

# Notice of Annual General Meeting and Explanatory Statement

**Annual General Meeting to be held at  
the Amora Hotel Jamison Sydney,  
Conference Room, Ground Floor,  
11 Jamison Street, Sydney,  
on Thursday, 18 November 2010 at 11.30 am.**

**URANIUM EXPLORATION AUSTRALIA LIMITED**

ABN 65 112 714 397

**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.**

# URANIUM EXPLORATION AUSTRALIA LIMITED

ABN 65 112 714 397

## 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 Thursday, 18 November 2010, at the Amora Hotel Jamison Sydney, Conference Room, Ground Floor, 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 2010."

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 2010"

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

#### RESOLUTION 2 – Re-election of Mr. Ian Mutton as a Director.

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

"That Mr Ian Mutton, 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. Stephen Gemell as a Director.

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

"That Mr Stephen Gemell, 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 by Directors to Employees.

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 3,240,000 unlisted options over ordinary shares in the Company and which have an exercise price of \$0.20 per option and an expiry date of 30 June 2013 to employees under the Employee Share Option Plan on the basis set out in section 4 of the Explanatory Statement accompanying the notice convening this meeting, is approved and authorised."

*Voting exclusion statement*

*The Company will disregard any votes cast on Resolution 4 by:*

- a) Any staff to whom those options have been issued under the employee share option plan; and
- b) an associate of those persons.

However, the Company will not disregard a vote if:

- c) 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
- d) it is cast by the person chairing the meeting as proxy for a persons who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 5 – Approval of the Company’s Employee Share Option Plan.**

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

"That, for the purposes of exception 9(b) of ASX Listing Rule 7.2, and all other purposes, approval of the Employee Share Option Plan (ESOP) as detailed in the Explanatory Memorandum accompanying this Notice of Annual General Meeting is granted and the Company is authorized to issue securities under the ESOP as an exception to ASX Listing Rule 7.1."

*Voting exclusion statement*

The Company will disregard any votes cast on Resolution 5 by:

- b) Any staff to whom options have been issued under the employee share option plan; and
- b) an associate of those persons.

However, the Company will not disregard a vote if:

- c) 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
- d) it is cast by the person chairing the meeting as proxy for a persons who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 6 – Ratification of the Issue of Options as per Engagement Agreement – Capital Raising.**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue of 881,250 unlisted options over ordinary shares in the Company and which have an exercise price of \$0.04 per option and an expiry date of 7 October 2012 to State Equity Group Pty Ltd on the basis set out in section 6 of the Explanatory Statement accompanying the notice convening this meeting, is approved and authorised."

*Voting exclusion statement*

The Company will disregard any votes cast on Resolution 6 by:

- a) State Equity Group Pty Ltd; and
- b) An associate of that group.

However, the Company will not disregard a vote if:

- c) 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
- d) it is cast by the person chairing the meeting as proxy for a persons who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **RESOLUTION 7 – Approval of the Change of Company Name.**

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, the name of Uranium Exploration Australia Limited be changed to UXA Resources Limited".

*A special resolution requires approval by 75% of the persons present and voting.*

#### **RESOLUTION 8 – Ratification of an Issue of Shares under Placement made on 7 October 2010.**

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the issue on 7 October 2010 of a total of 17,625,000 fully paid ordinary shares in the Company at \$0.04 per share to sophisticated investors on the basis set out in section 8 of the Explanatory Memorandum accompanying the notice convening this meeting, is approved and authorised."

*Voting exclusion statement*

*The Company will disregard any votes cast on Resolution 8 cast by:*

- a) shareholders who participated in the issue referred to in that resolution; and*
- b) any associate of those shareholders.*

*However, the Company is not required to disregard a vote if:*

- c) it is cast by any of those persons as proxy for a person who is entitled to vote, in accordance with the directions in the proxy form; or*
- d) it is cast by the Chairman of 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.*

<b>RESOLUTION 9 – Approval of Proposed Share Placement.</b>
---

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the issue, not later than three (3) months after the date of this general meeting, of up to 40,000,000 fully paid ordinary shares in the capital of the Company, at a price of not less than eighty per cent (80%) of the average market price on ASX Limited ('ASX') calculated over the last five (5) days on which sales in the Company's ordinary shares were recorded before the day on which the issue is made, to qualified clients of member firms of ASX or sophisticated or professional investors at the discretion of the Board, on the terms described in the accompanying Explanatory Memorandum."

*Voting exclusion statement*

*The Company will disregard any votes cast on Resolution 9 by:*

- a) a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if the Resolution is passed; and*
- b) An associate of that person (or those persons).*

*However, the Company will not disregard a vote if:*

- c) 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*
- d) it is cast by the person chairing the meeting as proxy for a persons who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

Dated this 15<sup>th</sup> day of October 2010.

**BY ORDER OF THE BOARD**

Graham Seppelt  
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 7.00 p.m. on 16 November 2010.

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. Terms used in this Notice have the meanings set out in the Glossary of the Explanatory Statement.
5. 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.

# URANIUM EXPLORATION AUSTRALIA LIMITED

ABN 65 112 714 397

---

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice of Annual General Meeting dated 15 October 2010 (**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 2010

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 2010, 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 2010. 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 23 - 25 of the Company's Annual Report 2010.

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 Mr Ian Mutton and Mr Stephen Gemell. 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 Mutton and Gemell retire and being eligible, have offered themselves for re-election. The remaining Directors recommend to Shareholders that Messrs Mutton and Gemell be re-elected as Directors.

### RESOLUTION 4 – Ratification of an Issue of Options by Directors.

Shareholders' ratification for the issue of Options previously issued is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

## **Additional information**

In accordance with Listing Rule 7.5, the following information is provided to Shareholders for the purposes of obtaining shareholder approval pursuant to Listing Rule 7.4:

1. 3,240,000 Options were issued in total;
2. The Options were issued for no consideration;
3. The proceeds from the conversion of the Options will be used for exploration programs on UXAs tenements and for general working capital;
4. The allottees were selected employees by the board in accordance with the Employee Share Option Plan;
5. The options will entitle the holder to subscribe for Shares in the Company on the following terms:
  - a. Each Option entitles the holder, when exercised to one share in the Company;
  - b. The Options are exercisable at any time on or prior to 5.00pm (Eastern Standard Time) on 30 June 2013 (Expiry Date) by completing an Option exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company;
  - c. Each Option may be exercised by notice in writing to the Company during the period referred to in condition (a) accompanied by payment of 20 cents per share;
  - d. An Option does not confer the right to a change in exercise price or a change in the number of underlying Shares over which the Options can be exercised;
  - e. The Options issued to employees are unlisted;
  - f. All shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for the quotation on ASX of the Shares issued upon exercise of the Options;
  - g. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However the Company will ensure that for the purposes of determining entitlements to and such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue; and
  - h. If at any time the issued capital of the Company is reorganised, the Rights of an Option Holder are to be changed to the extent necessary to comply with the Listing Rules applying to the reorganisation of capital at the time of the reorganisation.

## **RESOLUTION 5 - APPROVAL OF THE EMPLOYEE SHARE OPTION PLAN**

At the General Meeting held on 12 June 2007 shareholders of the Company resolved to establish the Employee Share Option Plan (ESOP). The purpose of the Employee Option Plan is to provide directors and employees of the Company with an opportunity to acquire a financial interest in the Company, which will align their interests more closely with shareholders and provide greater incentive for them to focus on the Company's longer-term goals. The Board considers that the ESOP will assist the Company in retaining and attracting high quality directors and employees.

The ASX Listing Rules do not specifically require a company to obtain shareholder approval for the adoption of an employee incentive scheme. However, ASX Listing Rule 7.1 provides, as a general rule, that a company must not issue or agree to issue securities in any 12 month period which amount to more than 15% of the company's issued share capital without obtaining shareholder approval, unless an exception applies. Pursuant to exception 9 of ASX Listing Rule 7.2, an issue of securities under an employee incentive scheme is an exception to ASX Listing Rule 7.1 if, within 3 years before the date of issue, shareholders approved the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

As the ESOP was last approved on 12 June 2007 and the three year window within which securities can be issued pursuant to the ESOP as an exception to ASX Listing Rule 7.1 has expired. Therefore, shareholder approval is sought for pursuant to exception 9(b) of ASX Listing Rule 7.2 for issue of securities under the ESOP to be an to ASX Listing Rule 7.1. If granted, Options issued under the ESOP will be exempt from counting towards the 15% of issued capital of the Company that can issued in any 12 month period under ASX Listing Rule 7.1.

The ESOP satisfies certain ASIC class order conditions, relieving the Company from the obligation to issue a prospectus for the offer of Options to participants other than consultants under the ESOP. Offers of Options under the ESOP which are made to consultants will constitute excluded offers under section 708 (12) of the

Corporations Act which exempts the Company from the obligations to issue a Prospectus.

For the purposes of exception 9(b) of ASX Listing Rule 7.2:

- Since its inception on 12 June 2007, 16,025,000 securities have been issued under the ESOP; and
- The terms of the ESOP have not been changed since 12 June 2007. Set out below is a summary of the key terms of the ESOP.

## **Summary of the key terms of the Employee Option Plan**

### **1. Entitlement**

Each Option entitles the Participant, on exercise of the Option, to subscribe for and be issued one Share at the exercise price.

Shares issued on the exercise of Options will rank equally with existing Shares from the date of issue.

### **2. Additional Requirements**

An Option may only be exercised after that Option has vested, after any conditions associated with the exercise of the Option are satisfied and before its expiry date. The Board may determine the vesting period. On the grant of an Option, the Board may in its absolute discretion impose other conditions on the exercise of an Option.

### **3. Exercise of Options**

The exercise price of each Option issued under the ESOP will be determined by the Board when it resolves to offer the Options, and will not be less than the market price of the shares on ASX over the five trading days immediately preceding the day of the announcement of the issue of the Options by the Board.

### **4. Expiry Date**

The expiry date of an option will be determined by the Board, and will be no later than 5 years after the date of issue.

### **5. Lapse of Options**

An Option will immediately lapse upon the first to occur of its expiry date or three months after ceasing to be an Eligible Person. An Option will lapse three months after voluntary resignation from employment or engagement by the holder of the Option.

### **6. Dealing**

Options may not be transferred without Board approval or if at any time prior to the Expiry Date of any of the Options, an Eligible Person ceases to be an Eligible person for any reason other than Retirement, Permanent Disability, Redundancy or death.

### **7. Quotation**

Options will not be quoted on ASX. The Company will make application to ASX for official quotation of Shares issued on the exercise of Options.

### **8. Reconstruction of capital**

In the event of any reorganisation of the issued share capital of the Company prior to the expiry or lapse of any Options, the rights attaching to Options must be changed to the extent necessary to comply with the ASX Listing Rules applying to that reorganisation.

## **9. New Issue of Shares**

Holders may only participate in any new issue of securities to holders of Shares if an Option has been exercised and Shares allotted in respect of the Option prior to the record date for the determination of entitlements to the new issue. The Company must give at least nine Business Days' notice (or such greater period of notice (if any) as may be required by the ASX Listing Rules) to Holders of any new issue before the Record Date for determining entitlements to the issue in accordance with the Listing Rules.

## **10. Bonus Issue**

If the Company makes a bonus issue to the holders of Shares, the number of Shares over which an option is exercisable will be increased by the number of Shares which the Holder would have received if the Option had been exercised before the Record Date for the Bonus Issue ("Bonus Shares"). Upon issue the Bonus Shares will rank pari passu in all respects with the other Shares of that class on issue at the date of issue of the Bonus Shares.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution.

## **RESOLUTION 6 - RATIFICATION OF OPTIONS AS A RESULT OF A CAPITAL RAISING AGREEMENT**

Under Resolution 6, shareholder ratification is being sought for the issue of Options to State Equity Group Pty Ltd under the agreement reached with State Equity Group Pty Ltd to act as lead manager to the placement within the capital raising which was announced to the market on 4 October 2010.

Shareholders' ratification for the issue of Options previously issued is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

### **Additional information**

In accordance with Listing Rule 7.5, the following information is provided to Shareholders for the purposes of obtaining shareholder approval pursuant to Listing Rule 7.4:

1. 881,250 Options were issued in total;
2. The Options were issued for no consideration;
3. The proceeds from the conversion of the Options will be used for exploration programs on UXAs' tenements and for general working capital;
4. The Options were issued to State Equity Group Pty Ltd by the board in accordance with the agreement reached with State Equity Group Pty Ltd to act as lead manager to the placement within the capital raising which was announced to the market on 4 October 2010;
5. The options will entitle the holder to subscribe for Shares in the Company on the following terms:
  - a. Each Option entitles the holder, when exercised to one share in the Company;
  - b. The Options are exercisable at any time on or prior to 5.00pm (Eastern Standard Time) on 7 October 2012 (Expiry Date) by completing an Option exercise form and delivering it together with the payment for the number of Shares in respect of which the Options are exercised to the registered office of the Company;
  - c. Each Option may be exercised by notice in writing to the Company during the period referred to in condition (a) accompanied by payment of 4 cents per share;
  - d. An Option does not confer the right to a change in exercise price or a change in the number of underlying Shares over which the Options can be exercised;
  - e. The Options issued to State Equity Group Pty Ltd are unlisted;
  - f. All shares issued upon exercise of the Options will rank pari passu in all respects with the Company's then issued Shares. The Company will apply for the quotation on ASX of the Shares issued upon exercise of the Options;
  - g. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options. However the Company will ensure that for the purposes of determining entitlements to and such issue, the record date will be at least 7 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue; and
  - h. If at any time the issued capital of the Company is reorganised, the Rights of an Option Holder are to be changed to the extent necessary to comply with the Listing Rules applying to the

reorganisation of capital at the time of the reorganisation.

## **RESOLUTION 7 – APPROVAL OF THE CHANGE OF COMPANY NAME**

Uranium Exploration Australia Limited continues to grow beyond the limits of being a uranium exploration company. The current name suggests to the market that uranium exploration is the only sector of endeavour in which the company participates. As the company now has interests in the provision of bore hole logging services and intends to expand this aspect of its business to international markets, it is appropriate that the company now considers a more appropriate name.

In addition, with the recent option agreement with Teck Australia Pty Ltd to advance exploration for zinc-lead-silver and copper-gold deposits, the company now has interests in base metal exploration.

With this broadening of the company's areas of interest, shareholders are asked to consider changing their company's name to UXA RESOURCES LIMITED. A name change to UXA RESOURCES LIMITED will allow the company to establish a brand which communicates to the market a much wider area of interest.

## **RESOLUTION 8 – ISSUE OF SHARES UNDER PLACEMENT**

Under Resolutions 8, shareholder ratification is being sought for the issue of 17,625,000 shares which were placed with sophisticated investors of State Equity Group Pty Ltd on 7 October 2010.

ASX Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the number of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of the members of the company in general meeting is obtained. The Company has not exceeded the 15% threshold.

ASX Listing Rule 7.4 states that an issue by a company of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 and the Company's members subsequently ratify it. The effect of such ratification is to restore the Company's discretionary power to issue further shares up to 15% of the number of the Company's issued shares at the beginning of the relevant 12 month period without obtaining shareholder approval.

Shareholder approval of Resolution 8 will provide the Company with added flexibility in raising funds because it:

- renews the Company's capacity to issue further shares and options (to a limited extent) without exceeding the 15% limit in ASX Listing Rule 7.1; and
- allows the Company to issue further shares and options at short notice (without exceeding the 15% limit in ASX Listing Rule 7.1) and without seeking shareholder approval, where the resulting delay could compromise the success of a commercial transaction.

### **Additional Information**

1. The number of shares issued is 17,625,000 shares;
2. The shares were allotted on 7 October 2010;
3. The price at which the shares were issued was 4 cents;
4. The shares were allotted to sophisticated investors of State Equity Group Pty Ltd;
5. The shares rank equally in all respects with the existing ordinary shares;
6. The issue of the shares will provide additional funding required by UXA for the advancement of exploration programs on UXA's tenements, primarily within South Australia, New South Wales and Western Australia, and for general working capital.
7. It is proposed that the placement be made to selected allottees pursuant to a placement information statement.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of these Resolutions.

## **RESOLUTION 9 – APPROVAL OF PROPOSED SHARE PLACEMENT**

### **Background**

Under Resolution 9, the Board of the Company seeks shareholder approval for the issue of shares set out below, for the purpose of satisfying ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9. If approval is obtained:

- the maximum number of 40,000,000 shares will be issued;
- the shares will be issued no later than three (3) months after the date of the meeting to which this Explanatory Memorandum relates;
- the shares will be issued for a minimum price that is at least 80% of the average market price for shares calculated over the last five (5) days on which sales of shares were recorded before the date on which the issue is to be made;
- the shares will be issued to qualified clients of member firms of ASX or sophisticated or professional investors at the discretion of the Board;
- the shares will rank equally in all respects with the Company's existing shares on issue;
- funds raised by the issue of the shares will be used to fund ongoing exploration programs on UXA's tenements, primarily within South Australia, New South Wales and Western Australia, and for general working capital; and
- the allotment of the securities will occur progressively.

### **Reasons for seeking shareholder approval**

Under ASX Listing Rule 7.1, the Company cannot make the further placement of shares under Resolution 9 without the approval of shareholders

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

### **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

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000



000001 000 UXA  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 11.30am (AEDT) on Tuesday 16 November 2010

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

Review your securityholding

Update your securityholding

**Your secure access information is:**

**SRN/HIN: 1999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Uranium Exploration Australia Limited hereby appoint

the Chairman of the meeting **OR**

**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) at the Annual General Meeting of Uranium Exploration Australia Limited to be held at the Amora Hotel Jamison Sydney, Conference Room, Ground Floor, 11 Jamison Street, Sydney, on Thursday, 18 November 2010 at 11.30am (AEDT) and at any adjournment of that meeting.

## STEP 2 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.

### ORDINARY BUSINESS

1. Remuneration Report
2. Re-election of Mr. Ian Mutton as a Director
3. Re-election of Mr. Stephen Gemell as a Director
4. Ratification of an Issue of Options to Employees
5. Approval of the Company's Employee Share Option Plan
6. Ratification of the Issue of Options as per Engagement Agreement – Capital Raising
7. Approval of the Change of Company Name
8. Ratification of an Issue of Shares under Placement made on 7 October 2010
9. Approval of Proposed Share Placement

	For	Against	Abstain
1.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_ / \_\_\_\_ / \_\_\_\_