings Time.

# TOP UP APPLICATION APPLICATION FORM
# NEWERA URANIUM LIMITED

**ABN 118 554 359**

***REGISTERED OFFICE:***
*Suite 5*
*2 Centro Avenue*
*Subiaco WA 6008*

***SHARE REGISTRY:***
*Security Transfer Registrars Pty Ltd*
***All Corro to: PO BOX 535, APPLECROSS WA 6953***
*770 Canning Highway, APPLECROSS WA 6153*
*Telephone: (08) 9315 2333 Facsimile: (08) 9315 2233*
*Email: registrar@securitytransfer.com.au*

HIN / SRN NO: Holder Number:

| NRU Shareholding as at 5.00pm WST on 16 January 2007 | Additional Top up Shares Applied for | Amount payable on acceptance @ $0.25 per Share |
|---|---|---|
| **«SHARES»** | **«ENTITLEMENT»** | **«AMT_PAYABLE»** |

**An offer to top up your Newera Uranium Limited shareholding to a parcel of up to 8,000 shares at an Issue Price of $0.25 per Share.**

Please read all instructions on the reverse of this Form.

| | NO. OF SHARES APPLIED FOR | @ $0.25 PER SHARE | AMOUNT ENCLOSED |
|---|---|---|---|
| No of Shares Applied for (to top up your shareholding in Newera Uranium Limited to up to 8,000 shares) | | X $0.25 | AUD$ |

## ALL SHAREHOLDERS PLEASE COMPLETE

**Contact Details**

Contact Name .............................................................................. Contact Telephone No.. ......................................

Email

**Payment Details**

All cheques should be made payable to **"Newera Uranium Limited"** and crossed **"Not Negotiable"**

| Drawer | Bank | Branch | Amount |
|---|---|---|---|
| ....................................................................................... | .............................. | ........................................ | $ .................................. |

**Declarations**

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application monies in Australian currency this Applicant hereby:

(1) apply for the number of Shares in this Application Form;
(2) agrees to be bound by the terms and conditions set out by the Constitution of the Company; and
(3) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.

**THIS FORM DOES NOT REQUIRE SIGNING UNLESS YOU WISH TO CHANGE YOUR ADDRESS**

Please complete ONLY if your Issuer Sponsored address above is INCORRECT

**New Address : (Chess holders can only amend their address by advising their Sponsoring Broker)**

..................................................................................................................................................................................

Suburb/City/Town ................................................................................ State ........................ Postcode ..........................

Signature/s ....................................................... ..................................................................

**THIS SHAREHOLDER APPLICATION FORM TOGETHER WITH PAYMENT IN FULL MUST BE LODGED WITH SECURITY TRANSFER REGISTRARS PTY LTD BY 5PM WST 12 FEBRUARY 2007 FOR THE GUARANTEED TOP UP ALLOCATION OF NEWERA URANIUM LIMITED SHARES**

# INSTRUCTIONS TO SHAREHOLDER APPLICANTS

## Application for Shares

To calculate application money due, multiply the number of Shares that have been applied for by $0.25. You may apply for your entitlement to shares in whole or in part up to the maximum number of shares as indicated on the front of the application form. Please forward the completed Application Form and cheque to Security Transfer Registrars Pty Ltd:

| By post to: | OR | In person at: |
|---|---|---|
| **Security Transfer Registrars Pty Ltd**<br>**PO Box 535**<br>**APPLECROSS WA 6953** | | **Security Transfer Registrars Pty Ltd**<br>**770 Canning Highway**<br>**APPLECROSS WA 6153**<br><br>**Tel: (08) 9315 2333** |

**Applications must be received by 5pm WST on 12 FEBRUARY 2007 being the Closing Date.**

If an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it, shall be final. An Application Form will not however, be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque.

**Address**

If your Issuer Sponsored postal address on the top of your application is incorrect please complete and sign the change of address section. Chess holders can only amend their address by advising their Sponsoring Broker.

- If the holding is in the name of an individual, the individual must sign the form.
- If the holding is in joint names then all of the joint holders must sign.
- If the holding is in the name of a Company, then this form must be completed by a duly authorised person.

**Contact Details**

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

**Payment Details**

Payment must be made in **Australian currency** by cheque or bank cheque drawn on an Australian bank. The amount of the cheque should agree with the amount shown on the Application Form. Cheques are to be made payable to "**NEWERA URANIUM LIMITED**" and should be crossed "**Not Negotiable**". Cash should not be forwarded. Similarly payment made direct to the Company's bank account may not be accepted.

**Declaration**

By completing the Application Form, the Applicant will be taken to have made to the Company the declarations and statements therein. The Application Form does not need to be signed.

**DO NOT COMPLETE THIS FORM UNLESS INSTRUCTED TO DO SO BY THE DIRECTORS**

**SHORTFALL APPLICATION FORM - NEWERA URANIUM LIMITED**

ACN 118 554 369

The securities to which this application form (**Application Form**) relates are Shares in the capital of Newera Uranium Limited (**Company**). A prospectus containing information regarding investment in Shares was lodged with the Australian Securities and Investments Commission on 22 January 2007 (**Prospectus**). While the Prospectus is current, the Company will send paper copies of the Prospectus, any supplementary documents and the Application Form, free of charge to any person upon request. You should read the Prospectus before applying for Shares. A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the Prospectus and any supplementary document. The Corporations Act prohibits any person from passing onto another person an application form unless it is attached to a hard copy of the Prospectus or it accompanies the complete and unaltered version of the Prospectus.

**PLEASE READ ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM**

Full name (PLEASE PRINT)
Title, Given Name(s) & Surname or Company Name

Joint Applicant #2 or <designated account>

Joint Applicant #3 or <designated account>

Postal Address (PLEASE PRINT)
Street Number Street

Suburb/Town State Post Code

ABN, Tax File Number or Exemption Applicant #2 Applicant #3

CHESS HIN or Existing SRN (where applicable)

| Number of Shares applied for | Application Money enclosed at 25 cents per Share |
|---|---|
| | A$................................ |

I/We whose full name(s) and address appear above hereby apply for the number of Shares shown above (to be allocated to me/us by the Company in respect of this Application) under the Prospectus on the terms set out in the Prospectus.

Cheque Details:

| PLEASE ENTER CHEQUE DETAILS THANKYOU | Drawer | Bank | BSB or Branch | Amount |
|---|---|---|---|---|
| | | | | |

My/Our contact numbers in the case of inquiry are:

Telephone ( ) ......................... Fax ( ) .........................

Cheques should be made payable to "Newera Uranium Limited – Top Up Offer", crossed "NOT NEGOTIABLE".

Cheques and completed Application Forms should be forwarded, **to arrive no later than 4 weeks after the Closing Date** (or such other date as is determined by the Directors) to: **Newera Uranium Limited**
**Security Transfer Registrars Pty Ltd**
**P.O. Box 535**
**Applecross WA 6953**

## GUIDE TO THE APPLICATION FORM

If an applicant has any questions on how to complete this Application Form, please telephone Security Transfer Registry Services Pty Ltd on (08) 9315 2333.

**A. Application for Shares**
The Application Form must only be completed in accordance with instructions included in Prospectus.

**B. Name of Applicant**
Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registerable title. Applications using the incorrect form of registerable title may be rejected.

**C. Name of Joint Applicants or Account Designation**
If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registerable title.

**D. Address**
Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

**E. Contact Details**
Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

**F. CHESS HIN or existing SRN Details**
The Company participates in CHESS. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHESS HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

**G. Cheque Details**
Make cheques payable to **"Newera Uranium Limited – Top Up Offer"** in Australian currency and cross them **"Not Negotiable".** Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

**H. Declaration**
This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application money this Applicant hereby:

(1) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
(2) agrees to be bound by the constitution of the Company;
(3) authorises the directors of the Company to complete or amend this Application Form where necessary to correct any errors or omissions;
(4) acknowledges that he/she has received a copy of the Prospectus attached to this Application Form or a copy of the Application Form before applying for the Shares; and
(5) acknowledges that he/she will not provide another person with this Application Form unless it is attached to or accompanied by the Prospectus.

### CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

| Type of Investor | Correct Form of Registration | Incorrect Form of Registration |
|---|---|---|
| Individual Use given names in full, not initials | Mr John Alfred Smith | J A Smith |
| Company Use the company's full title, not abbreviations | ABC Pty Ltd | ABC P/L or ABC Co |
| Joint Holdings<br>Use full and complete names | Mr Peter Robert Williams &<br>Ms Louise Susan Williams | Peter Robert &<br>Louise S Williams |
| Trusts<br>Use the trustee(s) personal name(s). | Mrs Susan Jane Smith<br><Sue Smith Family A/C> | Sue Smith Family Trust |
| Deceased Estates<br>Use the executor(s) personal name(s). | Ms Jane Mary Smith &<br>Mr Frank William Smith<br><Est John Smith A/C> | Estate of late John Smith<br>or<br>John Smith Deceased |
| Minor (a person under the age of 18)<br>Use the name of a responsible adult with an appropriate designation. | Mr John Alfred Smith<br><Peter Smith A/C> | Master Peter Smith |
| Partnerships<br>Use the partner's personal names. | Mr John Robert Smith &<br>Mr Michael John Smith<br><John Smith and Son A/C> | John Smith and Son |
| Long Names. | Mr John William Alexander<br>Robertson-Smith | Mr John W A Robertson-Smith |
| Clubs/Unincorporated Bodies/Business Names<br>Use office bearer(s) personal name(s). | Mr Michael Peter Smith<br><ABC Tennis Association A/C> | ABC Tennis Association |
| Superannuation Funds<br>Use the name of the trustee of the fund. | Jane Smith Pty Ltd<br><Super Fund A/C> | Jane Smith Pty Ltd Superannuation Fund |