



Uranium Exploration Australia Limited

ABN 65 112 714 397

NOTICE OF 2009 ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

**Annual General Meeting to be held at the
Amora Hotel Jamison Sydney,
Conference Room, Level 2,
11 Jamison Street, Sydney,
on Wednesday, 18 November 2009 at 11.30 am.**

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

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of Uranium Exploration Australia Limited (the Company) will be convened at 11.30 a.m. on Wednesday, 18 November 2009, at the Amora Hotel Jamison Sydney, Conference Room, Level 2, 11 Jamison Street, Sydney, NSW, 2000, to consider, and if thought fit, to pass the following resolutions.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement is attached. Shareholders should read this in full.

ORDINARY BUSINESS

ANNUAL ACCOUNTS

"To receive and consider the Annual Company Financial Statements and reports of the Directors and the Auditor for the period ended 30 June 2009."

No resolution is required in respect of these agenda items. However they provide Shareholders with the opportunity to ask questions of the Company's Directors and Auditors in relation to the Company's results.

RESOLUTION 1 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"To adopt the remuneration report for the year ended 30 June 2009."

Note: the vote on this resolution is advisory only and does not bind the directors.

RESOLUTION 2 – RE-ELECTION OF MR NEILL ARTHUR AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Neill Arthur, a Director of the Company retiring in accordance with the Company's Constitution, be re-elected as a Director."

RESOLUTION 3 – RE-ELECTION OF MR DAVID HAWLEY AS A DIRECTOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr David Hawley, a Director of the Company retiring in accordance with the Company's Constitution, be re-elected as a Director."

RESOLUTION 4 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR NEILL ARTHUR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant 1,500,000 options to subscribe for shares in the Company to Mr. Neill Arthur or his nominee, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by Neill Arthur and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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*
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 5 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR BARRY DAWES

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant 1,000,000 options to subscribe for shares in the Company to Mr Barry Dawes or his nominee, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 5 by Barry Dawes and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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*
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 6 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR STEPHEN GEMELL

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant 1,000,000 options to subscribe for shares in the Company to Mr Stephen Gemell or his nominee, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 6 by Stephen Gemell and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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*
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 7 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR DAVID HAWLEY

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant 1,000,000 options to subscribe for shares in the Company to Mr David Hawley his nominee, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 7 by David Hawley and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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*
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Notice of Annual General Meeting

RESOLUTION 8 – RATIFICATION OF AN ISSUE OF OPTIONS TO DR RUSSELL PENNEY

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant 3,000,000 options to subscribe for shares in the Company to Dr Russell Penney or his nominee, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 8 by Russell Penney and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 9 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR IAN MUTTON

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant 1,000,000 options to subscribe for shares in the Company to Mr Ian Mutton or his nominee, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 9 by Ian Mutton and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 10 – RATIFICATION OF TERMS OF EMPLOYMENT AGREEMENT – DR RUSSELL PENNEY

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Chapter 2E of the Corporations Act 2001 and all other purposes, the Directors be authorised to grant options to subscribe for shares in the Company to Dr Russell Penney, the details of which are set out in the Explanatory Memorandum forming part of this Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 10 by Russell Penney and an associate of that person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed. However, the Company need not disregard a vote if:

- (i) the vote 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
- (ii) the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

RESOLUTION 11 – SECTION 195 APPROVAL

Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a “material personal interest” are being considered.

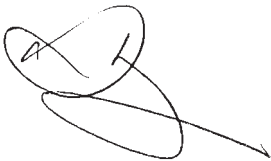
Some of the Directors may have a material personal interest in the outcome of Resolutions 4 - 9. In the absence of this Resolution, the Directors may not be able to form a quorum at directors meetings necessary to carry out the terms of Resolutions 5-10.

The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to shareholders to resolve upon.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of section 195(4) of the Corporations Act and for all other purposes, shareholders approve and authorise the Directors to complete the transactions as contemplated in this Notice.”

Dated this 6th day of October, 2009.
BY ORDER OF THE BOARD



Kevin Lyn
Company Secretary

Notes

1. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder’s voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
2. In accordance with Regulation 7.11.37 of the Corporations Regulations, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 11.30 a.m. on 16 November 2009.
3. A proxy form is attached. If required it should be completed, signed and returned to the Company’s registered office in accordance with the proxy instructions on that form.
4. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Statement

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 6 October 2009 (Notice) and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Statement provides Shareholders with the information required to be provided to Shareholders by the Corporations Act 2001 and the Official Listing Rules of ASX Limited (ASX Listing Rules).

The Explanatory Statement sets out an explanation of each of the resolutions to be put to Shareholders. Shareholders should read this Explanatory Statement carefully before determining how to vote in respect of the resolutions.

ANNUAL FINANCIAL REPORTS AND ACCOUNTS FOR THE YEAR ENDED 30 JUNE 2009

The first item of the Notice is to receive and consider the annual financial reports and accounts of The Company for the year ended 30 June 2009, comprising the Financial Statements together with the Statement of the Directors, the Directors' Report and the Auditor's Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of The Company's management and auditors in relation to The Company's results and operations for that financial year.

RESOLUTION 1 – REMUNERATION REPORT

In accordance with section 250R (2) of the Corporations Act the Company is required to present to the Shareholders the remuneration report for the year ended 30 June 2009. The vote on the resolution is advisory only and does not bind the Directors of the Company. The remuneration report is set out on pages 18 to 21 of the Company's Annual Report 2009.

The remuneration report explains the Board's policies in relation to the nature and level of remuneration paid to Directors of the Company, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS

Resolutions 2 and 3 of the notice of meeting deal with the election of Directors. Under The Company's constitution and the listing rules, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. The Director will be eligible for re-election. The Directors required to retire under the above framework are the Chairman Mr Neill Arthur and Mr David Hawley. They have both indicated that they will offer themselves for re-election. The Company selects Board members for their knowledge of and familiarity with financial markets, their experience with relevant stakeholder groups and their individual contribution to the Board's ability to function efficiently and with integrity.

The Board's focus is achieving progressive renewal whilst maintaining stability and retaining experience and guidance which has been invaluable throughout the early stages of The Company's development. In the next years the Board will focus further upon renewal of its membership and ensuring that The Company's Board possesses the appropriate pool of skills and experience to take the Company into its next phase of growth as a listed company.

In accordance with the Clause 20.2 of The Company's Constitution, Messrs Arthur and Hawley retire and being eligible, have offered themselves for re-election. The remaining Directors recommend to Shareholders that Messrs Arthur and Hawley be re-elected as Directors.

RESOLUTIONS 4, 5, 6, 7, 8, AND 9 – GRANT OF OPTIONS TO NEILL ARTHUR, STEPHEN GEMELL, BARRY DAWES, RUSSELL PENNEY, IAN MUTTON, AND DAVID HAWLEY

Under Resolutions 4, 5, 6, 7, 8 and 9 shareholder approval is being sought for the grant of Options to related parties of the Company.

The purpose of the issue of options to Messrs Arthur, Gemell, Dawes, Penney, Mutton, and Hawley is to provide an incentive to the Directors to provide dedicated and ongoing commitment and effort to the Company. The issue of options as part of the remuneration package of Directors is an established practice of junior public listed companies and has the benefit of conserving cash whilst properly rewarding the Directors. Based on this, the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act 2001 requires shareholder approval to be obtained for the issue of any options to Directors.

ASX Listing Rule 10.11

For the purposes of Listing Rule 10.13, the following information is provided to shareholders:

a) **The name of the persons to whom the securities will be issued;**

- i) Mr N Arthur
- ii) Mr S Gemell
- iii) Mr B Dawes
- iv) Dr R Penney
- v) Mr D Hawley
- vi) Mr I Mutton

b) **The number of securities to be granted**

8,500,000 Options are to be granted as follows:

<i>Name of Director</i>	<i>Number of Options</i>
Mr N Arthur	1,500,000
Mr S Gemell	1,000,000
Mr B Dawes	1,000,000
Dr R Penney	3,000,000
Mr D Hawley	1,000,000
Mr I Mutton	1,000,000

c) **The date by which the Company will grant the securities**

– Within 1 month of the Annual General Meeting.

d) **The issue price of the securities and terms of the issue**

– There is no issue price for these Options as the Options will be granted for no consideration. The terms and conditions of the Options are set out in this Explanatory Statement.

e) **A voting Exclusion Statement**

– See Notice of Meeting.

f) **The intended use of the funds raised**

– There will be no funds raised.

By reason of ASX Listing Rule 7.2 (Exception 14), if the approval of the Shareholders for the issue of these options is obtained pursuant to Listing Rule 10.11, separate approval is not required pursuant to Listing Rule 7.1. This means that the issue of these options will not erode the Company's ability to issue equity securities up to the 15% limit prescribed by the ASX Listing Rule 7.1 without further shareholder approval.

Chapter 2E of the Corporations Act 2001 ("the Act")

Chapter 2E of the Act prohibits, subject to certain exceptions (none of which are relevant here), a Company from giving a financial benefit to a related party of the Company without prior Shareholder approval.

A "related party" for the purposes of the Corporations Act is widely defined. It includes a director of a public company and specified members of the director's family. It also includes an entity over which a director maintains control.

A "financial benefit" for the purposes of the Corporations Act is also defined widely. It includes a public company paying money to another entity. It also includes the public company granting an option over its securities. In determining whether or not a financial benefit is being given, it is necessary to look to the economic and commercial substance and the effect of the transaction (rather than just the legal form) and any consideration which has been given is to be disregarded, even if it is full or adequate.

Explanatory Statement

For the purposes of Chapter 2E of the Act, Messrs Arthur, Gemell, Dawes, Penney, Mutton are considered to be “related parties”, whilst the issue of Options to them constitutes “financial benefits” which require prior shareholder approval.

In accordance with Section 219 of the Act, the following information is provided to shareholders to allow them to assess whether or not it is in the Company interests to pass this resolution.

- a) Messrs Arthur, Gemell, Dawes, Penney, Hawley and Mutton are related parties by virtue of them being directors of the Company. Subject to shareholder approval, the following maximum number of Options will be granted to Messrs Arthur, Gemell, Dawes, Penney, Hawley and Mutton:

<i>Name of Related Party</i>	<i>Number of Options</i>
Mr N Arthur	1,500,000
Mr S Gemell	1,000,000
Mr B Dawes	1,000,000
Dr R Penney	3,000,000
Mr D Hawley	1,000,000
Mr I Mutton	1,000,000
Total	8,500,000

- b) The nature of the financial benefit is the issue of the options for nil consideration as noted above and on the terms set out at the end of this Explanatory Memorandum.
- c) Messrs Arthur, Gemell, Dawes, Penney, Hawley and Mutton express no opinion and make no recommendations to the shareholders in respect Resolutions 4, 5, 6, 7, 8, and 9 because they have a material interest in the outcome of the respective Resolutions.
- d) Messrs Arthur, Gemell, Dawes, Penney, Hawley and Mutton have an interest in the outcome of these resolutions and details of the potential benefits are listed below.

OTHER INFORMATION THAT IS REASONABLY REQUIRED BY MEMBERS TO MAKE A DECISION AND THAT IS KNOWN TO THE COMPANY OR ANY OF ITS DIRECTORS

Current Share Capital

If the options are issued pursuant to the proposed resolution, the Company considers that Messrs Arthur, Gemell, Dawes, Penney, Hawley and Mutton will have a vested interest in the affairs of the Company. As options are a performance based incentive, they will have that incentive to ensure that the market price of the shares of the Company increases to create a value in the options and this will benefit all shareholders. Should the options be exercised \$1,700,000 of working capital will be raised at no significant cost.

The potential cost to the Company of the issue of 8,500,000 options is that there will be dilution of the issued share capital if the options are exercised. Based on issued capital of 180,553,337 the dilution effect would be 4.7%, however if all of the listed options currently on issue were exercised the dilution effect would be significantly smaller.

If the options were exercised at a time when the market price of the Company's shares is greater than the exercise price of the options, there would be a detriment in so far as the Company will be required to issue shares at a price lower than it may otherwise have been able to, with the results that less funds will be raised.

Valuation of Options

At the time of preparing this notice of meeting, the closing price of the Company's shares on the ASX was 11.1 cents. Using the Black and Scholes option valuation model (assumptions – 4.99% interest rate, 42% volatility), each one of the options exercisable at 20 cents would be worth approximately 2.8 cents. This would value each issue as follows;

- a) Mr N Arthur – \$42,154
- b) Mr B Dawes – \$28,105
- c) Mr S Gemell – \$28,105
- d) Mr R Penney – \$84,315
- e) Mr D Hawley – \$28,105
- f) Mr I Mutton – \$28,105

Directors' Remuneration

Currently each Director receives the following from the Company;

- a) Mr Arthur as a non executive Chairman receives \$45,000 per annum in Director Fees;
- b) Mr Penney as Managing Director receives a cash benefit of \$256,000 per annum plus statutory superannuation;
- c) Mr Gemell as a non executive director receives \$35,000 per annum plus statutory superannuation in Director Fees;
- d) Mr Dawes as a non executive director receives \$30,000 per annum plus statutory superannuation in Director Fees;
- e) Mr Hawley a non executive director receives \$35,000 per annum plus statutory superannuation in Director Fees; and
- f) Mr Mutton a non executive director receives \$35,000 per annum plus statutory superannuation in Director Fees.

Share Price

The price of the Company's shares quoted on the ASX over the last 12 months have ranged from a low of 3 cents on 24 November 2008 to a high of 19 cents on 3 August 2009 and 4 August 2009. The closing price of the Shares on ASX on the trading day immediately preceding the date of lodgement of this Notice with the ASIC was 11 cents on 29 September 2009.

Other Information

Neither the Directors nor the Company are aware of any other information that would be reasonably required by the shareholders to make a decision in relation to the financial benefits contemplated by Resolutions 4, 5, 6, 7, 8, and 9.

Terms and Conditions of Options

Full details of the terms and conditions of the Options to be issued are as follows:

Name	No. of Options	Vesting Date	Expiry Date	Exercise Price
N Arthur	1,500,000	Date of issue	5 years after date of issue	\$0.20
S Gemell	1,000,000	Date of issue	5 years after date of issue	\$0.20
B Dawes	1,000,000	Date of issue	5 years after date of issue	\$0.20
R Penney	3,000,000	Date of issue	5 years after date of issue	\$0.20
D Hawley	1,000,000	Date of issue	5 years after date of issue	\$0.20
I Mutton	1,000,000	Date of issue	5 years after date of issue	\$0.20

Explanatory Statement

- a) Subject to condition (g) the options are exercisable wholly or in part at any time from day of issue and will expire on the date that is 5 years from the date of issue;
- b) Each option shall entitle the option holder to acquire one (1) share in the capital of the Company;
- c) Each option may be exercised by delivering to the registered office of the Company a notice in writing during the period referred to in condition (a) stating the intention of the option holder to exercise a specified number of options, accompanied by an option certificate, if applicable, and a cheque made payable to the Company for the subscription monies due, subject to the funds being duly cleared funds. The exercise of only a portion of the options held does not affect the holder's right to exercise the balance of any options remaining;
- d) All shares issued on exercise of the options will rank pari passu in all respects with the Company's then issued shares. These options will be unlisted;
- e) The options are not transferable;
- f) Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of the receipt;
- g) There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of securities Offered to Shareholders of the Company during the currency of the Options. However, the Company will ensure that for the purpose of determining entitlements to any such issue, the record date will be at least 10 Business Days after the issue is announced so as to give holders the opportunity to exercise their Options before the date for determining entitlement to participate in any issue;
- h) Share allotted pursuant to the exercise of the Options will be allotted following receipt of all the relevant documents and payment and will rank equally with existing issued shares; and
- i) In the event of a reconstruction (including consolidations, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the ASX Listing Rules.

RESOLUTION 10 – RATIFICATION OF TERMS OF EMPLOYMENT AGREEMENT – DR RUSSELL PENNEY

Share Options

At each anniversary of commencement of employment, UXA will issue to Dr Penney or his nominee, up to 1,000,000 options. The number of options will be determined according to the relative performance of UXA shares against a basket of uranium explorer shares over the year prior to the anniversary date. The options will have an expiry date two years after the anniversary date, and an exercise price 20% higher than the average ordinary share price over the first 20-trading-day period in the year prior to the anniversary date.

Dr Penney agrees that he will not transfer any of these options issued to him other than with the prior approval of the Chairman.

OTHER INFORMATION

There is no other information known to the Company that is material to a Shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any Shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgment of proxies and other formalities in relation to the Meeting should be directed to the UXA office on Telephone: (08) 8363 7970.

ACTION TO BE TAKEN BY SHAREHOLDERS

Enclosed with the Notice of Meeting and this Explanatory Statement is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form to the Company in accordance with the instructions contained on the proxy form and the Notice of Meeting. Lodgment of a proxy form will not preclude a Shareholder from attending and voting at the Meeting in person.



**Uranium Exploration
Australia Limited**

ABN 65 112 714 397

REGISTERED OFFICE

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Royston Park 5070
South Australia**

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Proxy Form



**Uranium Exploration
Australia Limited**

ABN 65 112 714 397

APPOINTMENT OF PROXY:

I/We being a member(s) of Uranium Exploration Australia Limited, hereby appoint the following person or failing him/her the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at 11.30 am on Wednesday, 18 November 2009, at the Amora Hotel Jamison Sydney, Conference Room, Level 2, 11 Jamison Street, Sydney NSW 2000 (and at any adjournment thereof) in the manner indicated below or as he/she thinks fit.

Name of Proxy:
(Surname) (Given Names)

Address of Proxy:

INSTRUCTIONS AS TO VOTING – REFER ATTACHED NOTES TO THE PROXY FORM

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box below, otherwise your proxy will vote or abstain from voting as he/she thinks fit.

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 a resolution, please place a mark in the box.

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 the resolution and votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

PROXY'S VOTING INSTRUCTIONS (OPTIONAL)

ORDINARY RESOLUTIONS

RESOLUTION 1 – APPROVE REMUNERATION REPORT

RESOLUTION 2 – RE-ELECTION OF MR NEILL ARTHUR AS A DIRECTOR

RESOLUTION 3 – RE-ELECTION OF MR DAVID HAWLEY AS A DIRECTOR

RESOLUTION 4 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR NEILL ARTHUR

RESOLUTION 5 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR BARRY DAWES

RESOLUTION 6 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR STEPHEN GEMELL

RESOLUTION 7 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR DAVID HAWLEY

RESOLUTION 8 – RATIFICATION OF AN ISSUE OF OPTIONS TO DR RUSSELL PENNEY

RESOLUTION 9 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR IAN MUTTON

RESOLUTION 10 – RATIFICATION OF TERMS OF EMPLOYMENT AGREEMENT – DR RUSSELL PENNEY

RESOLUTION 11 – SECTION 195 APPROVAL

	FOR	AGAINST	ABSTAIN
RESOLUTION 1 – APPROVE REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 2 – RE-ELECTION OF MR NEILL ARTHUR AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 3 – RE-ELECTION OF MR DAVID HAWLEY AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 4 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR NEILL ARTHUR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 5 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR BARRY DAWES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 6 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR STEPHEN GEMELL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 7 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR DAVID HAWLEY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 8 – RATIFICATION OF AN ISSUE OF OPTIONS TO DR RUSSELL PENNEY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 9 – RATIFICATION OF AN ISSUE OF OPTIONS TO MR IAN MUTTON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 10 – RATIFICATION OF TERMS OF EMPLOYMENT AGREEMENT – DR RUSSELL PENNEY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RESOLUTION 11 – SECTION 195 APPROVAL	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

It is the Chairman's intention to vote in favour of all resolutions in relation to undirected proxies (refer overleaf).

SIGNING: FOR INDIVIDUALS OR JOINT SHAREHOLDERS

.....
Signature of Shareholder Name (Please Print) Date

.....
Signature of Shareholder (Joint Shareholder) Name (Please Print) Date

IF THE MEMBER IS A COMPANY.

The COMMON SEAL of the company was hereunto affixed in accordance with the Constitution in the presence of:

.....
Director Director/Secretary Date

IF THE MEMBER IS A COMPANY HAVING ONE PERSON AS ITS SOLE DIRECTOR AND SOLE COMPANY SECRETARY.

The COMMON SEAL of the company was hereunto affixed in accordance with the Constitution in the presence of:

.....
Sole Director/Company Secretary Date



Proxy Form



Uranium Exploration Australia Limited

ABN 65 112 714 397

The Secretary, Uranium Exploration Australia Limited
313 Payneham Road, Royston Park, 5070 South Australia

INFORMATION FOR SHAREHOLDERS REGARDING THIS PROXY FORM

Please read these notes before completing and signing the Proxy Form overleaf.

APPOINTMENT OF PROXY

A shareholder/member entitled to attend and vote at the meeting may appoint a proxy. A proxy need not be a shareholder of the Company. A shareholder may appoint an individual or a body corporate as their proxy. A body corporate appointed as a proxy may appoint a corporate representative under section 250D of the Corporations Act 2001 to exercise the powers that the body corporate may exercise in its capacity as a shareholder's proxy. The Company requires written evidence of a representative's appointment to be lodged with or presented to the Company's registered office before the Annual General Meeting (see lodging instructions below).

TWO PROXIES

You may appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, either obtain an additional Proxy Form from the Company or copy this Proxy Form. To appoint a second proxy you must:

- (a) On each of the first and second Proxy Form, state the percentage of your voting rights or number of shares applicable to each Proxy Form. If the appointment does not specify the percentage or number of shares allocated for voting that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) Return both forms together in the same envelope.

IDENTITY OF PROXY

If you wish to appoint the Chair of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the meeting, please write the name of that individual or body corporate in the space provided. If you leave this section blank or your named proxy does not attend the meeting, the Chair of the meeting will act as your proxy.

VOTING INSTRUCTIONS

The Company encourages all shareholders who appoint proxies to direct their proxy how to vote on each resolution. You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with that direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark the abstain box for a particular item, you are directing your proxy not to vote on your behalf and your shares will not be counted in calculating the required majority on a poll. If you mark more than one box on an item, your vote on that item will be invalid. The Chair of the meeting will vote undirected proxies in favour of all resolutions.

SIGNING INSTRUCTIONS

The Proxy Form must be signed in the spaces provided.

Individual Shareholder: If the shareholding is in one name, the Shareholder must sign.

Joint Shareholders: If the shareholding is in more than one name, any one of the Shareholders must sign.

Power of Attorney: To sign under power of attorney, you must have already lodged this document with the share registry or attach a certified copy of the power of attorney to this Proxy Form when you return it.

Companies: If the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (under Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can 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.

LODGING INSTRUCTIONS

The Proxy Form (and any Power of Attorney under which it is signed) must be received at the Registered Office of the Company at least 48 hours prior to the time of holding of the Meeting (and at any adjournment thereof), at which the individual named in the Proxy Form proposes to vote. This signed Proxy Form may be lodged in the following ways:

- (a) By post or hand delivery to: **Uranium Exploration Australia, 313 Payneham Road, Royston Park, South Australia 5070**
- (b) By facsimile to: **+61 8 8363 7963**

REFER OVERLEAF TO COMPLETE THE PROXY FORM

