URANIO LIMITED
ABN 61 123 156 089

(to be renamed MANHATTAN CORPORATION LIMITED)

NOTICE OF GENERAL MEETING

PROXY FORM

EXPLANATORY MEMORANDUM

AND

INDEPENDENT EXPERT'S REPORT

The Independent Expert has concluded the proposal the subject of Resolution 1 is *fair and reasonable* to the non-associated shareholders of the Company.

Date of Meeting
Monday, 20 July 2009

Time of Meeting
4.00 pm

Place of Meeting
The Celtic Club
48 Ord Street
West Perth 6005
Western Australia

URANIO LIMITED

ABN 61 123 156 089

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Uranio Limited ("**Company**") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Monday, 20 July 2009 at 4.00pm (Perth time) for the purpose of transacting the following business.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of General Meeting.

Certain abbreviations and other defined terms are used throughout this Notice of General Meeting. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

AGENDA

BUSINESS

Resolution 1 – Approval of Merger with Manhattan Resources Pty Ltd

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

> *"That, pursuant to and in accordance with sections 611 Item 7 and 208 of the Corporations Act, Listing Rules 10.1, 10.11 and 11.1.2 and for all other purposes, the Company:*
>
> *(a) agrees to the execution by the Company of an agreement whereby the Company will acquire 70,000,000 fully paid ordinary shares in the capital of Manhattan Resources Pty Ltd ACN 127 373 871 ("**Manhattan**") (being 100% of the issued capital of Manhattan) from the Manhattan Vendors as more particularly described in the Explanatory Memorandum accompanying this Notice of Meeting and the performance by the Company of its obligations under that agreement;*
>
> *(b) approves and authorises the Directors to allot and issue to the Manhattan Vendors (or their respective nominees) in accordance with the agreement referred to in paragraph (a) of this Resolution, of a total of 44,201,640 ordinary fully paid shares in the Company; and*
>
> *(c) agrees to the acquisition by the Manhattan Vendors (or their respective nominees) by way of allotment referred to in paragraph (b) of this Resolution, of 44,201,640 ordinary fully paid shares in the Company,*
>
> *in each case on the terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice of Meeting."*

No votes can be cast on Resolution 1 by the Manhattan Vendors or any associates of those persons.

Notes:

1. Further details of the above acquisitions are set out in the Explanatory Memorandum accompanying this Notice of Meeting, including further information required to be

disclosed to shareholders under ASIC Regulatory Guide 74 and the Listing Rules of the Australian Securities Exchange.

2. Shareholders are urged to read the Independent Expert's Report prepared by Stantons International Securities which report accompanies this Notice of Meeting and the Explanatory Memorandum. The Independent Expert has concluded that the proposal the subject of Resolution 1 is ***fair and reasonable*** to the non-associated shareholders of the Company.

Resolution 2 – Change of Name

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

"That, subject to the passage of Resolution 1 and the completion of the acquisition of the issued capital in Manhattan Resources Pty Ltd, the name of the Company be changed to Manhattan Corporation Limited."

Resolution 3 – Appointment of Mr Alan Eggers as a Director

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

"That, subject to the passage of Resolution 1 and the completion of the acquisition of the issued capital of Manhattan Resources Pty Ltd, the Company appoints Mr Alan Eggers as a Director."

Resolution 4 – Appointment of Mr John Seton as a Director

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

"That, subject to the passage of Resolution 1 and the completion of the acquisition of the issued capital of Manhattan Resources Pty Ltd, the Company appoints Mr John Seton as a Director."

Resolution 5 – Grant of Options to Mr Alan Eggers

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

"*That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act and for all other purposes, subject to the transaction the subject of Resolution 1 completing, the Company approves and authorises the grant to Mr Alan Eggers, or his nominee(s), for no consideration:*

(a) 2,250,000 Options with an exercise price of $0.60 and an expiry date being 5 years after the date of grant; and
(b) 2,250,000 Options with an exercise price of $1.00 and an expiry date being 5 years after the date of grant,

on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including the Annexures attached to the Explanatory Memorandum accompanying this Notice of Meeting)."

The Company will disregard any votes cast on Resolution 5 by Mr Alan Eggers or any associate of Mr Eggers. However, the Company need not disregard a vote if 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 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 – Grant of Options to Dr Robert Wrixon

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

"*That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act and for all other purposes, subject to the transaction the subject of Resolution 1 completing, the Company approves and authorises the grant to Dr Robert Wrixon, or his nominee(s), for no consideration:*

(a) 1,000,000 Options with an exercise price of $0.60 and an expiry date being 5 years after the date of grant; and
(b) 1,000,000 Options with an exercise price of $1.00 and an expiry date being 5 years after the date of grant,

on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including the Annexures attached to the Explanatory Memorandum accompanying this Notice of Meeting)."

The Company will disregard any votes cast on Resolution 6 by Dr Robert Wrixon or any associate of Dr Wrixon. However, the Company need not disregard a vote if 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 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 – Grant of Options to Mr Marcello Cardaci

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

"*That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act and for all other purposes, subject to the transaction the subject of Resolution 1 completing, the Company approves and authorises the grant to Mr Marcello Cardaci, or his nominee(s), for no consideration:*

(a) 500,000 Options with an exercise price of $0.60 and an expiry date being 5 years after the date of grant; and
(b) 500,000 Options with an exercise price of $1.00 and an expiry date being 5 years after the date of grant,

on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including the Annexures attached to the Explanatory Memorandum accompanying this Notice of Meeting)."

The Company will disregard any votes cast on Resolution 7 by Mr Marcello Cardaci or any associate of Mr Cardaci. However, the Company need not disregard a vote if 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 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 8 – Grant of Options to Mr John Seton

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

> "*That pursuant to Listing Rule 10.11 of the ASX and Section 208 of the Corporations Act and for all other purposes, subject to the transaction the subject of Resolution 1 completing, the Company approves and authorises the grant to Mr John Seton, or his nominee(s), for no consideration:*
>
> *(a) 500,000 Options with an exercise price of $0.60 and an expiry date being 5 years after the date of grant; and*
>
> *(b) 500,000 Options with an exercise price of $1.00 and an expiry date being 5 years after the date of grant,*
>
> *on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including the Annexures attached to the Explanatory Memorandum accompanying this Notice of Meeting*)."

The Company will disregard any votes cast on Resolution 8 by Mr John Seton or any associate of Mr Seton. However, the Company need not disregard a vote if 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 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 – Grant of Options to Employees and Consultants

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

> "*That pursuant to Listing Rule 7.1 and for all other purposes, the Company approves and authorises the grant to consultants nominated by the Company, for no consideration:*
>
> *(a) 1,300,000 Options with an exercise price of $0.60 and an expiry date being 5 years after the date of grant; and*
>
> *(b) 1,300,000 Options with an exercise price of $1.00 and an expiry date being 5 years after the date of grant,*
>
> *on the terms and conditions described in the Explanatory Memorandum that forms part of this Notice (including the Annexures attached to the Explanatory Memorandum accompanying this Notice of Meeting*)."

The Company will disregard any votes cast on Resolution 9 by a 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 Resolution 9 is passed, and any person associated with those persons. However, the Company need not disregard a vote if 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 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.

By order of the Board

Mr Sam Middlemas
Company Secretary
Dated: 16 June 2009

PROXIES

A shareholder entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote at this Meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.

A proxy may, but need not be, a shareholder of the Company.

Proxy forms must reach the Registered Office of the Company at least 48 hours prior to the Meeting. For the convenience of shareholders, a Proxy Form is enclosed.

URANIO LIMITED

ABN 61 123 156 089

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of General Meeting of Uranio Limited ("**Uranio**" or the "**Company**").

An Independent Expert's Report prepared by Stantons International Securities comments on whether the proposal the subject of Resolution 1 is fair and reasonable to the non-associated shareholders of Uranio.

Shareholders should note that Stantons International Securities report, enclosed with this Notice of Meeting and Explanatory Memorandum, has concluded that the proposal the subject of Resolution 1 is fair and reasonable to the non-associated shareholders of Uranio.

The Directors recommend that shareholders read this Explanatory Memorandum and the Independent Expert's Report in full before making any decision in relation to the resolutions.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

INTRODUCTION AND SUMMARY OF TRANSACTION

On 3 June 2009, Uranio announced a proposed merger with Manhattan Resources Pty Ltd ("**Manhattan**") under which Uranio will acquire the issued capital of Manhattan, a private uranium company headed by Alan J Eggers. Under the terms of the agreement with Manhattan shareholders, Uranio will issue 44.2 million new shares to the nineteen shareholders of Manhattan.

The merger of Uranio and Manhattan will create a well funded company with a substantial uranium oxide resource of 10.9Mlb, identified exploration upside of 6.6Mlb to 15.4Mlb and an experienced management team that has previously built one of Australia's premier uranium companies to an ASX Top 200 company.

Alan Eggers has a long and well credentialed track record in the Australian and international uranium industry and was the founding director, substantial shareholder and Managing Director of Summit Resources Limited, a uranium company that had a market capitalisation of $1.2 billion at the time it was taken over by Paladin Energy Ltd in May 2007. Mr Eggers was also a founding director of the Australian Uranium Association.

Following completion of the transaction Uranio will, subject to shareholder approval, change its name to Manhattan Corporation Limited and Alan Eggers will join the board as Executive Chairman in a full time capacity. Robert Wrixon will continue in his role as Managing Director. John Seton, the former chairman of Summit and Manhattan Resources Pty Ltd will also join the board as a non-executive Director. Marcello Cardaci, the current Chairman, will remain on the board as a non-executive Director. David Riekie will resign from the board.

MANHATTAN

Manhattan is a company that was established by Alan Eggers following the takeover of Summit in 2007. Manhattan was formed for the purpose of acquiring and developing uranium assets and raised $5,020,000 in October 2007. Since that time Manhattan has conducted an extensive review of uranium opportunities and established a database of uranium projects and corporate opportunities world wide. It has also invested a proportion of its cash reserves in liquid listed securities, all of which are in the uranium industry. However, Manhattan was not established as an investment company and the securities are considered "cash" or cash equivalent assets of Manhattan.

Manhattan has around $7,840,000 (as at 3 June 2009) in cash deposits and investments in ASX listed uranium companies that represents cash and liquid asset backing of 11.2 cents per Manhattan share.

Further details on Manhattan, Alan Eggers, John Seton and Manhattan's activities can be accessed on the company's web site at www.manhattanresources.com.au

COMPANY FUNDING

The proposed transaction is effectively a placement of Shares for cash.

Uranio currently has $1.29 million in cash and bank deposits and requires additional funds in the near future to achieve its objectives. On completion of the proposed merger with Manhattan, the combined entity will have around $9 million in cash deposits and investments in ASX listed companies.

Importantly, there is not expected to be any need for the company to go back to shareholders, or seek to place its shares with new investors in order to raise additional funds in the foreseeable future.

A pro forma balance sheet is set out in the Independent Expert's Report prepared by Stantons International Securities.

MANHATTAN SHAREHOLDERS

Manhattan has 19 shareholders, a number of which are also significant holders of Uranio shares. Alan Eggers, and his associates, hold 42.86% of Manhattan and 19.76% of Uranio. On completion of the merger, as proposed, the top 20 shareholders of the merged entity will hold 75.40% of the Company with 16 of those holders being Manhattan shareholders. Alan Eggers and managed investment fund Minvest Securities (New Zealand) Limited will have a combined 31.20% stake in the Company.

CAPITAL STRUCTURE

As at the date of this Notice of Meeting, Uranio has 39,279,379 Shares on issue. Of these, 5,020,000 Shares are escrowed until 28 January 2010. On completion of the merger the Company will have 83,481,019 Shares on issue. The top 20 shareholders will be:

	TOP 20 SHAREHOLDERS		
RANK	HOLDER	NUMBER	PERCENTAGE
1	*Minvest Securities (New Zealand) Limited*	19,129,040	22.91
2	*Nicholas P S Olissoff*	7,664,520	9.18
3	*Alan J Eggers*	6,918,899	8.29
4	*Thomas Allright*	4,480,082	5.37
5	*E & J Aaron ATF Bikini Trust*	3,952,260	4.73
6	*Claymore Trustees Limited*	3,407,260	4.08
7	*Grange Consulting Group Pty Ltd*	2,500,000	2.99
8	*Custodial Services Limited <Beneficiaries Holding A/C>*	1,914,090	2.29
9	*Resmin Pty Ltd ATF SPE Investment Trust*	1,894,356	2.27
10	*Kevin F Chambers*	1,894,356	2.27
11	*Marcello Cardaci ATF MD Cardaci Family Trust*	1,565,726	1.88
12	*Michael Ashforth*	1,262,904	1.51
13	*Residuum Nominees Pty Ltd*	1,250,000	1.50
14	*K E & L A Tatam ATF Kirwan Investment Trust*	781,452	0.94
15	*Susan J Campbell*	781,452	0.94
16	*Sue N Rowles ATF Roxy Unit Trust*	746,452	0.89
17	*Citicorp Nominees Pty Limited*	743,392	0.89
18	*Robert Sommerville*	731,452	0.88
19	*Sharon A Eggers*	696,452	0.83
20	*LBL Capital Pty Ltd*	631,452	0.76
	TOTAL	62,945,597	75.40

Uranio also has the following unquoted options on issue:

UNQUOTED OPTIONS ON ISSUE		
NUMBER	**EXERCISE PRICE**	**EXPIRY DATE**
3,849,379	20 cents	21 January 2012
5,000,000	20 cents	30 June 2010 (escrowed until 28 January 2010)
1,000,000	20 cents	23 June 2013 (vesting 26 December 2009)
1,000,000 (Note 1)	30 cents	23 June 2013 (vesting 26 June 2010)
1,000,000 (Note 1)	40 cents	23 June 2013 (vesting 26 June 2011)

Note 1: *These 2,000,000 unlisted employee options exercisable at 30 cents and 40 cents with an expiry date of 23 June 2013 are to be cancelled on completion of the merger of Uranio and Manhattan.*

In addition, subject to the passage of Resolutions 5 to 8, the Company will grant the following incentive options:

GRANT OF OPTIONS TO DIRECTORS, CONSULTANTS & EMPLOYEES		
NUMBER	**EXERCISE PRICE**	**EXPIRY DATE**
5,550,000	60 cents	5 years from grant (vesting 12 months from grant)
5,550,000	$1.00	5 years from grant (vesting 24 months from grant)
11,100,000		

SHARE SALE DEED

Under the Share Sale Deed entered into between Uranio, Manhattan and the Manhattan Vendors, Uranio will acquire 70,000,000 Manhattan Shares (representing 100% of Manhattan's issued capital) in consideration for the issue to the Manhattan Vendors of 44,201,640 Shares.

Completion under the Share Sale Deed is subject to a number of conditions precedent including:

- Uranio completing due diligence investigations and enquiries to its satisfaction;
- shareholders approving the transaction and the issue of the Consideration Shares;
- the Independent Expert appointed to prepare the Independent Expert's Report for inclusion in the information being provided to shareholders of Uranio containing a conclusion other than the consideration being provided to the Manhattan Vendors by Uranio being unfair and unreasonable;
- each of the Manhattan Vendors waiving all restrictions on the transfer of their shares in Manhattan (including rights of pre-emption) that exist under any agreement including, without limitation, the articles or constitution of Manhattan;
- Appropriate terms being agreed, and approved by shareholders, for the appointment of Alan Eggers as Executive Chairman;
- ASX confirmation, which has been obtained, that it does not require the Company to comply with chapters 1 and 2 of the Listing Rules as a result of the transaction;
- ASX confirmation, which has been obtained, that there is no escrow on the shares issued to Manhattan shareholders; and
- Manhattan and Uranio not issuing any further shares, options or any other right to subscribe for shares in Manhattan and Uranio (other than as agreed).

BUSINESS PLAN SET CLEAR OBJECTIVES

Over the last few months the Company has focused on its projects, balance sheet, share register and funding needs to create shareholder wealth going forward. Uranio has now emerged with a substantial uranium resource and exploration potential at Ponton in WA, debt free with a stable share register and, on completion of the merger with Manhattan, will be well funded to progress the evaluation of Double 8 and evaluate other projects and corporate acquisitions with around $9 million in cash and investments in ASX listed securities.

DOUBLE 8 MAIDEN URANIUM RESOURCE

On 5 May 2009 Uranio announced a maiden Inferred Resource Estimate for the Double 8 uranium deposit at Ponton in Western Australia of 16Mt at 310ppm uranium oxide (U_3O_8) containing 10.9Mlb U_3O_8 at a 200ppm cutoff. In addition, the Exploration Results reported identified further Mineralisation Potential at Double 8 of between 6.6 and 15.4Mlb of U_3O_8 at the 200ppm cutoff.

The reported Inferred Resource for Double 8 of 10.9Mlb U_3O_8 is a significant resource and already places the deposit as the twenty-second largest reported uranium resource in Australia and the ninth largest in Western Australia.

The fact that the uranium mineralisation at Double 8 remains open and is yet to be closed off by drilling along with the additional Mineralisation Potential reported of between 10 and 20 million tonnes with a grade range between 300 to 350ppm eU_3O_8 indicates that there is considerable exploration upside for the Double 8 deposit.

The Company considers that with further exploration, drilling and sampling at Double 8, and along the Ponton palaeochannel, the resource estimates will expand and the confidence levels of these estimates will improve and report to higher categories under the JORC (2004) Code.

Our priority is to obtain the grant of E28/1898 at Ponton and gain exploration access to the area to enable the recommencement of drill testing and evaluation of the uranium resources identified at Double 8.

The information in this Notice and Explanatory Memorandum that relates to the Technical Database, reported Exploration Results and Mineral Resources is based on information compiled by Mr Sam Ulrich, who is a Member of the AusIMM. Mr Ulrich is employed by Wesmin Consulting. Mr Ulrich has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Ulrich consents to the inclusion in this Notice and Explanatory Memorandum of the matters based on his information in the form and context in which it appears.

INVESTOR SUPPORT AND MARKETING

The merged company will be well funded and will focus on advancing its key uranium project at Ponton, expanding and upgrading the confidence levels of the reported resource and presenting these results clearly to Australian and international investors. In addition, by utilising the extensive database Manhattan has developed, corporate opportunities already identified to acquire quality uranium resources and grow the company will also be undertaken to generate shareholder wealth.

Importantly, Uranio's activities outlined in the "Business Plan Sets Clear Objectives" above have recently attracted the attention of key Australian and international resource and specialist uranium funds in Sydney, Hong Kong and London and resulted in them taking up significant positions on the Company's share register.

RESOLUTION 1 – APPROVAL OF ACQUISITION OF INTEREST IN MANHATTAN RESOURCES PTY LTD

Resolution 1 seeks shareholder approval for:

- the Company entering into an agreement whereby the Company will acquire 70,000,000 fully paid ordinary shares in the capital of Manhattan (being 100% of the issued capital of Manhattan) and performing its obligations under that agreement;
- the allotment and issue to the Manhattan Vendors (or their respective nominees), in accordance with the Share Sale Deed, of a total of 44,201,640 Shares; and
- the acquisition by the Manhattan Vendors (or their respective nominees) of 44,201,640 Shares.

A company is not required to obtain shareholder approval under Listing Rule 7.1 where shareholder approval is granted under item 7 of section 611 of the Corporations Act. Accordingly, shareholder approval to issue the Consideration Shares is not required pursuant to Listing Rule 7.2 exception 16.

SECTION 611 OF THE CORPORATIONS ACT

Section 606 of the Corporations Act prohibits a person acquiring a relevant interest in issued voting shares in a company if, as a result of the acquisition, that person's or someone else's voting power in the company increases from less than 20% to more than 20%, or from a starting point that is above 20% and below 90%.

The voting power of a person in a body corporate is determined under Section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

A person has a relevant interest in securities if they:

(a) are the holder of the securities; or

(b) have power to exercise, or control the exercise of, a right to vote attached to securities; or

(c) have power to dispose of, or control the exercise of a power to dispose of, the securities.

It does not matter how remote the relevant interest is or how it arises. If two or more people can jointly exercise one of these powers, each of them is taken to have that power.

A person is an "associate" of another person if, amongst other things, they have entered into an agreement, arrangement or understanding for the purpose of controlling or influencing the composition of a company's board of directors or the conduct of affairs of such company.

There are various exceptions to the prohibition in section 606, including under section 611 item 7 of the Corporations Act. Section 611 item 7 provides an exception to the prohibition in section 606, in circumstances where the shareholders of the company approve an acquisition of shares by virtue of an allotment or acquisition at a meeting at which no votes are cast by parties involved in the proposed acquisition, including their associates.

Acquisition of a Relevant Interest

Under section 606(2) of the Corporations Act, a person is prohibited from acquiring a legal or equitable interest in securities of the Company if, because of that acquisition:

(a) another person acquires a relevant interest in issued voting shares of the Company; and

(b) someone's voting power in the Company increases from less than 20% to more than 20%, or from a starting point that is above 20% and below 90%.

Under section 608(3) of the Corporations Act, a person is deemed to have a relevant interest in any securities that a body corporate which the person controls or in which the person's voting power is above 20% has a relevant interest.

THE RESOLUTION

Pursuant to the terms of the Share Sale Deed, the Company has, subject to shareholder approval and satisfaction or waiver of the conditions precedent, agreed to allot a total of 44,201,640 Shares to the Manhattan Vendors as consideration for the purchase of the Manhattan Vendors' 70,000,000 fully paid ordinary shares in the issued capital of Manhattan in the following proportions:

MANHATTAN SHAREHOLDER CONSIDERATION SHARES		
MANHATTAN VENDOR	MANHATTAN SHARES	CONSIDERATION SHARES
Minvest Securities (New Zealand) Limited	20,000,000	12,629,040
Alan J Eggers	10,000,000	6,314,520
Nicholas P S Olissoff	10,000,000	6,314,520
E & J Aaron ATF Bikini Trust	5,000,000	3,157,260
Thomas Allright	3,500,000	2,210,082
Resmin Pty Ltd ATF SPE Investment Trust	3,000,000	1,894,356
Kevin F Chambers	3,000,000	1,894,356
Michael Ashforth	2,000,000	1,262,904
Susan J Campbell	1,000,000	631,452
Sharon A Eggers	1,000,000	631,452
Sue N Rowles ATF Roxy Unit Trust	1,000,000	631,452
Robert Sommerville	1,000,000	631,452
K E & L A Tatam ATF Kirwan Investment Trust	1,000,000	631,452
LBL Capital Pty Ltd	1,000,000	631,452
Sundowner International Limited	1,000,000	631,452
Marcello Cardaci ATF MD Cardaci Family Trust	500,000	315,726
Emerald Corporation Pty Ltd	500,000	315,726
Julie A Wolseley	500,000	315,726
Claymore Trustees Limited	5,000,000	3,157,260
	70,000,000	44,201,640

The following table sets out the current voting power in Uranio held by Manhattan Vendors and the resultant voting power to be held by the Manhattan Vendors as a result of the approval of Resolution 1 by shareholders and the allotment and issue of the Consideration Shares:

MANHATTAN SHAREHOLDER VOTING POWER				
MANHATTAN VENDOR	CURRENT URANIO SHARES	CURRENT VOTING POWER (%)	TOTAL SHARES ON ALLOTMENT OF CONSIDERATION SHARES	VOTING POWER ON ALLOTMENT OF CONSIDERATION SHARES (%)
Minvest Securities (New Zealand) Limited	6,500,000	16.55	19,129,040	22.91
Alan J Eggers	604,379	1.54	6,918,899	8.29
Nicholas P S Olissoff	1,350,000	3.44	7,664,520	9.18
E & J Aaron ATF Bikini Trust	795,000	2.02	3,952,260	4.73
Thomas Allright	2,270,000	5.78	4,480,082	5.37
Resmin Pty Ltd ATF SPE Investment Trust	0	0.00	1,894,356	2.27
Kevin F Chambers	0	0.00	1,894,356	2.27
Michael Ashforth	0	0.00	1,262,904	1.51
Susan J Campbell	150,000	0.38	781,452	0.94
Sharon A Eggers	65,000	0.17	696,452	0.83
Sue N Rowles ATF Roxy Unit Trust	115,000	0.29	746,452	0.89
Robert Sommerville	100,000	0.25	731,452	0.88
K E & L A Tatam ATF Kirwan Investment Trust	150,000	0.38	781,452	0.94
LBL Capital Pty Ltd	0	0.00	631,452	0.76
Sundowner International Limited	0	0.00	631,452	0.76
Marcello Cardaci ATF MD Cardaci Family Trust	1,250,000	3.18	1,565,726	1.88
Emerald Corporation Pty Ltd	37,500	0.10	353,226	0.42
Julie A Wolseley	245,000	0.62	560,726	0.67
Claymore Trustees Limited	250,000	0.64	3,407,260	4.08
	13,881,879	35.34	58,083,519	69.58

The Manhattan Vendors consider they will not be associates once the Consideration Shares are issued and allotted and thus do not consider they will have a relevant interest in the Shares held by other Manhattan Vendors following completion pursuant to the Share Sale Deed. However, shareholder approval under section 611 item 7 of the Corporations Act is sought pursuant to Resolution 1 because, at the time of completion pursuant to the Share Sale Deed when the Consideration Shares are allotted and issued, at the point in time they are allotted and issued, the Manhattan Vendors may be considered associates, and thus holding a relevant interest in each other's Shares, which will collectively exceed 20% of the issued capital of Uranio.

In addition, following completion pursuant to the Share Sale Deed, Mr Alan J Eggers and his associate Minvest Securities (New Zealand) Limited will have a relevant interest in voting power in excess of 20% of the Uranio with a combined voting power of 31.2%.

Further details of the relevant interests of the Manhattan Vendors in the voting power of Uranio are set out in the Independent Expert's report prepared by Stantons International Securities.

The following paragraphs set out information required to be provided to shareholders under ASIC Regulatory Guide 74. Shareholders are also referred to the Independent Expert's Report prepared by Stantons International Securities accompanying this Explanatory Memorandum.

IDENTITY OF PERSONS WHO WILL HOLD A RELEVANT INTEREST IN THE SHARES TO BE ALLOTTED

The identity of the acquirers are the Manhattan Vendors as noted above (or their respective nominees) who will, at the point in time of allotment and issue of the Shares the subject of Resolution 1, have voting power greater than 20% of the issued capital of Uranio. The Manhattan Vendors are not related parties to Uranio.

As noted above, Mr Eggers and Minvest Securities (New Zealand) Limited will have voting power of 31.2% after the issue of the Consideration Shares.

Alan Eggers is a professional geologist with over 30 years of international experience in exploration for uranium, base metals, precious metals and industrial minerals. He was the founding director and managing director for 20 years of listed uranium company Summit Resources Limited. He built Summit into an ASX top 200 company with a market capital of $1.2 billion until its takeover by Paladin Energy Ltd in mid 2007. His professional experience has included management of mineral exploration initiatives and corporate administration of private and public companies. Alan is managing director of Wesmin Consulting, a director of ASX listed Zedex Minerals Limited, was a founding director of the Australian Uranium Association and holds a number of directorships in private companies.

Minvest Securities (New Zealand) Limited is a discretionary trust managed by Mr Eggers. It is New Zealand based private trust which invests in the resource sector. Mr Seton is also a director of Minvest Securities (New Zealand) Limited and a trustee of the Eggers family trust. Mr Seton has no beneficial interest in Minvest Securities (New Zealand) Limited or the assets of the trust.

SHARES TO WHICH THE ALLOTTEES WILL BE ENTITLED IMMEDIATELY BEFORE AND AFTER THE ALLOTMENT

The table on the previous page sets out the present relevant interests in Shares held by the Manhattan Vendors and the maximum number and percentage of voting power each Manhattan Vendor will obtain as a result of the approval of Resolution 1 by shareholders and the allotment and issue of the Consideration Shares (on an undiluted basis).

The table also sets out, as at the date of this Explanatory Memorandum, the relevant interest in other Shares held by Manhattan Vendors.

THE IDENTITY, ASSOCIATIONS AND QUALIFICATIONS OF PROPOSED DIRECTORS

If shareholders pass Resolution 1, it is proposed that two new Directors, being Mr Alan J Eggers as Executive Chairman and Mr John Seton as non-executive Director. Details of Mr Eggers are noted above.

Details of Mr John Seton are as follows:

Mr John Seton

Mr John Seton is an Auckland based solicitor with extensive experience in commercial law, stock exchange listed companies and the mineral resource sector. He is the Chairman of ASX listed Zedex Minerals Limited and NZX listed SmartPay Limited, a director and former President of TSX listed Olympus Pacific Minerals Inc, former director and Chairman of Summit Resources Limited and holds or has held directorships in several companies listed on the Australian and New Zealand Stock Exchanges including Kiwi Gold NL, Kiwi International Resources NL, Iddison Group Vietnam Limited and Max Resources NL. John was the former chief executive of IT Capital Limited.
Mr Seton is also the former Chairman of the Vietnam/New Zealand Business Council and holds a number of private company directorships including Chairman of The Mud House Wine Group Limited, an unlisted public company.

The appointment of Messrs Eggers and Seton as Directors is the subject of Resolution 3 and 4 respectively.

FUTURE INTENTIONS OF ACQUIRERS OF THE COMPANY

Uranio understands that the Manhattan Vendors:

(a) have no intention of making any changes to the business of the Company beyond those described in this Explanatory Memorandum;

(b) do not propose to inject further capital into the Company;

(c) intend to retain the present employees of the Company;

(d) do not propose that any property be transferred between the Company and the Manhattan Vendors or any person associated with any of them; and

(e) have no intention to otherwise re-deploy fixed assets of the Company.

INTENTIONS REGARDING THE FINANCIAL OR DIVIDEND POLICIES OF THE COMPANY

There is no present intention to change the Company's existing policies in relation to financial matters or dividends.

ARE THE ALLOTMENTS FAIR AND REASONABLE?

The directors of the Company have commissioned Stantons International Securities to prepare a report on the question of whether the proposal is fair and reasonable to shareholders not associated with the Manhattan Vendors. That report is attached to this Explanatory Memorandum. Shareholders are urged to read the Independent Expert's Report.

Stantons International Securities concludes the transaction the subject of Resolution 1 is ***fair and reasonable*** to the non-associated shareholders of the Company.

RECOMMENDATIONS OF DIRECTORS

The current directors of the Company are Mr Marcello Cardaci (Non-Executive Chairman), Dr Robert Wrixon (Managing Director) and Mr David Riekie (Non-Executive Director).

All the current Directors, other than Mr Marcello Cardaci, are considered independent for the purposes of Resolution 1, as they do not have any personal interest in the outcome of that resolution as they have the same interest as other non-associated shareholders in Uranio to the extent that they, or companies associated with them, hold shares in Uranio. Mr Cardaci holds 500,000 shares in Manhattan and is one of the Manhattan Vendors. If the transaction proceeds, he will receive 315,726 Shares as consideration for the sale of his Manhattan shares. Accordingly, Mr Cardaci has abstained from participation in the decision to enter into the Share Sale Deed and put the transaction to shareholders and from making a recommendation in relation to Resolution 1.

The Directors, other than Mr Marcello Cardaci, are of the opinion that the proposed transaction is in the best interests of Uranio and its shareholders and accordingly recommend that shareholders vote in favour of Resolution 1.

The Directors' recommendation that you vote in favour of Resolution 1 is based on the following reasons:

- Stantons International Securities has opined the acquisition is considered fair and reasonable to the non associated shareholders;

- the acquisition of Manhattan will add approximately AU$7,600,000 to Uranio's net cash and liquid asset position in a difficult financial environment;

- this cash is being raised on terms more favourable than could be obtained from alternative market options If the Company were seeking to raise these funds from the market there is no certainty it would be able to do so and it is likely it would be done at a significantly reduced issue price;

- the merger with Manhattan brings Mr Alan Eggers into the Company in a full time capacity. Mr Eggers has considerable experience and success both as a geologist and director of public resource companies in increasing shareholder value via uranium project development;

- the addition of Mr Eggers in a full time capacity will raise the profile of the company with both Australian and international institutional investors due to his high profile in global capital markets; and

- if the merger with Manhattan is not approved, it is likely the Share price will fall significantly from the price as at the date of the Notice.

The disadvantages of the proposal are:

- the issue of the Consideration Shares represents an approximate 113% increase in the issued Shares of the Company thus increasing Shareholder dilution; and

- Mr Eggers and associates will emerge with voting power of 31.20% of the Company representing a significant stake.

The Directors, other than Mr Cardaci, consider that the advantages of the merger proceeding far outweigh the disadvantages and intend to vote and to cause their associates to vote in favour of Resolution 1. Mr Cardaci cannot vote on Resolution 1.

No votes can be cast on Resolution 1 by the Manhattan Vendors or any associates of the Manhattan Vendors.

LISTING RULE 10.1

Listing Rule 10.1 prohibits a listed company from acquiring a substantial asset from a related party of a company, or from a substantial shareholder who is entitled to at least 10% of the voting securities of the company, without shareholder approval.

An entity will be a related party of the Company if it is controlled by a director of the Company. An asset is substantial if its value or the value of the consideration for it is 5% or more of the sum of the Company's paid up capital, reserves and accumulated profits.

Mr Eggers and Minvest Securities (New Zealand) Limited are substantial shareholders of the Company and the Manhattan shares being acquired from them is considered to be a substantial asset. Accordingly, Resolution 1 seeks shareholder approval of the proposed purchase of Manhattan shares from Mr Eggers and Minvest Securities (New Zealand) Limited in accordance with Listing Rule 10.1.

The Independent Expert's Report prepared by Stantons International Securities for the purposes of Policy Statement 74 has also been prepared in accordance with the requirements of Listing Rule 10.10.

(Approval under Listing Rule 10.1 is not required for the proposed purchase of Manhattan Shares from Mr Cardaci, as it is not a substantial asset).

LISTING RULE 11.1.2

Approval is being sought pursuant to Listing Rule 11.1.2 as required by ASX as the transaction is a significant change, directly or indirectly, to the nature or scale of the Company's activities.

RELATED PARTY TRANSACTIONS

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or

(b) prior shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months of obtaining the approval.

A "related party" for the purposes of the Corporations Act is defined widely. It includes a director of the 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 widely defined. It includes a public company issuing securities. In determining whether or not a financial benefit is being given, it is necessary to look at the economic and commercial substance and effect of the transaction (rather than just the legal form) and any consideration which is being given to it is to be disregarded, even if it is full or adequate.

For the purposes of section 219 of the Corporations Act, the following information is provided to shareholders in relation to Resolution 1:

(a) The related party to whom the proposed resolution would permit the financial benefit to be given.

Mr Cardaci is a related party of the Company by virtue of being a director of the Company.

(b) The nature of the financial benefit.

Mr Cardaci will be issued with 315,726 Shares under the Share Sale Deed.

(c) Directors' recommendation:

Mr Cardaci declined to make a recommendation in relation to Resolution 1 as he has a personal interest in its outcome.

Dr Wrixon and Mr Riekie (who do not have any interest in the outcome) recommend that you vote in favour of Resolution 1 for the reasons noted above.

(d) Any other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors.

Further details of the interests held by Mr Cardaci in the Company are set out elsewhere in this Explanatory Memorandum.

The Shares proposed to be issued to Mr Cardaci pursuant to Resolution 1 will have the effect of diluting the shareholding of existing shareholders. Assuming all existing options remain unexercised, the total dilution would be approximately 0.8% based on the current Shares on issue and 0.38% based on the Shares on issued following the issue of the Consideration Shares.

The following table gives details of the highest, lowest and latest price of the Company's Shares trading on the ASX over the last 12 months:

URANIO SHARE PRICE PERFORMANCE ON ASX						
SECURITY	HIGHEST PRICE	DATE OF HIGHEST PRICE	LOWEST PRICE	DATE OF LOWEST PRICE	LAST PRICE ON 5 June 2009	PRICE PRIOR TO 3 June 2009*
SHARES	53 cents	5 June 2009	3.8 cents	31 March 2009	49 cents	19.5 cents

***Date the Manhattan merger was announced to ASX**

Please refer to Stanton Partners Corporate Pty Ltd's Independent Expert's Report which is enclosed with this Explanatory Memorandum for further information in relation to this Resolution.

Neither the Directors nor the Company are aware of any other information that would be reasonably required by shareholders to make a decision in relation to the financial benefits contemplated by Resolution 1, other than as set out in this Explanatory Memorandum.

LISTING RULE 10.11

Listing Rule 10.11 requires shareholder approval to the issue of the shares to a related party of the Company. As Mr Cardaci is a related party of the Company, shareholder approval under Listing Rule 10.11 is sought in relation to Resolution 1.

(Approval under Listing Rule 10.11 is not required for the proposed issue of Shares to Mr Eggers and associates and Mr Seton, because they are only likely to be related parties of the Company by virtue of the Manhattan transaction, and the issue will accordingly fall within an exemption in Listing Rule 10.12).

The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

(a) the allottee is Marcello Cardaci as trustee of the MD Cardaci Family trust as noted above;

(b) the maximum number of Shares the Company can issue to Mr Cardaci under Resolution 1 is 315,726 Shares;

(c) the Shares will be issued on one date within one month of the date which will not be more than one month after the date of the meeting, unless extended by waiver of the Listing Rules;

(d) the deemed issue price of the Shares to be issued under Resolution 1 is 15.5 cents each;

(e) the Shares are ordinary fully paid shares in the capital of the Company; and

(f) no funds will be raised from the issue, but the issue comprises part consideration for the purchase by the Company of the issued capital of Manhattan.

RESOLUTION 2 – CHANGE OF NAME

Uranio will change its name to "Manhattan Corporation Limited" to reflect a new chapter for the Company and its merger with Manhattan. The change of name will come into effect once completion of its acquisition of interest in Manhattan has occurred.

RESOLUTIONS 3 AND 4 – APPOINTMENT OF ALAN EGGERS AND JOHN SETON AS DIRECTORS

As noted above, if shareholders pass Resolution 1 it is proposed that Messrs Alan Eggers and John Seton will also join the Board as Executive Chairman and non executive director respectively, and Mr David Riekie will resign from the board. The appointment of Messrs Eggers and Seton (subject to the passage of Resolution 1 as applicable) is the subject of Resolutions 3 and 4 respectively. A brief profile of Messrs Eggers and Seton is provided in the explanatory section for Resolution 1.
Mr Eggers' services as Executive Chairman will be provided via consulting company, Wesmin Consulting. Wesmin Consulting will be paid a total of $300,000 per annum in consulting fees for these services plus reimbursement of relevant expenses and costs. It is also proposed to grant a total of 4,500,000 Options to Mr Eggers as outlined in Resolution 5. The consulting agreement with Wesmin Consulting will be terminable upon 12 months notice without cause and immediately for cause related events.

Further, Wesmin Consulting will provide to the Company fully furnished office accommodation including outgoings, car parking, office fit out and furniture and computer infrastructure at cost, and administrative and support staff services at cost plus 5%.

RESOLUTIONS 5, 6, 7 AND 8 – GRANT OF OPTIONS TO DIRECTORS

INTRODUCTION

Subject to the merger with Manhattan completing, the Company proposes to grant a total of 8,500,000 Options to Alan Eggers, Robert Wrixon, Marcello Cardaci and John Seton (together the "**Participating Directors**"), or their nominees, as follows:

GRANT OF OPTIONS TO DIRECTORS			
DIRECTOR	**POSITION**	**TRANCHE 1**	**TRANCHE 2**
Alan J Eggers	*Executive Chairman*	2,250,000	2,250,000
Robert Wrixon	*Managing Director*	1,000,000	1,000,000
Marcello Cardaci	*Non-Executive Director*	500,000	500,000
John A G Seton	*Non-Executive Director*	500,000	500,000
TOTAL		**4,250,000**	**4,250,000**

The tranche 1 Options are exercisable at $0.60 each and have an expiry date of 5 years from the date of grant. The full terms of these Options are set out in Annexure A to this Explanatory Memorandum. These Options do not vest until 12 months after the date of grant.

The tranche 2 Options are exercisable at $1.00 each and have an expiry date of 5 years from the date of grant. The full terms of these Options are set out in Annexure B to this Explanatory Memorandum. These Options do not vest until 24 months after the date of grant.

As noted above, as part of the merger with Manhattan, it is proposed that Mr Eggers be appointed as full time Executive Chairman of the Company and Mr Seton be appointed as a non executive Director.

The grant of the Options is designed to encourage the Participating Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership.

Under the Company's current circumstances, the Directors consider that the incentive represented by the grant of the Options, is a cost effective and efficient reward and incentive for the Company to provide, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Options to be issued to the directors has been determined based on a number of factors including a review of the total remuneration that will be payable to the Managing Director and market standards. The Directors have reviewed a selection of comparable companies to determine market conditions generally and consider the proposed number of Options to be granted will ensure that the Directors' overall remuneration is in line with market standards. The exercise prices of the 2 tranches of options were set at 60 cents and $1, which was 207% and 412% in excess of the last traded price of Shares on 2 June 2009, being the day before the announcement of the Manhattan merger. It was considered this was a significant hurdle comparing well with other options issued by comparable companies.

Further, the Company considers that it is in the interests of Shareholders to align the interest of the Directors and Shareholders by encouraging them, subject to appropriate conditions, to have equity holdings in the Company. However the Company considers that similar to other Shareholders, this interest should arise through direct investment by Directors. In this regards, if all of the Options are exercised, the Directors will be investing a total of $6,800,000 in the Company.

Shareholders should note that for the reasons previously stated in this Explanatory Memorandum, it is proposed to issue Incentive Options to Messrs Cardaci and Seton (who is or will be non-executive Directors) notwithstanding the guidelines contained in Box 8.2 of the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* which state that non-executive directors should not receive options

RELATED PARTY TRANSACTIONS

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

(a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or

(b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E, the Participating Directors are considered to be related parties of the Company.

Resolutions 5 to 8 provide for the grant of Options to the Participating Directors which is a financial benefit for the purposes of Chapter 2E of the Corporations Act.

In accordance with section 219 of the Corporations Act, the following information is provided to Shareholders:

(a) The related party to whom the proposed Resolution would permit the financial benefit to be given is as follows:

GRANT OF OPTIONS TO DIRECTORS			
DIRECTOR	**POSITION**	**TRANCHE 1**	**TRANCHE 2**
Alan J Eggers	*Executive Chairman*	2,250,000	2,250,000
Robert Wrixon	*Managing Director*	1,000,000	1,000,000
Marcello Cardaci	*Non-Executive Director*	500,000	500,000
John A G Seton	*Non-Executive Director*	500,000	500,000
TOTAL		**4,250,000**	**4,250,000**

(b) The nature of the financial benefit proposed to be given:

The nature of the financial benefit proposed to be given is the grant of the Options as noted above for no consideration on the terms and conditions set out in Resolutions 5 to 8 and Annexures A and B to this Explanatory Memorandum.

(c) Directors' recommendation:

All Directors were available to consider Resolutions 5 to 8.

Messrs Robert Wrixon, Marcello Cardaci and David Riekie (who do not have an interest in Resolution 5) recommend that the Shareholders approve the grant of Options under Resolution 5 to Mr Eggers for the reasons outlined above.

Messrs Marcello Cardaci and David Riekie (who do not have an interest in Resolution 6) recommend that the Shareholders approve the grant of Options under Resolution 6 to Dr Wrixon for the reasons outlined above. Dr Wrixon declined to make a recommendation to Shareholders in respect of Resolution 6 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Options to him or his nominee(s).

Messrs Robert Wrixon and David Riekie (who do not have an interest in Resolution 7) recommend that the Shareholders approve the grant of Options under Resolution 7 to Mr Cardaci for the reasons outlined above. Mr Cardaci declined to make a recommendation to Shareholders in respect of Resolution 7 as he has a material personal interest in the outcome of the Resolution by virtue of the proposed grant of Options to him or his nominee(s).

Messrs Robert Wrixon, Marcello Cardaci and David Riekie (who do not have an interest in Resolution 8) recommend that the Shareholders approve the grant of Options under Resolution 8 to Mr Seton for the reasons outlined above.

(d) Other information that is reasonably required by Shareholders to make a decision whether it is in the best interests of the Company to pass Resolution 1 and that is known to the Company or any of its Directors:

(i) The proposed Resolution 1 would have the effect of giving power to the Directors to grant up to 8,500,000 Options on the terms and conditions as set out in Resolutions 5 to 8 and Annexures A and B to this Explanatory Memorandum.

As at the date of this Notice of Meeting, Uranio has 39,279,379 Shares on issue. Of these, 3,849,379 Shares are escrowed until 21 January 2009 and 5,020,000 Shares are escrowed until 28 January 2010.

On completion of the merger with Manhattan the Company will have 83,481,019 Shares on issue.

Uranio also has the following unquoted options on issue:

UNQUOTED OPTIONS ON ISSUE		
NUMBER	**EXERCISE PRICE**	**EXPIRY DATE**
3,849,379	20 cents	21 January 2012
5,000,000	20 cents	30 June 2010 (escrowed until 28 January 2010)
1,000,000	20 cents	23 June 2013 (vesting 26 December 2009)
1,000,000 (Note 1)	30 cents	23 June 2013 (vesting 26 June 2010)
1,000,000 (Note 1)	40 cents	23 June 2013 (vesting 26 June 2011)

Note 1: *These 2,000,000 unlisted employee options exercisable at 30 cents and 40 cents with an expiry date of 23 June 2013 are to be cancelled on the merger of Uranio and Manhattan.*

If Resolutions 5 to 8 are passed, the Company will be authorised to grant a total of 8,500,000 Options to the Participating Directors. Assuming all the existing options on issue (excluding the Options to be cancelled) have been exercised and 93,330,398 Shares will be on issue at the time of the exercise of the Options to be granted under Resolutions 5 to 8 (83,481,019 plus exercise of 9,848,379 existing share options), the dilution effect of the exercise of the Options granted under Resolutions 5 to 8 would be approximately 9.10%.

The market price of the Shares during the term of the Options will normally determine whether or not the option holder exercises the Option. At the time any Options are exercised and Shares issued pursuant to the exercise of the Options, Shares may be trading on the ASX at a price which is higher than the exercise price of the Options.

(ii) The Company has engaged Stanton International Securities to value the Options using the Black-Scholes Option Pricing Model, which is acceptable for the purposes of a notice of meeting. This assessment of the value of the Options has been prepared based on the following assumptions:

- the Share price is $0.45 as at 4 June 2009;
- the risk free rate of return is 4.80% (estimation based on the Reserve Bank 3 to 5 year Treasury bond indicator as at 4 June 2009);
- the volatility of the Share price has been set at 75% (it is quite common for junior exploration companies to have volatilities between 50% and 100% and some times volatilities outside that range). A mid point of 75% has been used as a fair estimate of volatility given the industry in which the Company operates, its financial position and the volatility of listed shares of other companies comparable to the Company;
- the exercise price of the Options is 60 cents and $1.00; and
- the Options will have an expiry date of 5 years from the date of grant.

Based on the above assumptions, the Black-Scholes Option Pricing Model attributes a theoretical value to each Option as follows:

- Options with an exercise price of 60 cents each a theoretical value of 26.48 cents each; and
- Options with an exercise price of $1.00 each a theoretical value of 21.70 cents each.

Based on the above assumptions, the estimated value of the 8,500,000 Options to be granted to the Participating Directors, or his nominee(s) is a total of $2,047,650 as follows:

VALUE OF OPTIONS		
DIRECTOR	**TRANCHE 1 OPTIONS**	**TRANCHE 2 OPTIONS**
Alan J Eggers	$595,800	$488,250
Robert Wrixon	$264,800	$217,000
Marcello Cardaci	$132,400	$108,500
John A G Seton	$132,400	$108,500
	1,125,400	**922,250**

(iii) As at the date of this Notice, at the date of this Notice, the Participating Directors and their associates have the following relevant interests in securities in the Company:

INTEREST IN SECURITIES OF THE COMPANY		
DIRECTOR	**SHARES**	**OPTIONS**
Alan J Eggers	7,760,705 (1)	Nil
Robert Wrixon	120,000	3,000,000 (2)
Marcello Cardaci	1,250,000 (1) (3)	1,250,000 (4)
John A G Seton	250,000 (1)	Nil

Note 1: *Messrs Eggers, Cardaci and Seton and/or associates will receive 18,943,560, 315,726 and 3,157,260 Shares upon completion of the merger with Manhattan.*
Note 2: *Comprising 1,000,000 options with an exercise price of 20 cents each and expiring 23 June 2013 (vesting 26 December 2009), 1,000,000 options with an exercise price of 30 cents each and expiring 23 June 2013 (vesting 26 June 2010) which are to be cancelled on completion of the merger with Manhattan and 1,000,000 options with an exercise price of 30 cents each and expiring 23 June 2013 (vesting 26 June 2011) which are to be cancelled on completion of the merger with Manhattan.*
Note 3: *Escrowed until 29 January 2010.*
Note 4: *Options with an exercise price of 20 cents each and expiring 30 June 2010 (escrowed until 29 January 2010).*

(iv) The Participating Directors will be receiving the following remuneration for their roles as Directors:

DIRECTORS REMUNERATION		
DIRECTOR	**POSITION**	**BASE SALARY OR FEES PER ANNUM**
Alan J Eggers	*Executive Chairman*	$300,000 (1)
Robert Wrixon	*Managing Director*	$250,000
Marcello Cardaci	*Non-Executive Director*	$35,000
John A G Seton	*Non-Executive Director*	$35,000
TOTAL		**$620,000**

Note 1: *Services provided by Wesmin Consulting Pty Ltd*

(v) The following table gives details of the highest, lowest and latest price of the Company's Shares trading on the ASX over the last 12 months:

URANIO SHARE PRICE PERFORMANCE ON ASX						
SECURITY	**HIGHEST PRICE**	**DATE OF HIGHEST PRICE**	**LOWEST PRICE**	**DATE OF LOWEST PRICE**	**LAST PRICE ON 5 June 2009**	**PRICE PRIOR TO 3 June 2009***
SHARES	53 cents	5 June 2009	3.8 cents	31 March 2009	49 cents	19.5 cents

Date the Manhattan merger was announced to ASX

(vi) Under the Australian Equivalent of IFRS, the Company is required to expense the value of the Options in its income statement over the vesting periods. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in granting the Options pursuant to Resolutions 5 to 8.

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(vii) Other than as set out elsewhere in this Explanatory Memorandum, neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by the proposed Resolutions.

LISTING RULE 10.11

Listing Rule 10.11 requires shareholder approval by ordinary resolution to any issue by a listed company of securities to a related party. Accordingly, Listing Rule 10.11 requires shareholders to approve the issue of Options to the Participating Directors.

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

1. the Options will be granted to the Participating Directors or their nominee(s) as noted above;

2. the maximum number of Options to be granted is 8,500,000;

3. the Options will be granted on a date which will be no later than 1 month after the date of this meeting or on such other date as approved by ASX;

4. the Options will be granted for no consideration;

5. no funds will be raised by the grant of the Options; and

6. the terms and conditions of the Options are set out in Annexures A and B to this Explanatory Statement.

If approval is given for the issue of the Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

RESOLUTION 9 – GRANT OF OPTIONS TO EMPLOYEES AND CONSULTANTS

The Company proposes to grant a total of 2,600,000 Options to employees and consultants (being the company secretary, geologist and office manager), or their nominees, as follows:

GRANT OF OPTIONS TO EMPLOYEES AND CONSULTANTS			
EMPLOYEE CONSULTANT	POSITION	TRANCHE 1	TRANCHE 2
Sam Middlemas	*Company Secretary*	500,000	500,000
Sam Ulrich	*Exploration Manager*	500,000	500,000
Sue N Rowles	*Manager Corporate Services*	300,000	300,000
TOTAL		1,300,000	1,300,000

The tranche 1 Options are exercisable at $0.60 each and have an expiry date of 5 years from the date of grant. The full terms of these Options are set out in Annexure A to this Explanatory Memorandum. These Options do not vest until 12 months after the date of grant.

The tranche 2 Options are exercisable at $1.00 each and have an expiry date of 5 years from the date of grant. The full terms of these Options are set out in Annexure B to this Explanatory Memorandum. These Options do not vest until 24 months after the date of grant.

The grant of the Options is designed to encourage the employees and consultants to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership.

Under the Company's current circumstances, the Directors consider that the incentive represented by the grant of the Options, is a cost effective and efficient reward and incentive for the Company to provide, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

Further, the Company considers that it is in the interests of Shareholders to align the interest of the consultants and Shareholders by encouraging them, subject to appropriate conditions, to have equity holdings in the Company. However the Company considers that similar to other Shareholders, this interest should arise through direct investment by the consultants. In this regards, if all of the Options are exercised, the consultants will be investing a total of $2,080,000 in the Company.

LISTING RULE 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities where the securities proposed to be issued represent more than 15% of the Company's fully paid ordinary shares then on issue. Listing Rule 7.1 approval is being sought so that the 15% threshold is maintained and available for use by the Company in the future should the circumstances require it.

For the purposes of Listing Rules 7.3, the following information is provided to shareholders:

(a) the allottees are the consultant as noted above, or his respective nominee(s), as detailed above;

(b) the maximum number of Options to be granted pursuant to Resolution 7 is 2,600,000;

(c) the Options will be allotted and granted on one date which will be no later than three months after the date of this meeting or such later date as approved by ASX;

(d) the Options will be granted for no consideration;

(e) no funds will be raised by the grant of the Options; and

(f) the terms and conditions of the Options are set out in Annexures A and B to this Explanatory Memorandum.

GLOSSARY OF TERMS

In this Explanatory Memorandum the following expressions have the following meanings:

"ASIC" means the Australian Securities and Investments Commission.

"ASX" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

"Board" means the board of Directors.

"Company" or **"Uranio"** means Uranio Limited ABN 61 123 156 089.

"Consideration Shares" means 44,201,640 Shares referred to in Resolution 1.

"Corporations Act" means the Corporations Act (2001).

"Directors" means the directors of Uranio from time to time.

"Explanatory Memorandum" means the information attached to the Notice of Meeting which provides information to shareholders about the resolutions contained in the Notice of Meeting;

"Independent Expert" means Stantons International Securities (Stantons International Pty Ltd ABN 41 103 088 697 trading as Stantons International Securities) (AFSL 319600).

"Listing Rules" means the listing rules of ASX.

"Manhattan" means Manhattan Resources Pty Ltd ACN 127 373 871.

"Manhattan Vendors" means the holders of shares in Manhattan, or any one of them as the context requires.

"Meeting" means the general meeting of shareholders of Uranio convened by this Notice.

"Notice" or **"Notice of Meeting"** means the notice of general meeting that accompanies this Explanatory Memorandum.

"Option" means an option to acquire a Share, the terms and conditions of which are set out in Annexures A and B to Explanatory Memorandum accompanying the Notice of Meeting.

"Resolution" means a resolution referred to in the Notice of Meeting.

"Shareholder" means a holder of Shares.

"Share" means a fully paid ordinary share in the capital of Uranio.

"Share Sale Deed" means the share sale deed for the sale of shares in the issued capital of Manhattan made 2 June 2009 between Uranio, the Manhattan Vendors and Manhattan.

"Wesmin Consulting" means Wesmin Consulting Pty Ltd ACN 009 244 339.

ANNEXURE A

TERMS OF OPTIONS

1. GENERAL

1.1 No monies will be payable for the issue of the options.

1.2 A certificate will be issued for the options.

1.3 Each option shall carry the right to subscribe for one fully paid ordinary share in the Company ("**Share**") at an exercise price of 60 cents ("**Exercise Price**").

1.4 The options shall expire at 5pm on the date that is 5 years after the date of issue of the options ("**Expiry Date**").

1.5 Subject to clause 3, the options may be exercised by the Optionholder at any time during the period that is between the date that is 12 months after the date of allotment of the options and the Expiry Date.

1.6 The Exercise Price of Shares shall be payable in full on exercise of these options.

1.7 Options may only be exercised by the delivery to the registered office of the Company of a notice in writing. The notice must specify the number of options being exercised and the exercise price for the option specified and must be accompanied by:

(a) the option certificate for those options, for cancellation by the Company; and

(b) a cheque payable to the Company (or such other form of payment acceptable to the Board) for the aggregate Exercise Price for each Share to be issued on exercise of the options specified in the notice.

The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque).

1.8 Subject to clause 4.1, within 10 Business Days after the notice referred to in clause 1.7 becomes effective, the Board must:

(a) allot and issue the number of Shares to be issued in respect of the options being exercised;

(b) cancel the option certificate for the options being exercised; and

(c) if applicable, issue a new option certificate for any remaining options covered by the certificate accompanying the notice.

1.9 The options are not transferable other than to:

(a) a spouse of an Eligible Person;

(b) the trustee of a trust in which the Eligible Person is a beneficiary; or

(c) the trustee of a superannuation fund of which the Eligible Person is a shareholder.

1.10 Shares allotted pursuant to an exercise of options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.

1.11 The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of options listed for Official Quotation, if the Company is listed on the ASX at the time.

2. PARTICIPATION, BONUS ISSUES, REORGANISATION AND WINDING UP

2.1 The Optionholder is not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless the Optionholder does so before the record date for the determination of entitlements to the new issue of securities and participate as a result of being holders of Shares.

The Company must give the Optionholder, in accordance with the Listing Rules, notice of any new issue of securities before the record date for determining entitlements to the new issue.

2.2 If there is a bonus share issue ("**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 Optionholder would have received if the option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

2.3 If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any options, the Exercise Price of an option will be adjusted in accordance with the formula provided in the Listing Rules (whether or not the Company is listed on the ASX at the time).

2.4 If, prior to the expiry of any options, there is a reorganisation of the issued capital of the Company, then the rights of the Optionholder (including the number of options to which each Optionholder is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

2.5 If, prior to the expiry of the options, a resolution for a shareholders' voluntary winding up of the Company is proposed (other than for the purpose of a reconstruction or amalgamation) the Board may, in its absolute discretion, give written notice to the Optionholder of the proposed resolution. The Optionholder may, during the period referred to in the notice, exercise the options.

2.6 For the purposes of this clause 2, if options are exercised simultaneously, then the Optionholder may aggregate the number of Shares or fractions of Shares for which the Optionholder is entitled to subscribe. Fractions in the aggregate number only will be disregarded in determining the total entitlement of the Optionholder.

2.7 Any calculations or adjustments which are required to be made under this clause 2 will be made by the Board and, in the absence of manifest error, are final and conclusive and binding on the Company and the Optionholder.

2.8 The Company must within a reasonable period give to each Optionholder notice of any change under clause 2 to the Exercise Price of any options held by the Optionholder or to the number of Shares which the Optionholder is entitled to subscribe for on exercise of an option.

3. TAKEOVER PROVISIONS

3.1 Notwithstanding clause 1.5 all options may be exercised by the Optionholder:

(a) in the event a takeover bid (as defined in the Corporations Act) to acquire any Shares becomes or is declared to be unconditional, irrespective of whether the takeover bid extends to Shares issued and allotted after the date of the takeover bid or not; or

(b) at any time after a Change of Control Event has occurred; or

(c) if a merger by way of scheme of arrangement under the Corporations Act has been approved by the Court under section 411(4) (b) of the Corporations Act 2001.

4. LAPSE OF OPTIONS

4.1 Options not validly exercised on or before the Expiry Date will automatically lapse.

4.2 Subject to clause 1.5, unless otherwise determined by the Board, if the Eligible Person that is the Optionholder or that nominated the Optionholder as their nominee ceases to be an Eligible Person prior to the options being exercised then:

(a) if the Eligible Person ceases to be an Eligible Person for a Termination Reason, any such options held by the Optionholder will automatically lapse;

(b) if the Eligible Person ceases to be an Eligible Person for a Specified Reason, the Optionholder, may exercise any such options held by him or her within:

(i) 60 days of the date (as the case may be) Retirement, Redundancy, death or Total and Permanent Disablement; or

(ii) such longer period as the Board determines,

(c) Options the subject of clause 4.2(b) not exercised within 60 days or the longer period determined by the Board, will automatically lapse; and

(d) if the Eligible Person ceases to be an Eligible Person for:

(i) any reason other than a Specified Reason or a Termination Reason; or

(ii) a Change of Control Event,

then the options shall continue to be exercisable until the Expiry Date.

4.3 Subject to clause 4.2(b), if at any time prior to the Expiry Date of any options an Optionholder dies, the deceased Optionholder's Legal Personal Representative may:

(a) elect to be registered as the new holder of the deceased Optionholder's options;

(b) whether or not he or she becomes so registered, exercise those options in accordance with and subject to these terms as if he were the Optionholder of them; and

(c) if the deceased Optionholder had already given the Company a notice of exercise of his or her options, pay the Exercise Price in respect of those options.

5. INTERPRETATION

5.1 In these Terms and Conditions:

"ASX" means ASX Limited ACN 008 624 691 and where the context permits, the Australian Securities Exchange (operated by ASX Limited);

"Board" means the Board of Directors of the Company as constituted from time to time;

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

"Change of Control Event" means a shareholder, or group of associated shareholders, being entitled to sufficient shares in the Company to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board;

"Company" means Uranio Limited ACN 123 156 089;

"Corporations Act" means Corporations Act 2001 (Cth);

"Director" means a director of the Company from time to time;

"Eligible Person" means the person who, at the time of the grant of the options to them or their nominee, is a Director or an employee or consultant (whether full-time or part-time) of the Company or of an associated body corporate of the Company;

"Legal Personal Representative" means the executor of the will or an administrator of the estate of a deceased person, the trustee of the estate of a person under a legal disability or a person who holds an enduring power of attorney granted by another person;

"Listing Rules" means the official listing rules of ASX as amended, varied, modified or waived from time to time;

"Official Quotation" has the meaning ascribed to it in the Listing Rules;

"Optionholder" means the person holding these options, being the Eligible Person or their nominee;

"Redundancy" means, in relation to an Eligible Person, a determination by the Board that the Company's need to employ a person for the particular kind of work carried out by that Eligible Person has ceased (but, for the avoidance of any doubt, does not include the dismissal of an Eligible Person for personal or disciplinary reasons or where the Eligible Person leaves the employ of the Company of his or her own accord);

"Retirement" means, in relation to an Eligible Person, retirement by that Eligible Person from the Company at age 60 or over or such earlier age as considered appropriate by the Board;

"Specified Reason" means Retirement, Total and Permanent Disablement, Redundancy or death;

"Termination Reason" means in relation to an Eligible Person, dismissal by the Board of that Eligible Person for one of the following reasons:

(a) where the Eligible Person has engaged in wilful misconduct, bringing the Company into disrepute;

(b) repeated disobedience by the Eligible Person, after the Eligible Person has received prior written warning in relation to any disobedience on their part;

(c) where the Eligible Person has engaged in fraud or dishonesty in respect of any the property or affairs of the Company; or

(d) where the Eligible Person is:

    (i) removed as a Director by a resolution of the shareholders of the Company; or

    (ii) fails to be re-elected as a Director; and

"Total and Permanent Disablement" means, in relation to an Eligible Person, that the Eligible Person has, in the opinion of the Board and with effect on a date determined by the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Eligible Person unlikely ever to engage in any occupation for which he is reasonably qualified by education, training or experience.

ANNEXURE B

TERMS OF OPTIONS

1. GENERAL

1.1 No monies will be payable for the issue of the options.

1.2 A certificate will be issued for the options.

1.3 Each option shall carry the right to subscribe for one fully paid ordinary share in the Company ("**Share**") at an exercise price of $1.00 ("**Exercise Price**").

1.4 The options shall expire at 5pm on the date that is 5 years after the date of issue of the options ("**Expiry Date**").

1.5 Subject to clause 3, the options may be exercised by the Optionholder at any time during the period that is between the date that is 24 months after the date of allotment of the options and the Expiry Date.

1.6 The issue price of Shares the subject of these options shall be payable in full on exercise of these options.

1.7 Options may only be exercised by the delivery to the registered office of the Company of a notice in writing. The notice must specify the number of options being exercised and the exercise price for the option specified and must be accompanied by:

(a) the option certificate for those options, for cancellation by the Company; and

(b) a cheque payable to the Company (or such other form of payment acceptable to the Board) for the aggregate Exercise Price for each Share to be issued on exercise of the options specified in the notice.

The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque).

1.8 Subject to clause 4.1, within 10 Business Days after the notice referred to in clause 1.7 becomes effective, the Board must:

(a) allot and issue the number of Shares to be issued in respect of the options being exercised;

(b) cancel the option certificate for the options being exercised; and

(c) if applicable, issue a new option certificate for any remaining options covered by the certificate accompanying the notice.

1.9 The options are not transferable other than to:

(a) a spouse of an Eligible Person;

(b) the trustee of a trust in which the Eligible Person is a beneficiary; or

(c) the trustee of a superannuation fund of which the Eligible Person is a shareholder.

1.10 Shares allotted pursuant to an exercise of options shall rank, from the date of allotment, equally with existing Shares of the Company in all respects.

1.11 The Company shall, in accordance with the Listing Rules, make application to have Shares allotted pursuant to an exercise of options listed for Official Quotation, if the Company is listed on the ASX at the time.

2. PARTICIPATION, BONUS ISSUES, REORGANISATION AND WINDING UP

2.1 The Optionholder is not entitled to participate in any new issue of securities to existing holders of Shares in the Company unless the Optionholder does so before the record date for the determination of entitlements to the new issue of securities and participate as a result of being holders of Shares.

The Company must give the Optionholder, in accordance with the Listing Rules, notice of any new issue of securities before the record date for determining entitlements to the new issue.

2.2 If there is a bonus share issue ("**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 Optionholder would have received if the option had been exercised before the record date for the Bonus Issue ("**Bonus Shares**"). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

2.3 If there is a pro rata issue (other than a Bonus Issue) to the holders of Shares during the currency of, and prior to the exercise of any options, the Exercise Price of an option will be adjusted in accordance with the formula provided in the Listing Rules (whether or not the Company is listed on the ASX at the time).

2.4 If, prior to the expiry of any options, there is a reorganisation of the issued capital of the Company, then the rights of the Optionholder (including the number of options to which each Optionholder is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

2.5 If, prior to the expiry of the options, a resolution for a shareholders' voluntary winding up of the Company is proposed (other than for the purpose of a reconstruction or amalgamation) the Board may, in its absolute discretion, give written notice to the Optionholder of the proposed resolution. The Optionholder may, during the period referred to in the notice, exercise the options.

2.6 For the purposes of this clause 2, if options are exercised simultaneously, then the Optionholder may aggregate the number of Shares or fractions of Shares for which the Optionholder is entitled to subscribe. Fractions in the aggregate number only will be disregarded in determining the total entitlement of the Optionholder.

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3.1 Notwithstanding clause 1.5 all options may be exercised by the Optionholder:

(a) in the event a takeover bid (as defined in the Corporations Act) to acquire any Shares becomes or is declared to be unconditional, irrespective of whether the

takeover bid extends to Shares issued and allotted after the date of the takeover bid or not; or

(b) at any time after a Change of Control Event has occurred; or

(c) if a merger by way of scheme of arrangement under the Corporations Act has been approved by the Court under section 411(4) (b) of the Corporations Act 2001.

4. LAPSE OF OPTIONS

4.1 Options not validly exercised on or before the Expiry Date will automatically lapse.

4.2 Subject to clause 1.5, unless otherwise determined by the Board, if the Eligible Person that is the Optionholder or that nominated the Optionholder as their nominee ceases to be an Eligible Person prior to the options being exercised then:

(a) if the Eligible Person ceases to be an Eligible Person for a Termination Reason, any such options held by the Optionholder will automatically lapse;

(b) if the Eligible Person ceases to be an Eligible Person for a Specified Reason, the Optionholder, may exercise any such options held by him or her within:

(i) 60 days of the date (as the case may be) Retirement, Redundancy, death or Total and Permanent Disablement; or

(ii) such longer period as the Board determines,

(c) Options the subject of clause 4.2(b) not exercised within 60 days or the longer period determined by the Board, will automatically lapse; and

(d) if the Eligible Person ceases to be an Eligible Person for:

(i) any reason other than a Specified Reason or a Termination Reason; or

(ii) a Change of Control Event,

then the options shall continue to be exercisable until the Expiry Date.

4.3 Subject to clause 4.2(b), if at any time prior to the Expiry Date of any options an Optionholder dies, the deceased Optionholder's Legal Personal Representative may:

(a) elect to be registered as the new holder of the deceased Optionholder's options;

(b) whether or not he or she becomes so registered, exercise those options in accordance with and subject to these terms as if he were the Optionholder of them; and

(c) if the deceased Optionholder had already given the Company a notice of exercise of his or her options, pay the Exercise Price in respect of those options.

5. INTERPRETATION

5.1 In these Terms and Conditions:

"ASX" means ASX Limited ACN 008 624 691 and where the context permits, the Australian Securities Exchange (operated by ASX Limited);

"Board" means the Board of Directors of the Company as constituted from time to time;

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

"Change of Control Event" means a shareholder, or group of associated shareholders, being entitled to sufficient shares in the Company to give it or them the ability, and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board;

"Company" means Uranio Limited ACN 123 156 089;

"Corporations Act" means Corporations Act 2001 (Cth);

"Director" means a director of the Company from time to time;

"Eligible Person" means the person who, at the time of the grant of the options to them or their nominee, is a Director or an employee or consultant (whether full-time or part-time) of the Company or of an associated body corporate of the Company;

"Legal Personal Representative" means the executor of the will or an administrator of the estate of a deceased person, the trustee of the estate of a person under a legal disability or a person who holds an enduring power of attorney granted by another person;

"Listing Rules" means the official listing rules of ASX as amended, varied, modified or waived from time to time;

"Official Quotation" has the meaning ascribed to it in the Listing Rules;

"Optionholder" means the person holding these options, being the Eligible Person or their nominee;

"Redundancy" means, in relation to an Eligible Person, a determination by the Board that the Company's need to employ a person for the particular kind of work carried out by that Eligible Person has ceased (but, for the avoidance of any doubt, does not include the dismissal of an Eligible Person for personal or disciplinary reasons or where the Eligible Person leaves the employ of the Company of his or her own accord);

"Retirement" means, in relation to an Eligible Person, retirement by that Eligible Person from the Company at age 60 or over or such earlier age as considered appropriate by the Board;

"Specified Reason" means Retirement, Total and Permanent Disablement, Redundancy or death;

"Termination Reason" means in relation to an Eligible Person, dismissal by the Board of that Eligible Person for one of the following reasons:

(a) where the Eligible Person has engaged in wilful misconduct, bringing the Company into disrepute;

(b) repeated disobedience by the Eligible Person, after the Eligible Person has received prior written warning in relation to any disobedience on their part;

(c) where the Eligible Person has engaged in fraud or dishonesty in respect of any the property or affairs of the Company; or

(d) where the Eligible Person is:

  (i) removed as a Director by a resolution of the shareholders of the Company; or

  (ii) fails to be re-elected as a Director; and

"Total and Permanent Disablement" means, in relation to an Eligible Person, that the Eligible Person has, in the opinion of the Board and with effect on a date determined by the Board, after considering such medical and other evidence as it sees fit, become incapacitated to such an extent as to render the Eligible Person unlikely ever to engage in any occupation for which he is reasonably qualified by education, training or experience.

Stantons International Pty Ltd trading as
Stantons International Securities
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AFS Licence No. 319600

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5 June 2009

The Directors
Uranio Limited
Ground Floor
15 Rheola Street
WEST PERTH WA 6005

Dear Sirs

Re: URANIO LIMITED ("URANIO" OR "THE COMPANY") (ABN 61 123 156 089) ON THE PROPOSAL TO ACQUIRE ALL OF THE SHARES IN MANHATTAN RESOURCES PTY LTD A COMPANY ASSOCIATED WITH ALAN EGGERS. MEETING PURSUANT TO SECTION 611 (ITEM 7) OF THE CORPORATIONS ACT 2001 AND ASX LIMITED ("ASX") LISTING RULE 10.1

1. Introduction

1.1 We have been requested by the Directors of Uranio to prepare an Independent Expert's Report to determine the fairness and reasonableness relating to the proposal to issue shares by Uranio to acquire 100% of the issued capital of Manhattan Resources Pty Ltd ("Manhattan") that in turn owns shares in other ASX listed companies (including 656,326 Uranio shares). Manhattan also holds approximately $1,719,000 in a bank account as at 31 May 2009. Further details are outlined as noted below and in resolution 1 in the Notice of Meeting of Shareholders ("Notice") and Explanatory Statement to Shareholders ("ES") of Uranio of June 2009 and shareholders will vote on the proposals under resolution 1 in July 2009.

1.2 It is proposed that Uranio will acquire a 100% of the shares (70,000,000 on issue) in Manhattan a company that is owned by 19 shareholders including 20,000,000 shares held by Minvest Securities (New Zealand) Limited ("Minvest") and 10,000,000 shares held by Mr Alan Eggers ("Eggers") who it is proposed will become Executive Chairman of Uranio. Minvest is a trustee for a trust that is deemed to be associated with Eggers. Minvest currently owns 6,500,000 shares in Uranio and Eggers owns 604,379 shares in Uranio. For the purpose of this report the proposed acquisition of Manhattan is known as the Acquisition and the shareholder vendors of Manhattan collectively are known as the Vendors. Those parties associated with Eggers (Minvest and Eggers) are known as the Eggers Vendors.

The purchase consideration to acquire 100% of the issued capital of Manhattan is the issue of 44,201,640 shares in Uranio.

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Manhattan as at 31 May 2009 had the following significant assets and liabilities (unaudited):

- Shares in various companies listed on the ASX (including 656,326 shares in Uranio Limited (these would need to be sold if the Acquisition of Manhattan proceeds)
- Approximately $1,719,000 cash
- Approximately a deferred tax liability of $800,000
- Approximately trade creditors and accruals of $22,000

1.3 It is proposed to grant a total of 4,500,000 share options to Eggers as part of a remuneration package for Eggers becoming the Executive Chairman of Uranio following completion of the Acquisition. Details of the share options ("Options") to be granted to Eggers are as follows:

- 2,250,000 share options exercisable at 60 cents each no later than 5 years after grant date but are only exercisable after 12 months service to Uranio ("60 cent Options")
- 2,250,000 share options exercisable at $1.00 each no later than 5 years after grant date but are only exercisable after 24 months service to Uranio ("$1.00 Options")

In addition, Dr Robert Wrixon will receive 1,000,000 60 cent Options and 1,000,000 $1.00 Options. Mr Marcello Cardaci will receive 500,000 60 cent Options and 500,000 $1.00 Options. Mr John Seton a proposed new director of Uranio will also receive 500,000 60 cent Options and 500,000 $1.00 Options. Three consultants will receive between them a total of 2,600,000 Options, 1,300,000 60 cent Options and 1,300,000 $1.00 Options. The approximate valuation of all of the Options to Eggers, Wrixon, Cardaci, Seton and consultants are outlined in the ES. The actual valuations of the various classes of Options will need to be formally valued at the date of grant.

1.4 In addition to resolution 1, there are eight other resolutions being put to the shareholders. Resolution 2 relates to the proposal to change the name of the Company to Manhattan Corporation Limited. Resolution 3 relates to the proposed appointment of Eggers as a director of the Company. Resolution 4 relates to the appointment of John Seton as a director of the Company. Resolution 5 relates to the issue of the 4,500,000 Options to Eggers. Resolution 6 relates to the issue of the 2,000,000 share options to Robert Wrixon. Resolution 7 relates to the issue of the 1,000,000 share options to Marcello Cardaci. Resolution 8 refers to the issue of 1,000,000 share options to John Seton. Resolution 7 relates to the issue of a total of 2,600,000 share options to three consultants of the Company. We are not reporting on the merits or otherwise of resolutions 2 to 9 but do note that resolutions 2 to 4 are interdependent with resolution 1, the subject of our report.

1.5 Under Section 606 of The Corporations Act ("TCA"), a person must not acquire a relevant interest in issued voting shares in a company if because of the transaction, that persons or someone else's voting power in the company increases:

(a) From 20% or below to more than 20%; or
(b) From a starting point that is above 20% and below 90%.

Under Section 611 (Item 7) of TCA, Section 606 does not apply in relation to any acquisition of shares in a company approved by resolution passed at a general meeting at which no votes were cast in favour of the resolution by the acquirer or the disposer or their respective associates. An independent expert is required to report on the fairness and reasonableness of the transaction pursuant to a Section 611 (Item 7) meeting.

1.6 If the acquisition of Manhattan proceeds, the Vendors collectively will be issued a total of 44,201,640 shares in Uranio representing approximately 52.95% of the expanded ordinary issued capital of Uranio before the exercise of any share options. The 44,201,640 ordinary shares are to be allocated to the Vendors as noted in a schedule in the ES pertaining to resolution 1. Taking into account the existing Uranio shareholders who are also shareholders in Manhattan, the collective shareholder interests of the Vendors would be 58,083,519 shares representing approximately 69.58% of the expanded issued capital of Uranio (83,481,019 shares post Acquisition). It is noted that there are 14 Manhattan shareholders (including Minvest and Eggers) that are already shareholders in Uranio (a total of 13,881,879 Uranio shares representing approximately 35.34% of the issued shares in Uranio as at 2 June 2009). A total of 37,887,120 Vendor shares (out of 44,201,640 Vendor Shares) will be issued to the 14 pre-existing Uranio shareholders so that collectively the 14 Vendor Shareholders would own a collective 51,768,999 shares in Uranio representing an approximate 62.01% shareholding interest in Uranio post the consummation of the Acquisition. The Vendors collectively for the purposes of this report may be acting in concert with each other but post the Acquisition being completed are not deemed to be associated or related to each other. However the Eggers Vendors may be acting in concert so long as Eggers has significant influence and/or association with Minvest. Minvest currently owns 6,500,000 Uranio shares representing an approximate 16.55% shareholding interest in Uranio as at 2 June 2009. Eggers owns 604,379 shares in Uranio as at 2 June 2009 representing an approximate 1.54% shareholding interest in Uranio. On completion of the Acquisition, Minvest would be issued 12,629,040 Uranio shares (representing an additional approximate 6.36% interest in Uranio and a total shareholding interest of approximately 22.91% in Uranio. Eggers would be issued 6,314,520 Uranio shares (representing an approximate 6.75% interest in Uranio and a total shareholding interest of approximately 8.29% in Uranio (6,918,899 shares). The combined Eggers Vendors shareholding would be a total of 26,046,939 shares in Uranio that would represent an approximate 31.20% shareholding interest in Uranio. The above shareholdings and percentages exclude the 656,326 shares in Uranio held in trust for Manhattan by a nominee company. These shares would be sold or cancelled following completion of the Acquisition.

1.7 Listing Rule 10.1 of the ASX Listing Rules provides that shareholder approval is required before a listed company may acquire a substantial asset from various persons in a position of influence. This includes acquiring a substantial asset from a related party or a substantial shareholder. The Eggers Vendors have a combined substantial shareholding in Uranio of approximately 18.09% (approximately 19.76% if the 656,326 shares held by Manhattan are included). Uranio is proposing to acquire all of the shares in Manhattan in which Eggers Vendors own approximately 42.86% (30,000,000 shares in Manhattan). The acquisition of the shares in Manhattan and the issue of the shares to Eggers Vendors is a substantial asset acquisition for the purposes of Listing Rule 10.1. The Listing Rule requires an Independent Expert's Report as to whether the relevant transaction is fair and reasonable to non-associated shareholders (not associated with the Eggers Vendors).

1.8 Therefore a notice prepared in relation to a meeting of shareholders convened for the purposes of Section 611 (Item 7) of TCA and ASX Listing Rules 10.1 and 10.11 must be accompanied by an Independent Expert's Report stating whether the Acquisition (that includes the issue of a total of 18,943,560 Uranio shares to the Eggers Vendors) noted under resolution 1 is fair and reasonable. To assist shareholders in making a decision on the Acquisition, the directors have requested that Stantons International Securities prepare an Independent Expert's Report, which must state whether, in the opinion of the Independent Expert, the Acquisition (that includes the issue of a total of 18,943,560 Uranio shares to the Eggers Vendors) is fair and reasonable to the non-associated shareholders of Uranio (not associated with the Vendors and in particular Eggers).

1.9 Apart from this introduction, this report considers the following:

- Summary of opinion
- Implications of the proposals
- Corporate history and nature of business of Uranio
- Future direction of Uranio
- Basis of valuation of Uranio shares
- Value of consideration
- Basis of valuation of Manhattan
- Conclusion as to fairness
- Reasonableness of the offer
- Conclusion as to reasonableness
- Sources of information
- Appendix A and Financial Services Guide

1.10 In determining the fairness and reasonableness of the acquisition of Manhattan, we have had regard for the definitions set out by the Australian Securities and Investments Commission ("ASIC") in its Regulatory Statement 111 that states that an opinion as to whether an offer is fair and/or reasonable shall entail a comparison between the offer price and the value that may be attributed to the securities under offer (fairness) and an examination to determine whether there is justification for the offer price on objective grounds after reference to that value (reasonableness). The concept of "fairness" is taken to be the value of the offer price, or the consideration, being equal to or greater than the value of the securities in the above mentioned offer. Furthermore, this comparison should be made assuming 100% ownership of the "target" and irrespective of whether the consideration is scrip or cash. An offer is "reasonable" if it is fair. An offer may also be reasonable, if despite not being "fair", where there are sufficient grounds for security holders to accept the offer in the absence of any higher bid before the close of the offer. Regulatory Statement 111 states that, where an acquisition of shares by way of an allotment is to be approved by shareholders pursuant to Section 611 (Item 7) of TCA, it is desirable to commission a report by an independent expert stating whether or not the proposal is fair and reasonable, having regards to the proposed allottee (in this case the Vendors and in particular the Eggers Vendors) and whether a premium for potential control is being paid by the allottees.

Accordingly, our report relating to the issue of shares to the Vendors as the consideration to acquire Manhattan is concerned with the fairness and reasonableness of the proposals with respect to the existing non-associated shareholders of Uranio (not associated with the Vendors) and whether the Vendors (and in particular the Eggers Vendors) are paying a premium for potential control.

1.11 In our opinion, taking into account the factors noted elsewhere in this report including the factors (positive, negative and other factors) noted in section 9 of this report, the proposals as outlined in paragraph 1.2 and resolution 1 may on balance be considered to be fair and reasonable to the non associated shareholders of Uranio.

1.12 The opinions expressed above must be read in conjunction with the more detailed analysis and comments made in this report. On a post announcement (of the Acquisition) basis, the proposal would not be fair but would still be considered reasonable. However, we consider that the pre announcement basis share price is the fairer methodology to use for the reasons outlined elsewhere in this report.

2. Implications of the Proposals

2.1 As at 3 June 2009, there were 39,279,379 ordinary fully paid shares on issue in Uranio. The significant fully paid shareholders as at 3 June 2009 based on the top 20 shareholders list were believed to be:

	No. of fully paid shares	% of issued fully paid shares
Minvest Securities (New Zealand) Limited	6,500,000	16.55
Grange Consulting Group Pty Ltd	2,500,000	6.37
Mr Thomas Allright	2,270,000	5.78
Custodial Services Limited	1,800,000	4.58
Nicholas P S Olissoff	1,350,000	3.44
	14,420,000	36.72

The top 20 shareholders at 3 June 2009 owned approximately 63.49% of the Company. Deep Yellow Limited that owned 3,849,379 shares in Uranio (representing approximately 9.80% of the issued capital of Uranio) recently agreed to divest all of their shares in Uranio to various sophisticated investors and resource funds, some of whom were existing Uranio shareholders at 15 cents per share. The sale was completed on 2 June 2009.

2.2 If the Acquisition is completed by acquiring 100% of the issued capital of Manhattan, the Vendors collectively would initially own 58,083,519 ordinary shares representing an approximate 69.58% interest in the expanded capital of the Company (before the exercise of any share options). The Eggers Vendors would own a total of 26,047,939 of the shares on issue representing approximately 31.20% (refer paragraph 1.6 above). Prior to the issue of any shares to raise further working capital or conversion of existing share options and the proposed 11,100,000 Options to Eggers and others there would be a total of 83,481,019 ordinary shares on issue.

As at 3 June 2009 there are 9,849,379 share options outstanding exercisable at 20 cent each (5,000,000 expire 30 June 2010, 3,849,379 expire 21 January 2012 and 1,000,000 expire 23 June 2013), 1,000,000 exercisable at 30 cents on or before 23 June 2013 and 1,000,000 exercisable at 40 cents each on or before 23 June 2013. It is proposed that Eggers would be granted a total of 4,500,000 Options, Robert Wrixon would receive a total of 2,000,000 Options, Marcello Cardaci would receive a total of 1,000,000 Options, John Seton would receive a total of 1,000,000 Options and three consultants would receive a total of 2,600,000 Options as noted in paragraph 1.3 above. It is also proposed that the 1,000,000 share options exercisable at 30 cents each and the 1,000,000 share options exercisable at 40 cents each by 23 June 2013 (issued to the current Managing Director) will be cancelled on completion of the Acquisition.

2.3 The current Board of Directors is expected to change in the near future as a result of the Acquisition. It is proposed that, pursuant to the adoption and consummation of resolution 1, Mr Alan Eggers will be appointed to the Board as the Executive Chairman and Mr John Seton will become a Director of the Company. Mr David Riekie will resign from the Board. Mr Robert Wrixon will continue as the Managing Director and Mr Marcello Cardaci will continue on as a non executive director but step down as Chairman. Mr Sam Middlemas will continue as the Company Secretary.

2.4 Uranio will own 100% of the issued capital of Manhattan that has the assets and liabilities noted in paragraph 1.2 above and in paragraph 7.5 below. The assets of Manhattan (includes 656,326 shares in Uranio) that as at 31 May 2009 had an ASX listed market value of approximately $5,913,984 and cash assets of approximately $1,719,819. The estimated liabilities of Manhattan total approximately $822,316 as at 31 May 2009. Taking into account other minor assets owned as at 31 May 2009, the net assets (or readily realisable to cash) approximate $6,850,813 at that date. As a company cannot hold shares in itself, Uranio will need to procure the sale of the 656,326 Uranio shares to other parties (at best price at time of disposal) or cancel the shares.

3. Corporate History and Nature of Business

3.1 Uranio has been listed on the ASX from 29 January 2008. It raised, before capital raising costs, approximately $4,056,000 ($3,575,000 after capital raising costs) via an IPO Prospectus and has (after completion of a restructure with Deep Yellow Limited) as its main assets other than cash, various interests in uranium projects as follows:

- Siccus Joint Venture - 90% interest in EL 3288 in the Frome Basin in South Australia
- Ponton North - 70% interest (30% Deep Yellow Limited) in five tenements in the Eastern Goldfields of Western Australia (“WA”) surrounding the Mulga Rock uranium deposits
- Gardner Range - 100% interest in four granted tenements in the Tanami region of WA, including the Don uranium prospect. Also prospective for gold
- Ponton South - 100% interest in one tenement application and one granted tenement adjacent to the Ponton North project noted above.

On 5 May 2009, Uranio announced that a “Maiden Inferred Resource” of 10.9 Mlb uranium oxide at the Double 8 Prospect at Ponton South. The tenement application containing the inferred resource is in the Queen Victoria Spring Nature Reserve and discussions have commenced with the Western Australian State Government Departments to obtain exploration access to the area.

4. Future Directions of Uranio

4.1 We have been advised by the directors and management of Uranio that:

- There are no proposals currently contemplated whereby Uranio would acquire properties or assets from the Vendors or transfer any of its property or assets to the Vendors;
- The composition of the Board will change in the short term as noted in paragraph 2.3 above;

- If the Acquisition proceeds, the 656,326 shares in Uranio beneficially held by Manhattan will be divested;
- No dividend policy has been set and it is not proposed to be set until such time as the Company is profitable and has a positive cash flow;
- The Company will endeavour to enhance the value of its interests in the existing uranium tenements and joint ventures; and
- It is proposed to on a discretionary basis sell down the share investments held by Manhattan post Acquisition and pay all capital gains tax obligations so that the Uranio Group effectively has primarily cash as liquid assets and it is envisaged that the majority of the cash will be used for exploration, evaluation and administration purposes.

5. Basis of Valuation of Uranio Shares

5.1 Shares

5.1.1 In considering the proposals to acquire Manhattan we have sought to determine if the considerations payable by Uranio to the Vendors are fair and reasonable to the existing non-associated shareholders of Uranio.

5.1.2 The offer would be fair to the existing non-associated shareholders if the value of the shares in Manhattan (that has cash funds and shares in listed companies as noted elsewhere in this report) being acquired by Uranio are greater than the implicit value of the shares in Uranio being offered as consideration. Accordingly, we have sought to determine a theoretical value that could reasonably be placed on Uranio shares for the purposes of this report.

5.1.3 The valuation methodologies we have considered in determining a theoretical value of an Uranio share (and also a Manhattan share) are:

- Capitalise maintainable earnings/discounted cash flow;
- Takeover bid - the price at which an alternative acquirer might be willing to offer;
- Adjusted net backing and windup value; and
- The market price of Uranio shares.

5.2 Capitalise maintainable earnings and discounted cash flow.

5.2.1 Due to Uranio's current operations, a lack of profit history arising from business undertakings and the lack of a reliable future cash flow from a current business activity, we have considered these methods of valuation not to be relevant for the purpose of this report.

5.3 Takeover Bid

5.3.1 It is possible that a potential bidder for Uranio could purchase all or part of the existing shares, however no certainty can be attached to this occurrence. To our knowledge, there are no current bids in the market place and the directors of Uranio have formed the view that there is unlikely to be any takeover bids made for Uranio in the immediate future. However, if the agreement to acquire Manhattan is consummated, the Vendors collectively will initially control approximately 69.58% of the expanded issued capital of Uranio. The Eggers Vendors would control approximately 31.20% of the expanded issued capital of Uranio and Eggers would become the Executive Chairman of the Company.

5.4 Adjusted Net Asset Backing

5.4.1 We set out below an unaudited Balance Sheet of Uranio as at 31 May 2009 along with a pro-forma consolidated Balance Sheet assuming the following:

- The acquisition of Manhattan by way of an issue of 44,201,640 ordinary shares at a deemed approximate 15.5 cents per share (value $6,850,814) that represents the fair value of the net assets of Manhattan as the shares in Manhattan can be more reliably estimated;
- The issue of 11,100,000 Options to Eggers and others with a deemed fair value of say $2,673,990 but accounting for the value over the vesting periods (approximately $1,896,164 would be accounted for in the year ended 30 June 2010, $724,645 in 2010/11 and $50,181 in 2011/12);
- The payment of an estimated $55,000 indirect costs relating to the Acquisition.

	Uranio (unaudited) 31 May 2009	**Uranio Consolidated Pro-forma 31 May 2009**
	$	**$**
Current Assets		
Cash	1,286,193	2,951,012
Trading securities	-	5,913,984
Prepayments	11,762	11,762
Receivables	6,707	21,883
	1,304,662	8,898,641
Non Current Assets		
Fixed assets	1,943	1,943
Investments in subsidiaries	-	-
Capitalised exploration costs	4,025,537	4,049,688
	4,027,480	4,051,631
Total Assets	5,332,142	12,950,272
Current Liabilities		
Trade and other payables	53,628	75,250
Employee entitlements	1,294	1,294
Deferred income tax	-	800,694
Total Current Liabilities	54,922	877,238
Non Current Liabilities		
Borrowings	-	-
Deferred income tax	-	-
Total Non Current Liabilities	-	-
Total Liabilities	54,922	877,238
Net Assets	5,277,220	12,073,034
Equity		
Issued capital	6,075,793	12,871,607
Reserves	564,714	2,463,878
Accumulated losses	(1,363,287)	(3,262,451)
Net Equity	5,277,220	12,073,034

5.4.2 Based on the book values, this equates to a value per fully paid ordinary share post the Acquisition (83,481,019 ordinary shares on issue) of approximately 14.46 cents (ignoring the value, if any, of non-booked tax benefits). The book net tangible asset backing of Uranio as at 31 May 2009, equates to approximately 13.43 cents (39,279,379 ordinary shares on issue).

5.4.3 We have accepted the amounts for all current assets and non current assets. We have been advised by the management of Uranio that they believe the carrying value of all current assets, fixed assets and liabilities at 31 May 2009 are fair and not materially misstated.

5.4.4 We note that the market has been informed of all of the current projects, joint ventures and farm in/farm out arrangements entered into between Uranio and other parties. We also note it is not the present intention of the Directors of Uranio to liquidate the Company and therefore any theoretical value based upon wind up value or even net book value (as adjusted), is just that, theoretical. The shareholders, existing and future, must acquire shares in Uranio based on the market perceptions of what the market considers an Uranio share to be worth.

The non cash assets of Uranio are in the main the mineral tenement interests acquired in 2007 at the time of an initial public offering and the Ponton uranium prospect subsequently acquired from Paladin Energy Limited. The Company and ourselves do not believe it is necessary to obtain a valuation of the mineral assets (mainly in Western Australia) and the technical values even if obtained may not necessary represent the realisable value of the tenements for cash. Based on the 39,279,379 shares on issue and using recent (to 25 May 2009) share prices of between 15 cents and 19.5 cents, the market capitalisation ranges between approximately $5,592,000 and $7,660,000. The Directors consider that the fair value of the mineral assets may approximate the carrying values on a going concern basis but this may not necessary be valid and in any case may only have value in the future if significant funds are spent on the mineral tenements. The cash reserves of the Company total approximately $1,286,000 as at 31 May 2009 and after paying out other current liabilities of $55,000, the net cash position would be approximately $1,231,000. As administration expenditure forecasted for June and July 2009 is approximately $150,000 the cash position at the end of July 2009 could approximate $1,081,000. The Company has already made efforts to reduce some exploration expenditure on its current projects to conserve cash funds.

The market has either generally valued the vast majority of junior mineral exploration companies at significant discounts or premiums to appraised technical values and this has been the case for a number of years although we also note that there is an orderly market (albeit on very low turnover) since being quoted on 28 January 2008 for Uranio shares and the market is kept fully informed of the activities of the Company. Furthermore, for accounting purposes under Australian Equivalents to International Accounting Standards ("A-IFRS"), the consideration for the issue of Uranio shares to acquire 100% of Manhattan may be booked at the fair value of Manhattan and not any perceived technical value or alternatively at the share price of an ordinary share in Uranio at date of issue to acquire Manhattan and control of Manhattan passes to Uranio. Accordingly, for the reasons outlined above, we believe that for the purpose of this report, it is not appropriate to use any technical value of an Uranio share in assessing whether the proposal to acquire Manhattan is fair and reasonable. We believe a pre-announcement market-based approach is a more suitable basis of assessing whether the proposed Acquisition is fair and/or reasonable. In the case of Manhattan, the pre announcement price has been taken as prior to 25 May 2009. Arguably under A-IFRS, the issue price of the 44,210,640

Vendor Shares will be at the fair value of Manhattan at the date control of Manhattan passes to Uranio as the fair value of a Manhattan share can be more reliably estimated than that of a Uranio share that is subject to large changes in share prices over relatively short period of times.

5.5 Market Price of Uranio Fully Paid Ordinary Shares

5.5.1 We set out below a summary of the fully paid share prices of Uranio since 1 November 2008 to the date the Company entered into a trading halt pending the announcement of the proposed Acquisition.

	High Cents	**Low Cents**	**Last Sale Cents**	**Volume Trade (000's)**
November 2008	12.0	7.9	12.0	357
December 2008	12.0	6.5	6.5	238
January 2009	8.0	6.0	8.0	248
February 2009	4.5	4.3	4.3	95
March 2009	3.8	3.8	3.8	15
April 2009	8.0	4.4	8.0	112
May 2009 (to 25th)	35.0	9.0	19.5	4,751

On 5 May 2009, the Company announced to the market (via an ASX notice) that a maiden inferred resource estimate of 10.9 Mlb Uranium Oxide at the Double 8 Prospect (an EL Application) and an additional mineralisation potential of between 6.6 and 15.4Mlb Uranium Oxide. The resources and potential resources are at the Ponton prospect but mainly lie within the Queen Victoria Spring Nature Reserve. The announcement noted that negotiations were to commence with the WA State Government as to obtaining approval from the Western Australian Departments of Mines and Petroleum ("DMP") to grant the exploration licence and obtain approval from the Department of Environment and Conservation ("DEC") and the State Minister for the Environment to gain exploration access to the area. The share price rose dramatically post 5 May 2009 to trade well above the past 5 months high of 12 cents. The last sale on 25 May 2009, the date the Company sought voluntary suspension was at 19.5 cents. On the day of the 5 May 2009 announcement there was a sale of Uranio share at 35 cents each but since then the shares have traded in the 16.5 cents to 19.5 cents range (to 25 May 2009).

5.5.2 Generally, the market is a fair indicator of what a share is worth, however the theoretical technical value based on the underlying value of assets and liabilities may be lower or higher. In the case of Uranio, share trading liquidity is extremely low (except that it did substantially increase post the 5 May 2009 announcement on the "Maiden Inferred Resource Statement" at the Double 8 prospect at Ponton as noted in paragraphs 3.1 and 5.5.1 of this report) and share prices may not necessary represent the real value of an Uranio share. It is arguable as to whether the share prices represent the real value of an Uranio share due to the low volumes of trade prior to May 2009. As noted above, notwithstanding the book values, under A-IFRS, it is probable that the 44,201,640 shares to be issued to the Vendors will be booked at the fair price of the net assets of Manhattan that as at 31 May 2009 totalled $6,850,000 (that is equivalent to approximately 15.5 cents for each of the 44,210,640 Vendor Shares. It is noted that 3,849,379 Uranio shares were recently sold by Deep Yellow Limited ("DYL") at 15 cents each to sophisticated investors and resource funds some of which included Manhattan shareholders and existing Uranio shareholders. This may be a more current realistic fair value to use in ascribing a value to the 44,201,640 shares to the Vendors. Presently due to the severe

economic downturn worldwide, the value of assets, (including most mineral assets), have arguably diminished, however in the case of Uranio the real values of the Company's mineral assets may well exceed book values. We consider that it is difficult to determine a real fair value of an Uranio share in the current economic circumstances. It is our view that it is probably, on balance, more realistic to use the 15 cents per share that DYL sold on an arms length basis to various parties including certain existing Uranio shareholders that are also Manhattan shareholders. However, based on book values and share prices over the past five weeks (pre the announcement of the Acquisition), the shares have a range between 15 cents and 19.5 cents. The last several days before the announcement the shares traded between 16.5 cents and 19.5 cents (last sale at 19.5 cents). In negotiations between Uranio and Manhattan, the assumed share price was around 15/16 cents. As noted above, as the measurement of the shares in Manhattan can be more readily measured than the shares in Uranio, under A-IFRS the issue price of the 44,210,640 Vendor Shares will probably be accounted for at the fair value of Manhattan at the date control of Manhattan shares change to Uranio. As at 2 June 2009 the net assets of Manhattan totalled approximately $6,992,000 and thus the value for 44,210,640 Vendor Shares approximates 15.81 cents (31 May 2009, 15.50 cents).

5.5.3 The future value of an Uranio share will depend upon, inter alia:

- The future commercialisation of the existing mineral assets;
- The state of the uranium, gold and base metal markets (and prices) in Australia and overseas;
- The liquidity (cash) position of the Uranio Group;
- The state of Australian and overseas stock markets;
- Membership of the Board;
- General economic conditions; and
- Liquidity of shares in Uranio.

5.5.4 For the purposes of this report, we have considered that it is appropriate to use a range of prices for the Uranio ordinary shares in determining our opinion on fairness. The Directors will need to consider the accounting standards in determining the final price attributable to the 44,201,640 ordinary Shares to complete the Acquisition.

5.5.5 It is noted that the acquisition of Manhattan is in effect a capital raising of around a net $6,850,000 (after paying out capital gains and income tax and other liabilities of Manhattan) as the assets of Manhattan (other than its existing cash at bank) are in effect shares in listed companies that are readily realisable into cash. As at 31 May 2009 the estimated net realisable value of Manhattan is approximately $6,850,000. We understand that it is the intention of Uranio to sell the share investments of Manhattan (if the Acquisition proceeds). In effect the Company is undertaking a capital raising of a round $6,850,000 and the cost is the cost of the fair value of the 44,201,640 shares being issued as consideration. In the current market it is extremely difficult for junior exploration companies such as Uranio to raise equity and if raised significant discounts to recent traded share prices would need to be offered. It is not uncommon to offer discounts in the current market of between 20% and 50%. It is noted in a recent newspaper article that the average discount for small to mid cap companies (that included industrial and mineral companies) was around 22.2%. Arguably it could be higher for small cap mineral exploration companies that are not profitable and have negative cash flows. It was estimated by Uranio that to undertake a capital raising of around $6,850,000 the issue price would be in the range of 10 cents to 14 cents and more probably around 12 cents. If these prices were used, the number of shares that would need to be issued would lie in the range of approximately 48,928,000 and 68,500,000 (approximately 57,083,000 shares if 12 cents used). These numbers are more than the 44,201,640 shares proposed to be

issued to the Vendors and thus the existing shareholders would have more of a minority interest under the Acquisition proposal versus a straight share placement.

6. Value of Consideration

6.1 Based on pre announcement share prices the consideration range would be:

	Low $	Preferred $	High $
44,210,640 ordinary shares at pre-announcement prices	5,305,276	6,631,596	9,284,234
Cost to acquire all of the shares in Manhattan	5,305,276	6,631,596	9,284,234
Share price assumed to be	12.0 cents	15.0 cents	21.0 cents

If the post announcement (of the Acquisition proposal) share price was used of say 32 cents (shares traded at that price on 3 June 2009), the "cost" of the Acquisition would be approximately $14,145,000. As noted above, we do not consider it appropriate to use the post announcement of the proposed Acquisition share price as without the transaction the share price of Uranio shares may retreat to pre announcement levels below 20 cents. It also should be noted that the Uranio share price rose considerably to be in the 16.5 cents to 21 cents range in May 2009as a result of the positive announcement on the Double 8 resource statement at Ponton as noted above and the future share price may either retreat or rise depending, inter-alia on the grant of the exploration licence, gaining access rights, exploration success and commercialisation success. However it should be noted that the shares in Uranio were very thinly traded prior to May 2009. It is noted that the Directors at the time of negotiation of the acquisition with the Vendors allocated around 15.39 cents to the 44,210,640 Vendor Shares. The Directors considered the value of the consideration to be approximately $6,804,000 which approximated the net asset value of Manhattan at the time of initial negotiations. **Under A-IFRS, the value that will be attributable to a Vendor Share will be the value of the net assets of Manhattan share price when control of Manhattan passes to Uranio divided by 44,210,640. As at 2 June 2009, based on the net assets of Manhattan at fair values, the issue price of one Vendor Share will approximate 15.81 cents.**

7. Basis of Valuation of Manhattan

7.1 The usual approach to the valuation of an asset is to seek to determine what an informed, willing but not anxious buyer would pay to an informed, willing but not anxious seller in an open market.

7.2 Manhattan is an unlisted public company and does not have a reliable source of income and cash flows and therefore valuing the shares on a takeover basis and capitalised maintainable earnings approach are not that relevant. There are no indications that other parties wished to acquire all of the shares in Manhattan other than Uranio and the shares in Manhattan are not traded on a regular basis.

7.3 As the only assets of Manhattan are its interest in cash and listed share investments as noted in paragraph 1.2 above, the most suitable methodology is to value the shares in Manhattan on an asset backing basis using fair values for the assets (and liabilities).

7.4 As at 31 May 2009, the listed share investment assets of Manhattan were as follows:

- Shares in 5 ASX listed companies (including 656,326 shares in Uranio) (these would need to be sold if the Acquisition of Manhattan proceeds)

Based on 28 May 2009 closing share prices (last share prices in May 2009) of the above shares as quoted on the ASX, the shares have a total market value of $5,913,984.

The cost base of the ASX listed investments total $2,197,097 and after taking into account individual cost bases and carry forward tax losses (refer paragraph 9.13), the estimated deferred income tax payable as at 28 May 2009 approximates $801,000.

7.5 The un-audited balance sheet of Manhattan as at 31 May 2009 is set out below that values all investments at the 28 May 2009 closing share prices as noted above plus all other assets at cost (cash and receivables) and an estimate of the fair values of the liabilities as at 31 May 2009 including the value of deferred income tax.

	Manhattan 31 May 2009 $
Current Assets	
Cash	1,719,819
Receivables	15,176
Investments	5,913,894
	7,648,979
Non Current Assets	
Capitalised exploration costs	24,151
	24,151
Total Assets	7,673,130
Current Liabilities	
Trade and other payables	21,622
Deferred income tax	800,694
Total Current Liabilities	822,316
Total Liabilities	822,316
Net Assets	6,850,814
Equity	
Issued capital	5,020,000
Retained earnings	1,830,814
Net Equity	6,850,814

7.6 In summary, the value of Manhattan is in effect the estimated cash at bank (net of payment of creditors and deferred tax liabilities) plus the value of the cash and receivables. The directors of Manhattan consider the value of the mineral assets to be minimal. As at 2 June 2009, the value of the listed investments total approximately $6,115,894 and after adjusting for the deferred tax liability, the net assets of Manhattan at 2 June 2009 fair values total approximately $6,922,000. Manhattan incurs operating costs such as salaries, rent, director fees, travel, audit and corporate. It is estimated that the annual running costs total approximately $750,000 and thus for the two months to 31 July 2009, the operating costs may approximate $125,000.

The net assets of Manhattan at date of control passing to Uranio if the Acquisition proceeds may be more or less than the 31 May 2009 and 2 June 2009 net fair values noted above. The main difference will be the value of the share investments at date control passes and any deferred income tax payable plus any use of the cash for administration purposes.

8. Conclusion as to Fairness

8.1 The proposal to acquire the shares in Manhattan that has as its only significant assets are noted above for the consideration noted in paragraph 1.2 is believed fair to Uranio's non-associated shareholders if the value of the consideration offered is equal to or less than the value of the shares in Manhattan being acquired.

8.2 Due to the nature of the business of Manhattan, valuations are dependent upon the values placed on the share investment interests of Manhattan plus the net cash.

8.3 We have examined below the values attributable to the shares proposed to be issued and the value of the consideration offered by Uranio to the Vendors of Manhattan.

	Low $	Preferred $	High $
Assessed value of Manhattan to 2 June 2009	6,481,000	6,850,000	6,922,000

The low assessed value of Manhattan of $6,481,000 is based on Annexure C to the Share Sale Deed between Uranio and the Vendors. The preferred assessed value of Manhattan of $6,850,000 is based on the 31 May 2009 balance sheet as noted above and the high assessed value ($6,922,000) is based on the estimated net assets of Manhattan using 2 June 2009 share prices for the listed investments held by Manhattan and adjusting for deferred income tax. The net assets of Manhattan at date of control passing to Uranio if the Acquisition proceeds may be more or less than the 31 May 2009 and 2 June 2009 net fair values noted above.

As noted above, notwithstanding the book values, under A-IFRS, it is probable that the 44,201,640 shares to be issued to the Vendors will be booked at the fair price of the net assets of Manhattan that as the date Uranio takes control of Manhattan. As 31 May 2009 the Manhattan net assets at fair values totalled $6,850,814 (that is equivalent to approximately 15.5 cents for each of the 44,210,640 Vendor Shares (15.81 cents as at 2 June 2009).

8.4 **On a pre-announcement market value approach which is considered more relevant, for the reasons outlined in section 5 of this report, the proposed Acquisition by way of the issue of various securities as outlined in resolution 1 to the Notice is considered on balance to be fair.**

9. Reasonableness of the Offers

9.1 We set out below some of the advantages and disadvantages and other factors pertaining to the proposed Acquisition.

Advantages

9.2 Based on the fair value of the assets of Manhattan as at 31 May 2009 and 2 June 2009 the offer is considered fair.

9.3 It is noted that the acquisition of Manhattan is in effect a capital raising of around a net $6,850,000 (after paying out capital gains and income tax and other liabilities of Manhattan) as the assets of Manhattan (other than its existing cash at bank) are in the main shares in listed companies that are readily realisable into cash. As at 31 May 2009 the estimated net realisable value of Manhattan is approximately $6,850,000. We understand that it is the intention of Uranio to sell the share investments of Manhattan (if the Acquisition proceeds). In effect the Company is undertaking a capital raising of around $6,850,000 (less administration costs incurred by Manhattan up to the date control passes to Uranio) and the cost is the cost of the fair value of the 44,201,640 shares being issued as consideration. In the current market it is extremely difficult for junior exploration companies such as Uranio to raise equity and if raised significant discounts to recent traded share prices would need to be offered. It is not uncommon to offer discounts in the current market of between 20% and 50%. It is noted in a recent newspaper article that the average discount for small to mid cap companies (that included industrial and mineral companies) was around 22.2%. Arguably it could be higher for small cap mineral exploration companies that are not profitable and have negative cash flows. It was estimated by Uranio that to undertake a capital raising of around $6,850,000 the issue price would be in the range of 10 cents to 14 cents and more probably around 12 cents. If these prices were used, the number of shares that would need to be issued would lie in the range of approximately 48,928,000 and 68,500,000 (approximately 57,083,000 if 12 cents used). These numbers are more than the 44,201,640 shares proposed to be issued to the Vendors and thus the existing shareholders would have more of a minority interest under the Acquisition proposal versus a straight share placement.

9.4 The Company may be able to raise further funds by way of share equity as a result of the Acquisition. The share price of a Uranio share since the 3 June 2009 announcement has risen as a result of the expectations of having access to approximately $6,850,000 in net cash or equivalents (share investments) and the shares have risen from the 17.0 cent to 19.5 cent range in the few weeks leading to the announcement of the Acquisition to a current range of 25.0 cents to 34.5 cents (closing sale on 3 June, 30 cents). We consider that the proposed Acquisition has been the major factor in the share price rise as the Acquisition will provide Uranio an avenue to cash that can be spent on the Ponton uranium prospect and other uranium tenement areas. If the proposed Acquisition is not consummated, there is a very high likelihood of a retreat in the share price of Manhattan to below 20 cent and possible far lower as the existing cash reserves of Uranio are low. A capital raising via share placement without the Acquisition (that includes Eggers becoming the Executive Chairman) may prove difficult and would need to be undertaken at a significant discount as note above.

9.5 As part of the Acquisition, Eggers is to be appointed as Executive Chairman of Uranio. Eggers has a proven track record in the public company arena having nurtured Summit Resources Limited ("Summit") as a listed public company to the time it was taken over by Paladin Energy limited in May 2007. Existing shareholders should benefit by having the experience of Eggers as a full time Executive Chairman. The Company's Directors believe that the mining expertise offered by Eggers is invaluable due to his past performance with Summit and the following he obtains from some investors. The appointment of Eggers as Executive Chairman may

encourage new shareholders to the register and may lead to a rise in the share price at least in the short term.

9.6 Currently, the Vendors own 13,881,879 shares in the Company representing approximately 35.34% as at 2 June 2009 and if resolution 1 is passed, the Vendors will obtain a shareholding interest of approximately 69.58% (58,083,519 shares in Uranio). The Vendors are probably not paying a premium for control in that collectively they are receiving consideration of say $8,619,000 (applying 19.5 cents to a Uranio share that is the last sale on 25 May 2009) to $19,453,000 (that is the 45 cent share price at close of business on 3 June 2009) but are giving up net assets deemed to be currently valued at around $6,992,000 as at 2 June 2009. The value of the 44,210,640 shares to be issued to the Vendors may even be higher at the date of issue of the Vendor shares to the Vendors. However it is noted that for A-IFRS purposes the Vendor Shares will be costed at the fair value of the net assets of Manhattan at the date control passes divided by the number of Vendor Shares. It would be expected that the share price of an Uranio share would fall in the event that the Acquisition did not proceed.

Disadvantages

9.7 The number of fully paid ordinary shares on issue initially rises by 44,210,640 to 83,481,019 (before the exercise of any existing share options and any proposed share options to be issued to Eggers and other parties). This represents an approximate 113% increase in the ordinary shares of the Company.

9.8 An influential shareholding of the Company is being given to the Eggers Vendors in that they would immediately have voting control of approximately 31.20% of the expanded ordinary issued capital after the successful ratification and implementation of resolutions 1 to 7.

9.9 Uranio may need to raise further significant working capital to spend on exploration and evaluation of the mineral assets, although by acquiring Manhattan the short to medium term cash requirements are alleviated.

Other Factors

9.10 The Eggers Vendors could increase their voting power to up to approximately 34.72% (30,547,939 shares out of 87,981,019 on issue) if no other share options were exercised. However, Eggers would be required to pay $1,350,000 to Uranio to exercise the 2,250,000 60 cent share options and $2,250,000 to exercise the 2,250,000 $1.00 share options proposed to be issued to Eggers pursuant to resolution 5. It is only likely that share options are exercised if the share price of Uranio consistently traded above the exercise prices prior to the earliest date the relevant share options can be exercised (refer paragraph 1.3 above) and the expiry date of 30 June 2014.

9.11 Eggers is taking a risk in investing in Uranio as to a large extent, Uranio's future share price may be determined by the exploitation and/or commercial success (or otherwise) of its uranium assets. There is a huge incentive to make Uranio a successful company and have the share price rise considerable. All shareholders would benefit from a rise in the share price. The shares since the announcement of the Acquisition have risen from the high teens (16.5 cents to 21.0 cents in the last few weeks of May 2009) to trade over 25 cents and up to 45 cents (last sale 4 June 2009, 45.0 cents).

9.12 The Directors of Uranio at the time of negotiation with the Vendors and Eggers regarding the proposed Acquisition and capital raising had considered the fair value attributable to the 44,210,640 Vendor Shares at around 15 cents to 16 cents each (total value $6,631,000 to $7,073,000).

9.13 The share prices of the listed shares held by Manhattan may be less than the 2 June 2009 and 31 May 2009 share prices and thus the net cash available to Uranio on completion of the Acquisition may be less than expected. The net assets of Manhattan at date of control passing to Uranio if the Acquisition proceeds may be more or less than the 31 May 2009 and 2 June 2009 net fair values noted above. The main difference will be the value of the share investments at date control passes and any deferred income tax payable plus any use of the cash for administration purposes.

9.14 The tax losses of Manhattan may not be available for use by Manhattan at the time of share profits are made (expected to be in the last two quarters of calendar 2009) as losses are only available if it meets either the continuity of business test or the continuity of ownership test as provided under the Income Tax Act at the time it wishes to claim tax losses. We cannot be completely satisfied that the tax losses will be available for use at the appropriate time. If all losses are not available, the deferred and actual income tax payable would be higher. Tax losses are estimated at $1,047,907 as at 31 May 2009 and thus if rejected, the additional tax payable would be 30% of $1,047,319, namely $314,372.

10. Conclusion as to Reasonableness

10.1 **After taking into account the factors referred to in 9 above and elsewhere in this report, we are of the opinion that the proposed Acquisition as noted in paragraph 1.2 and resolution 1 in the Notice may be considered, on balance, to be reasonable to the non-associated shareholders of Uranio.**

11. Sources of Information

11.1 In making our assessment as to whether the proposed Acquisition as noted in paragraph 1.2 is fair and reasonable, we have reviewed relevant published available information and other unpublished information of the Company and Manhattan that is relevant to the current circumstances. In addition, we have held discussions with the management of Uranio about the present and future operations of the Company. Statements and opinions contained in this report are given in good faith but in the preparation of this report, we have relied in part on information provided by the directors and management of Uranio.

11.2 Information we have received includes, but is not limited to:

- Draft Notice of General Meeting of Shareholders of Uranio and draft Explanatory Statement to Shareholders prepared to 5 June 2009;
- Discussions with management of Uranio;
- Details of historical market trading of Uranio ordinary fully paid shares recorded by ASX for the period 1 July 2008 to 4 June 2009;
- Shareholding details of Uranio as supplied by the Company's Company Secretary at 2 June 2009;
- Un-audited balance sheet of Uranio as at 31 May 2009;
- Announcements made by Uranio to the ASX from 1 January 2008 to 4 June 2009;
- The Share Sale Deed between Uranio and the Vendors re the acquisition of Manhattan;
- The tax losses of Manhattan as at 31 May 2009; and

- The share prices of the share investments held by Manhattan as at 31 May 2009 and 2 June 2009.

11.3 Our report includes Appendix A and our Financial Services Guide attached to this report.

Yours faithfully
STANTONS INTERNATIONAL SECURITIES

John P Van Dieren
Director

APPENDIX A

AUTHOR INDEPENDENCE AND INDEMNITY

This annexure forms part of and should be read in conjunction with the report of Stantons International Securities dated 5 June 2009, relating to the proposals contained in resolution 1 outlined in the Notice of Meeting of Shareholders of Uranio.

At the date of this report, Stantons International Securities does not have any interest in the outcome of the proposals. There are no relationships with Uranio other than acting as an independent expert for the purposes of this report. There are no existing relationships between Stantons International Securities and the parties participating in the transaction detailed in this report which would affect our ability to provide an independent opinion. The fee to be received for the preparation of this report is based on the time spent at normal professional rates plus out of pocket expenses and is estimated not to exceed $10,000. The fee is payable regardless of the outcome. With the exception of that fee, neither Stantons International Securities nor John P Van Dieren have received, nor will or may they receive any pecuniary or other benefits, whether directly or indirectly for or in connection with the making of this report.

Stantons International Securities (a trading division of Stantons International Pty Ltd) or Stantons International Services Pty Ltd an associated entity or any directors of Stantons International Pty Ltd and Stantons International Services Pty Ltd do not hold any securities in Uranio. There are no pecuniary or other interests of Stantons International Securities that could be reasonably argued as affecting its ability to give an unbiased and independent opinion in relation to the proposal. Stantons International Securities and Mr J Van Dieren have consented to the inclusion of this report in the form and context in which it is included as an annexure to the Notice.

QUALIFICATIONS

We advise Stantons International Pty Ltd is the holder of an Investment Advisers Licence (No 319600) under the Corporations Act 2001 relating to advice and reporting on mergers, takeovers and acquisitions involving securities. A number of the directors of Stantons International Pty Ltd are the Directors of Stantons International Services Pty Ltd a related entity. Stantons International Pty Ltd and Stantons International Services Pty Ltd have extensive experience in providing advice pertaining to mergers, acquisitions and strategic for both listed and unlisted companies and businesses.

Mr John P Van Dieren FCA, the person responsible for the preparation of this report, has extensive experience in the preparation of valuations for companies and in advising corporations on takeovers generally and in particular on the valuation and financial aspects thereof, including the fairness and reasonableness of the consideration offered.

The professionals employed in the research, analysis and evaluation leading to the formulation of opinions contained in this report, have qualifications and experience appropriate to the task they have performed.

DECLARATION

This report has been prepared at the request of the Directors of Uranio in order to assist the shareholders of Uranio (not associated with the Vendors) to assess the merits of the proposals (resolution 1 only) to which this report relates. This report has been prepared for the benefit of Uranio and those persons only who are entitled to receive a copy for the purposes of Section 611 (Item 7) of the Corporations Act and ASX Listing Rule 10.1 and does not provide a general expression of Stantons International Securities opinion as to the longer term value of Uranio, its mineral and other assets or Manhattan (and its assets and liabilities) to be acquired. Stantons International Securities does not imply, and it should not be construed, that is has carried out any form of audit on the accounting or other records of Uranio and Manhattan or their subsidiaries, businesses or other assets. Neither the whole, nor any part of this report, nor any reference thereto may be included in or with or attached to any document, circular, resolution, letter or statement, without the prior written consent of Stantons International Securities to the form and context in which it appears.

DISCLAIMER

This report has been prepared by Stantons International Securities with care and diligence. However, except for those responsibilities which by law cannot be excluded, no responsibility arising in any way whatsoever for errors or omission (including responsibility to any person for negligence) is assumed by Stantons International Securities and Stantons International Services Pty Ltd, its partners, directors, employees or consultants for the preparation of this report.

DECLARATION AND INDEMNITY

Recognising that Stantons International Securities may rely on information provided by Uranio and its officers (save whether it would not be reasonable to rely on the information having regard to Stantons International Securities experience and qualifications), Uranio has agreed:

(a) to make no claim by it or its officers against Stantons International Securities to recover any loss or damage which Uranio may suffer as a result of reasonable reliance by Stantons International Securities on the information provided by Uranio; and

(b) to indemnify Stantons International against any claim arising (wholly or in part) from Uranio or any of its officers providing Stantons International Securities any false or misleading information or in the failure of Uranio or its officers in providing material information, except where the claim has arisen as a result of wilful misconduct or negligence by Stantons International Securities.

A draft of this report was presented to Uranio Directors for a review of factual information contained in the report. Comments received relating to factual matters were taken into account, however the valuation methodologies and conclusions did not alter.

FINANCIAL SERVICES GUIDE
FOR STANTONS INTERNATIONAL SECURITIES
DATED 5 JUNE 2009

1. Stantons International Pty Ltd (Trading as Stantons International Securities) ACN 103 088 697 ("SIS" or "we" or "us" or "ours" as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

2. **Financial Services Guide**

In the above circumstances we are required to issue to you, as a retail client a Financial Services Guide ("FSG"). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No: 319600;
- remuneration that we and/or our staff and any associated receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

3. **Financial services we are licensed to provide**

We hold an Australian Financial Services Licence which authorises us to provide financial product advice in relation to:

- Securities (such as shares, options and debt instruments)

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we provide is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

4. **General Financial Product Advice**

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to

acquire the product. Where you do not understand the matters contained in the Independent Expert's Report you should seek advice from a registered financial adviser.

5. **Benefits that we may receive**

We charge fees for providing reports. These fees will be agreed with, and paid by, the person who engages us to provide the report. Fees will be agreed on either a fixed fee or time cost basis.

Except for the fees referred to above, neither SIS, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the report.

6. **Remuneration or other benefits received by our employees**

All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report.

7. **Referrals**

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

8. **Associations and relationships**

SIS is a division of Stantons International Pty Ltd a professional advisory and accounting practice. Our directors may be directors in Stantons International Pty Ltd and/or Stantons International Services Pty Ltd.

From time to time, SIS and Stantons International Services Pty Ltd and/or their related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

9. **Complaints resolution**

9.1 Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints must be in writing, addressed to:

The Complaints Officer
Stantons International Securities
Level 1
1 Havelock Street
WEST PERTH WA 6005

When we receive a written complaint we will record the complaint, acknowledge receipt of the complaints within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination.

9.2 Referral to External Dispute Resolution Scheme

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Financial Ombudsman Service Limited (“FOSL”). FOSL is an independent company that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about FOSL are available at the FOSL website www.fos.org.au or by contacting them directly via the details set out below.

Financial Ombudsman Service Limited
PO Box 3
MELBOURNE VIC 3001

Toll Free: 1300 78 08 08
Facsimile: (03) 9613 6399

10. Contact details

You may contact us using the details set out at section 9.1 of this FSG or by phoning 08 9481 3188 or faxing 08 9321 1204.

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