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# ENTERPRISE URANIUM LIMITED

ACN 159 819 173

## NOTICE OF GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

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**TIME:** 10.00am (WST)

**DATE:** 21 March 2014

**PLACE:** The Park Business Centre, 45 Ventnor Avenue, West Perth, WA

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9436 9240.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on 21 March 2014 at:

The Park Business Centre, 45 Ventnor Avenue, West Perth, WA

### YOUR VOTE IS IMPORTANT

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The business of the General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

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To vote in person, attend the General Meeting on the date and at the place set out above.

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to Enterprise Uranium Limited, Level 1, 640 Murray Street, West Perth WA 6005; or  
PO Box 1906, West Perth, WA 6872
- (b) facsimile to the Company on facsimile number +61 8 9436 9220.

so that it is received not later than 10.00am (WST) on Wednesday 19 March 2014.

**Proxy Forms received later than this time will be invalid.**

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## NOTICE OF GENERAL MEETING

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Notice is given that a General Meeting of Shareholders will be held at 10.00am (WST) on 21 March 2014 at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on 19 March 2014.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

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, Shareholders ratify the issue of 8,004,393 Shares at a deemed issue price of \$0.04 per Share on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. 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 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.

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#### 2. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue of up to 11,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on Resolution 2 by any 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, and any associates of those persons, if the Resolution is passed. However, 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 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.

**DATED: 17 FEBRUARY 2014**

**BY ORDER OF THE BOARD**

**DAMIAN DELANEY  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at a General Meeting to be held at 10.00am (WST) on 21 March 2014 at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA.

The purpose of this Explanatory Statement is to provide information which the directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES

On 30 October 2013, the Company announced to ASX that it had acquired 37,280,714 fully paid ordinary shares in ASX listed Energia Minerals Limited from UEQ Investments Pty Ltd. The purchase price was partly settled by the issue of 8,004,393 new Shares in Enterprise Uranium Limited. The issue of these new Shares occurred on 31 October 2013.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further shares up to 15% of the issued capital of the Company under Listing Rule 7.1 without requiring Shareholder approval.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 8,004,393 Shares (Ratification), which were issued on 31 October 2013. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval. The Company confirms that the issue of these new Shares did not breach ASX Listing Rule 7.1.

#### Technical Information Required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) a total of 8,004,393 Shares were issued to UEQ Investments Pty Ltd on 31 October 2013. UEQ Investments Pty Ltd is not a Related Party of the Company;
- (b) the deemed issue price per Share was \$0.04;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares;
- (d) no funds were raised as part of the issue of new Shares. The Shares were issued as part of the acquisition cost of 37,280,714 fully paid ordinary shares in Energia Minerals Limited.

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### 2. RESOLUTION 2 – APPROVAL OF ISSUE OF SHARES

This resolution seeks approval for the issue of up to 11,000,000 Shares.

A summary of ASX Listing Rule 7.1 is set out in Section 1.

By approving this issue of up to 11,000,000 Shares under this Resolution, the Company will have the flexibility to issue up to 11,000,000 Shares within the three month period following the date of the Meeting. No investor has been identified by the Board at this time. The Resolution is included to maximise the Company's flexibility to issue Shares.

In addition, the Company will retain the full flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 (as refreshed by Resolution 1, if Resolution 1 is passed) without the requirement to obtain prior Shareholder approval.

### Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided to Shareholders:

- (a) the maximum number of Shares to be issued under this Resolution is 11,000,000;
  - (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the one date;
  - (c) the issue price per Share is not known at this time; however the issue price will be at least 80% of the average market price for Shares, to be calculated over the last 5 days on which sales in Shares were recorded before the date on which the issue was made or if issued pursuant to a prospectus, over the last 5 days on which sales in the Shares were recorded before the date of issue of the prospectus;
  - (d) the Shares will be issued to investors who are not Related Parties of the Company;
  - (e) any voter who casts a vote at the Meeting in relation to Resolution 2, or their associates, will be ineligible to participate in the issue of Shares, consistent with the voting exclusion statement set out in the Notice of Meeting in relation to Resolution 2;
  - (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as, and ranking equally (from the date of their issue) with, the Company's existing Shares; and
  - (g) The funds raised by the issue of the Shares will be used to strengthen the Company's working capital position.
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## GLOSSARY

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**\$** means Australian dollars.

**ASX** means ASX Limited.

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

**Board** means the current board of Directors of the Company.

**Company** means Enterprise Uranium Limited (ACN 159 819 173).

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

**Directors** means the current Directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**General Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** or **Notice of General Meeting** means this notice of general meeting including the explanatory statement.

**Related Party** has the meaning given in section 228 of the Corporations Act.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

ENTERPRISE URANIUM LIMITED

ACN 159 819 173

PROXY FORM

The Company Secretary  
Enterprise Uranium Limited  
Level 1, 640 Murray Street  
West Perth WA 6005

Ph (+61 8) 9436 9240/Fax (+61 8) 9436 9220

GENERAL MEETING

I/We

being a member(s) of Enterprise Uranium Limited and entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chair of the General Meeting as your proxy

or failing the person/body corporate so named or, if no person/body corporate is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting of the Company to be held at 10.00am (WST), on 21 March 2014 at The Park Business Centre, 45 Ventnor Avenue, West Perth, WA, and at any adjournment thereof.

**If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business.**

The Chair of the Meeting intends to vote all undirected proxies, which the Chairman is entitled to vote, in favour of each item of business.

**Voting on Business of the General Meeting**

Resolution 1 – Ratification of issue of Shares  
Resolution 2 – Approval of issue of Shares

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014 \_\_\_\_\_ %

**By: Individuals and joint holders Companies (affix common seal if appropriate)**

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary

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**ENTERPRISE URANIUM LIMITED**  
**ACN 159 819 173**

**Instructions for Completing Proxy Form**

1. A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a shareholder of the Company.

2. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the full name of that individual or body corporate in the space provided. If you leave both the box and this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the Company. A proxy may be an individual or a body corporate.

Under recent changes to the Corporations Act, if your appointment of a proxy specifies the way the proxy is to vote on a particular resolution and your appointed proxy is not the Chairman of the meeting and at the meeting a poll is duly demanded on the question that the resolution be passed, then if either your proxy is not recorded as attending the meeting (if a record of attendance is made) or your proxy does not vote on the resolution, the Chairman is taken, before voting on the resolution closes, to have been appointed as your proxy for the purposes of voting on the resolution at that meeting.

3. 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 such a direction, unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate place. 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 more than one box on an item your vote on that item will be invalid.

Under recent changes to the Corporations Act, if you direct your proxy how to vote on a particular resolution, the proxy need not vote on a show of hands but if the proxy does so, the proxy must vote as directed. If the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands. If the proxy is the Chairman, the proxy must vote on a poll, and must vote as directed and if the proxy is not the Chairman, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as directed.

4. Where a member's holding is in one name the holder must sign. Where the holding is in more than one name, all members should sign.

5. Where a Proxy Form of a corporate representative is lodged and is executed under a power of attorney, the power of attorney must be lodged in like manner as this Proxy Form.

6. Corporate members should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- 2 directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

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For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

7. Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
8. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Enterprise Uranium Limited, Level 1, 640 Murray Street, West Perth, WA 6005; or PO Box 1906, West Perth, WA 6872
  - (b) facsimile to the Company on facsimile number +61 8 9436 9220so that it is received not later than 10.00am (WST) on 19 March 2014.

**Proxy forms received later than this time will be invalid.**