

## **NOTICE OF ANNUAL GENERAL MEETING 2007**

Notice is hereby given that the Annual General Meeting of Eromanga Uranium Limited ("Company") will be held at 136 Greenhill Road Unley, SA, on Tuesday 27th November 2007 at 9:00am (Adelaide time).

### **AGENDA**

#### **ORDINARY BUSINESS**

##### **1 Financial Report**

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2007.

The Annual Financial Report is available at [www.eromangauranium.com/investors/reports/annual/ero2007ar.pdf](http://www.eromangauranium.com/investors/reports/annual/ero2007ar.pdf)

##### **2 Adoption of Remuneration Report**

To consider, and put the following resolution to a non binding vote:

'That the Remuneration Report required by section 300A of the Corporations Act 2001, as contained in the Company's Directors Report for the year ended 30 June 2007 be adopted.'

##### **3 Re-election of Mr R M Kennedy as a Director**

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

'That Mr R M Kennedy being a director of the Company who retires by rotation pursuant to the Company's constitution, and being eligible, is re-elected as a director of the Company.'

#### **SPECIAL BUSINESS**

##### **4 Amendment to the Constitution**

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

'That approval be given under and for the purposes of s 136(2) of the Corporations Act 2001, the ASX Listing Rules and for all other purposes, to the modification of the Company's constitution by removing clause 99 and by replacing clause 100 with the following:

"A notice sent by post is taken to be given 3 days after it is posted. A notice sent by fax, or other electronic means, is taken to be given on the Business Day after it is sent."

The Chairman will address the meeting and the Managing Director will give a presentation on the company's activities.

At the conclusion of the meeting there will be tea and coffee served and you are invited to stay and chat with the board and other shareholders.

By order of the Board



**Richard W C Willson**  
COMPANY SECRETARY

Dated this 10th Day of October 2007

### **NOTES**

A member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint up to two proxies to attend and vote on the member's behalf.

If a member appoints two proxies, each proxy must be appointed to represent a specified proportion or number of the member's votes. Absent this specification, each proxy will need to exercise half the votes.

A proxy need not be a member of the Company.

To appoint a proxy, a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed in accordance with s 127 of the Corporations Act 2001 (Cth).

To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the commencement of the meeting. Proxy forms and authorities may be sent to: Computershare Investor Services Pty Ltd, Level 5, 115 Grenfell Street, Adelaide SA 5000 or to the Company's registered office, 62 Beulah Road, NORWOOD, SA 5067, or by facsimile to Computershare on 61 8 8236 2305 or to the Company on 61 8 8132 7999

Members who forward their proxy forms by fax must make available the original executed form of the proxy for production at the meeting, if called upon to do so.

For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at close of business on Friday 23 November 2007. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

# EXPLANATORY MEMORANDUM

Accompanying the Notice of Annual General Meeting to be held 27 November 2007

## 1 FINANCIAL REPORT

The Annual Financial Report together with the Director's Report and Auditor's Report will be laid before the meeting in accordance with section 317 of the Corporations Act 2001. Members will be given the opportunity to ask questions or make comments about the management of the Company and may also ask questions of the Auditor's representative relevant to the conduct of the audit and preparation and content of the Auditor's Report.

On 10 October 2007 the Company sent "Your Annual Report Your Choice" letters to all members. The letter detailed legislation changes that result in the Annual Financial Report being available on-line and a printed copy only being sent to a member if that member has specifically requested a printed copy of the Annual Report by returning the letter. This change in legislation may result in reducing the Company's printing costs.

The Annual Report has not been sent to members unless the member has specifically requested a printed copy.

The Annual Report is available at  
[www.eromangauranium.com\investors\reports\annual\ero2007ar.pdf](http://www.eromangauranium.com\investors\reports\annual\ero2007ar.pdf) (file size 3.6Mb)

## 2 ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2007 is included in the Director's Report and appears on page 22 of the 2007 Annual Report of the Company. The Remuneration Report sets out the Company's remuneration arrangements for its Directors, Officers and Senior Management.

The law requires that a resolution, that the Remuneration Report be adopted, be put to the vote at the Company's AGM. The vote is advisory only and does not bind the Directors or the Company.

## 3 RE-ELECTION OF MR R M KENNEDY AS A DIRECTOR

The Company's Board of Directors comprises four directors, three of these are Non-Executive Directors. The Company's constitution requires one of these directors to retire at the meeting. A retiring director is eligible for re-election. Mr Kennedy is the Director that will retire at this year's meeting. Mr Kennedy offers himself for re-election.

A brief description of Mr Kennedy follows,

Robert Michael Kennedy - ASAIT, Grad Dip (Systems Analysis), FCA, ACIS, Life Member AIM, FAICD

A Chartered Accountant and a consultant to Kennedy & Co, Chartered Accountants, a firm he founded. Chairman of Beach Petroleum Ltd (Director since 1995, Chairman since 1991), Maximus Resources Limited (since 2004), Flinders Diamonds Limited (since 2001), Ramelius Resources Limited (since 1995), GTL Energy Limited, Monax Mining Ltd (since 2004), Marmota Energy Ltd (since 2006), and South East Energy Limited (since 2007) and is also a director of Friendly Society Medical Association Limited. He is a member of the Audit Committee. Mr Kennedy brings to the Board his expertise in finance and management consultancy and extensive experience as chairman and non-executive director of a range of listed public companies.

The other members of the Board unanimously support Mr Kennedy's re-election.

## 4 AMENDMENT TO THE CONSTITUTION

### Introduction

Section 136(2) of the Corporations Act 2001 (Cth) permits a company to modify its constitution provided that this is done by special resolution. Such a resolution must be passed by at least 75% of the votes cast by members present (in person or by proxy) and voting on the resolution.

Presently, clauses 99 and 100 of the Company's constitution state:

99. Addresses outside Australia

A notice sent by post to or from a place outside Australia must be sent by air mail.

100. Time of service

100.1 A notice sent by post within Australia is taken to be given 3 Business Days after posting.

100.2 A notice sent by post to or from a place outside Australia is taken to be given 7 Business Days after posting.

100.3 A notice sent by fax, or other electronic means, is taken to be given on the Business Day after it is sent (if the sender's transmission report shows that the whole notice was sent to the correct facsimile number).

### Resolution 4

Approval is sought to modify the Company's constitution by removing clause 99 and replacing clause 100 with the following:

"A notice sent by post is taken to be given 3 days after it is posted. A notice sent by fax, or other electronic means, is taken to be given on the Business Day after it is sent."

The effect of the modification to the Company's constitution set out above is that if a notice is given under the Company's constitution by post, that notice will be taken to be given at a time equivalent to that prescribed under the Corporations Act 2001 (3 days after it is posted), rather than the later time presently prescribed by the Company's constitution. Further, if notice is sent by post to or from a place outside Australia, if the resolution is carried, it will no longer be a requirement under the Company's constitution for the notice to be sent by air mail.

The directors believe it to be appropriate for the Company's constitution to be amended in the manner suggested above in order, primarily, that the Company may be in a position to more quickly respond to corporate opportunities without being constrained by notice periods to any greater extent than those enacted by Parliament through the Corporations Act 2001. The directors believe that by reason of the general efficiency of contemporary postal services in Australia and around the world, if the resolution is carried, persons required to be given notices under the Company's constitution will not be disadvantaged.