



**ABN 61 126 156 089**

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM**

**For the Annual General Meeting of the Company to be held on  
26 November 2008 at 4 pm (WST) at  
Ground Floor, 15 Rheola Street, West Perth WA 6005**

*This Notice of Meeting is an important document and 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.*

*If you are unable to attend the Annual General Meeting, please complete the form of proxy  
enclosed and return it in accordance with the instructions set out on that form.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

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The Annual General Meeting of the shareholders of Uranio Limited will be held at:

**Uranio Limited  
Ground Floor  
15 Rheola Street  
WEST PERTH WA 6005**

**Commencing  
4pm (WST)  
on 26 November 2008**

### How to Vote

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You may vote by attending the meeting in person, by proxy or authorised representative.

### Voting in Person

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To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 4pm (WST).

### Voting by Proxy

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To vote by proxy, please complete and sign the proxy form enclosed with this Explanatory Memorandum as soon as possible and either:

- (a) send the proxy form by post to the Company's Registered Office – Uranio, PO Box 1263, West Perth, Western Australia 6872;
- (b) deliver the proxy form to the Company's Registered Office – 945 Wellington Street, West Perth, Western Australia; or
- (c) by facsimile to the Company on facsimile number INT + 61 8 9322 7602,

so that it is received not later than 4pm (WST) on 24 November 2008. Proxy forms received later than this time will be invalid.

**Your proxy form is enclosed.**

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## NOTICE OF GENERAL MEETING

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Notice is given that the Annual General Meeting of Shareholders of Uranio Limited (**Company**) will be held at 4pm (WST) on 26 November 2008 at Uranio Limited, Ground Floor, 15 Rheola Street, West Perth WA 6005.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the Annual General Meeting. Terms of abbreviations used in this Notice and Explanatory Memorandum are defined in the glossary to this document.

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The Directors have determined, pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm on 24 November 2008.

### AGENDA

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#### Adoption of the Annual Financial Report

To receive the Annual Financial Report, including Directors' declaration and accompanying reports of the Director and auditors for the financial year ending 30 June 2008.

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#### Resolution 1 – Adoption of Remuneration Report (Non-binding)

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Annual Financial Report for the year ended 30 June 2008.”*

**Short Explanation:** The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

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#### Resolution 2 – Re-election of Mr David Riekie

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That in accordance with clause 13.2 of the Company's Constitution, Mr David Riekie, being a director of the Company retires by rotation and being eligible offers himself for re-election.”*

**Short Explanation:** In accordance with ASX Listing Rule 14.4 (rotation of Directors) and the Company's Constitution, one third of the Directors must retire by rotation at every Annual General Meeting. Accordingly, Mr Riekie retires by rotation and being eligible for re-election, offers himself for re-election at the Meeting.

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Dated: 8 October 2008

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, appearing to read 'M. Cardaci', with a long horizontal flourish extending to the right.

**Mr Marcello Cardaci  
Chairman  
Uranio Limited**

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## EXPLANATORY MEMORANDUM

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### 1. GENERAL INFORMATION

This Explanatory Memorandum has been prepared for the Shareholders in connection with the Annual General Meeting of the Company to be held on 26 November 2008. This Explanatory Memorandum and all attachments are important documents and should be read carefully.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the above resolutions detailed in the Notice.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

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### 2. THE RESOLUTIONS

#### 2.1 Resolution 1 – Adoption of Remuneration Report (Non-binding Resolution)

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report as set out in the Directors' Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

#### 2.2 Resolution 2 – Re-election of Mr David Riekie – Retirement by Rotation

In accordance with ASX Listing Rule 14.4, no director of the Company may hold office (without re-election) past the longer of 3 years and the third Annual General Meeting following their appointment.

Further in accordance with clause 13.2 of the Constitution it requires that if the Company has three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

Accordingly Mr David Riekie retires by rotation and being eligible offers himself for re-election.

Mr David Riekie retires by rotation and seeks re-election.

Mr Riekie is a Chartered Accountant and has significant experience in capital raising initiatives (public and private), and corporate and strategic development programs. Mr Riekie has been an executive director of Grange Consulting Group Pty Ltd, which specialises in capital raising, mergers and acquisitions and corporate

advice. Mr Riekie was recently appointed as Managing Director of ASX listed Avonlea Minerals Ltd.

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**3. ENQUIRIES**

Shareholders are invited to contact the Company Secretary on (08) 9322 7600 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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

**ASX** means Australian Stock Exchange Limited.

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

**Board** means the board of directors of the Company.

**Company** means Uranio Limited (ABN 61 123 156 089).

**Constitution** means the Company's constitution.

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

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory statement to the Notice.

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

**Notice** means the notice of meeting accompanying this Explanatory Memorandum.

**Remuneration Report** means that section of the Directors' Report under the heading "Remuneration Report" set out in the annual report for the year ended 30 June 2008.

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

**Shareholder** means a shareholder of the Company.

**WST** means Western Standard Time.

**Proxy Form  
Appointment of Proxy  
Uranio Limited  
ABN 61 123 156 089**

I/We

being a Member of Uranio Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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 to be held at 4:00pm (WST) on 26 November 2008 at the offices of Uranio Limited, Ground Floor 15 Rheola Street, West Perth, Western Australia, and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all of the resolutions.

**Voting on Business of the Annual General Meeting**

		<b>For</b>	<b>Against</b>	<b>Abstain</b>
Resolution 1	Adoption of Remuneration Report (non-binding)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr David Riekie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote in favour of all of the resolutions if no directions are given.

Signed this                      day of                      2008

**By:**

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

### **Instructions for Completing 'Appointment of Proxy' Form**

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and such appointment does not specify this proportion, each proxy may exercise half the votes.
  
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
  
3. Corporate shareholders 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:
  - 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.

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.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
  
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
  
6. To vote by proxy, please complete and sign the proxy form enclosed:
  - (a) **send the proxy form by post to Uranio Limited, PO Box 1263, West Perth, WA 6872;**
  - (b) **by facsimile to the Company on facsimile number INT +61 8 9322 7602; or**
  - (c) **deliver to the Company at 945 Wellington Street, West Perth, Western Australia,**

so that it is received not later than 4:00pm (WST) on 24 November 2008.

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