



PALADIN RESOURCES LTD

A.C.N. 061 681 098

245 CHURCHILL AVE, SUBIACO WESTERN AUSTRALIA 6008
PO BOX 201, SUBIACO WESTERN AUSTRALIA 6904

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eLodgement

To: The Company Announcements Officer **From:** Gill Swaby

Co.: Australian Stock Exchange Limited **Pages:** 13

Date: 4 July 2003

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➤ **Notice of General Meeting**



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Ref: F4692

4 July 2003

The Company Announcements Officer
Australian Stock Exchange Limited
Exchange Centre
20 Bridge St
SYDNEY NSW 2000

Dear Sir/Madam

Notice of General Meeting

Attached please find letter to shareholders and Notice of General Meeting as forwarded to shareholders today.

Yours faithfully
Paladin Resources Ltd

GILL SWABY
Company Secretary



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1 July 2003

Dear Shareholder

I am writing to you to seek your support for the four Resolutions your Directors propose as set out in the Notice of Meeting and Explanatory Memorandum attached. The meeting is to be held on Monday 4 August 2003. The Company is poised for growth principally focussing on development of its Langer Heinrich Uranium Project in Namibia and the purpose of the meeting therefore is to put matters in place which will assist in us meeting our stated growth objectives.

To this end the Directors are pleased to advise that they have secured the interest of the Contiguous Millennium Fund, an international resource hedge fund, which is willing to invest in Paladin initially via a small introductory placement to cement a strategic relationship. This Fund has taken a positive outlook on nuclear energy and the speculative investment opportunity Paladin represents. The association is seen as an important step by the Directors to facilitate growth of the Company by providing the opportunity to access necessary future funding for development of its projects such as Langer Heinrich.

We look forward to your support by either attending the meeting personally or completing the enclosed proxy form, to be returned to our office no later than 2nd August 2003.

Yours faithfully
Paladin Resources Ltd

RICK CRABB BJuris(Hons); LLB; MBA; MAusIMM
Chairman

Att.



**PALADIN RESOURCES LTD
ACN 061 681 098**

NOTICE OF GENERAL MEETING

PROXY FORM

AND

EXPLANATORY MEMORANDUM

**Date of Meeting
4 August 2003**

**Time of Meeting
10.00am**

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

PALADIN RESOURCES LTD
ACN 061 681 098

NOTICE OF GENERAL MEETING

A General Meeting of the Company will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Monday 4 August 2003 at 10.00am.

AGENDA:

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

Resolution 1 – Ratification of Issue of Shares to Various Parties (ordinary resolution)

"That pursuant to listing rule 7.4 of the Listing Rules of ASX, the Company approve and ratify the issue of 32,400,000 ordinary fully paid shares in the capital of the Company to the parties named in the Explanatory Memorandum accompanying this Notice at an issue price of .8 cents (eight tenths of a cent) per share on 26 May 2003".

For the purpose of resolution 1, the Company will disregard any votes cast on resolution 1 by those parties who participated in the issue and are named in the Explanatory Memorandum and any associate of the parties named in the Explanatory Memorandum. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on a 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.

Resolution 2 – Placement of Shares and Options (ordinary resolution)

"That pursuant to Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, the Company hereby approves and authorises the allotment and issue of up to 5,000,000 fully paid shares and 12,500,000 options over the capital of the Company at an issue price of 1 cent per share each to Contiguous Millennium Fund Limited and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

The Company will disregard any votes cast on resolution 2 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution 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 a proxy for a person who is entitled to vote, in accordance with the directions on a 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.

Resolution 3 – Issue of Shares to Director in Lieu of Services Rendered.

"That for all purposes (including, without limitation, Chapter 2E of the Corporations Act 2001, the Company's Constitution and Listing Rule 10.11 of the Listing Rules of Australian Stock Exchange Limited) this Meeting hereby approves and authorises the Directors to grant to Dr Leon Pretorius, on the terms and conditions set out in the Explanatory Memorandum that forms part of this Notice of General Meeting, 3,000,000 fully paid shares at a deemed issue price of 1 cent per share in lieu of consulting services rendered."

For the purpose of resolution 3, the Company will disregard any votes cast on resolution 3 by Dr Leon Pretorius and any associate of Dr Leon Pretorius. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on a 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.

Resolution 4 – Issue of Shares to Other Parties (ordinary resolution)

"That pursuant to Listing Rule 7.1 of the Listing Rules of the ASX and for all other purposes, the Company hereby approves and authorises the allotment and issue of up to 2,000,000 fully paid shares (to be issued at the average price calculated over the last five days on which sale in the securities were recorded, prior to the day of allotment) in lieu of consulting services rendered to parties to be determined by the Directors and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

The Company will disregard any votes cast on resolution 4 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a security holder, if the resolution 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 a proxy for a person who is entitled to vote, in accordance with the directions on a 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



Gillian Swaby
Company Secretary
Dated: 1 July 2003

For the purposes of section 1704E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at the close of business on 1 August 2003 will be entitled to attend and vote at the General Meeting.

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.

PALADIN RESOURCES LTD
ACN 061 681 098

EXPLANATORY MEMORANDUM

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

The Directors of the Company ("**Directors**") recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Resolution 1 – Ratification of Issue of Shares

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period where the total number of securities to be issued exceeds 15% of the number of fully paid ordinary securities on issue 12 months before the date of issue, except with the prior approval of members of the company in general meeting of the terms and conditions of the proposed issue or where the issue is pro-rata to all shareholders in accordance with their existing shareholdings.

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 is treated as having been made with shareholder approval for the purpose of Listing Rule 7.1 if the shareholders subsequently approve it.

The Company has issued 32,400,000 Shares to various parties and the Company now seeks shareholder ratification of these share issues pursuant to Listing Rule 7.4.

The following information is provided in relation to resolution 1 to allow shareholders to ratify the issue of 32,400,000 fully paid ordinary shares in the capital of the Company to the persons listed in the table below in the proportions noted in that table:

- the total number of fully paid ordinary shares in the capital of the Company issued was 32,400,000 fully paid ordinary shares;
- the shares were issued 26 May 2003;
- the issue price of the fully paid ordinary shares was .8 cent (eight tenths of a cent) each;
- the allottees in respect of resolution 1 are set out in the table below;
- the fully paid ordinary shares rank pari passu with the existing ordinary shares of the Company; and
- the funds raised of \$259,200 by the issue of the shares the subject of resolution 1 were used by the Company to provide additional working capital and to assist in ongoing funding of the Langer Heinrich Uranium Project.

SHAREHOLDER DETAILS	TOTAL NO. SHARES
John Tarrant	3,750,000
Stephen Stone	1,250,000
Calm Holdings Pty Ltd	2,500,000
Gregory and Heather Buchanan	6,250,000
Bernard Rafferty	2,500,000
Galtee Park Pty Ltd	3,000,000
Brendan Jesser and Edwina Aikman	1,900,000
Hanibrew Pty Ltd	10,000,000
Megan Alessi	1,250,000
Total	32,400,000

Resolution 2 – Placement of Shares and Options (ordinary resolution)

The requirements of Listing Rule 7.1 are described above.

The following information is provided in relation to resolution 2 to allow shareholders to approve the issue of up to 5,000,000 fully paid shares and 12,500,000 options exercisable in three tranches (being tranches 1, 2 and 3), as set out below:

- the maximum number of securities of the Company to be issued under resolution 2 is 5,000,000 fully paid shares and 12,500,000 options;
- the shares and options will be issued on a date not later than 3 months after the date of this General Meeting;
- the issue price of the shares will be 1 cent per share and no consideration is payable for the options;
- the allottee in respect of resolution 2 is Contiguous Millennium Fund Limited;
- the options will form a new class of unlisted options and, on exercise, the resulting fully paid shares will rank equally with the existing fully paid shares on issue;
- the funds raised by the issue of the shares and options the subject of resolution 2 are proposed to be used for working capital; and
- the terms and conditions are set out in Annexure “A”.

Contiguous Millennium Fund (“CMF”), a global resource investment hedge fund managed by Global Investments & Econometrics, a US based investment management group, has agreed to enter into a strategic investment relationship with the Company. The CMF has taken a positive outlook on both nuclear energy and the speculative investment opportunity Paladin represents, being one of the few juniors globally to have a diverse, quality uranium portfolio which includes a short term development possibility in the form of its Langer Heinrich Project in Namibia. CMF has invested in a number of Australian resource companies in the past.

CMF specialises in investments in the mineral resource sector with particular focus on determining opportunities for “early bird” investments and assisting such selected companies to grow.

Over and above this initial small fund raising package, the Paladin directors see the relationship with CMF as an important step, aimed to facilitate growth of the Company by providing the opportunity to access necessary funding for development of its projects, such as Langer Heinrich.

Resolution 3 – Issue of Shares to Director in Lieu of Services Rendered.

Resolution 3 seeks the approval of members to authorise the Directors to issue to Dr Leon Pretorius, a Director, a total of 3,000,000 fully paid shares at a deemed issue price of 1 cent per share in lieu of consulting services rendered, totalling \$30,000, in connection with assisting in completion of the Pre-Feasibility Study for Langer Heinrich and ongoing work in regard to this project.

Shareholder approval of the issue of these shares is sought for the purposes of:

- (a) Chapter 2E of the Corporations Act 2001, which governs the giving of financial benefits to Directors and other “related parties” of a company; and

- (b) Listing Rule 10.11, which provides that, subject to certain exceptions, a company listed on the Australian Stock Exchange Limited cannot issue or grant securities to a Director without shareholder approval.

The object of resolution 3 is to assist in the cash flow requirements of the Company.

If shareholder approval is obtained, the shares will be issued within 1 month of shareholder approval.

Chapter 2E of the Corporations Act 2001

Chapter 2E of the *Corporations Act 2001* prohibits the Company from giving a financial benefit to a “related party” of the company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the *Corporations Act 2001*; or
- (b) prior shareholder approval is obtained to the giving of the benefit.

The object of Chapter 2E of the *Corporations Act 2001* is the protection of a public company’s resources.

For the purposes of Chapter 2E, the Directors (or their nominees) are considered to be a related party of the Company.

The proposed issue of shares involves the provision of a financial benefit to a related party of the Company and therefore requires prior shareholder approval.

In accordance with the requirements of Chapter 2E and, in particular, section 219 of the *Corporations Act 2001*, the following information is provided to shareholders to allow them to assess the proposed issue of shares:

- (a) Dr Leon Pretorius is a Director and is therefore a related party of the Company to whom the proposed resolution would permit the financial benefit to be given;
- (b) the nature of the financial benefit to be given is the issue of a total of 3,000,000 fully paid shares in the Company at a deemed issue price totalling \$30,000;
- (c) each of the Directors (other than Dr Leon Pretorius, who abstained from consideration and voting in respect of this recommendation, as he has an interest in the outcome of resolution 3) recommend to shareholders to vote in favour of the proposed resolution as an effective means of preserving the cash funds of the Company;
- (d) the interests of the Director arises because he is the proposed recipient of shares;
- (e) consideration for the shares is the provision of consulting services totalling \$30,000 in connection with ongoing work on the Langer Heinrich Uranium Project;
- (f) the beneficial interests held by Dr Leon Pretorius in the Company are as follows:

5,000,000 fully paid shares and 750,000 options

The options referred to above are listed and exercisable at 10 cents on or before 21 January 2004;

- (g) the Company has on issue 265,585,713 fully paid shares, 62,250,000 listed options exercisable at 10 cents on or before 21 January 2004 and 4,700,000 unlisted options exercisable at 15 cents on or before 30 November 2004;

- (h) the highest and lowest trading price of the Company's shares on ASX in the past 12 months has been as follows:-

Security	Highest Price	Date of highest price	Lowest Price	Date of lowest price	Latest Price on 25 June 2003
Ordinary Shares	3.2 cents	1 July 2002	.8 cents (eight tenths of a cent)	24 June 2003	1.1 cents

- (i) The Shares will be quoted on ASX;
- (j) 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 issuing the Shares to Dr Leon Pretorius pursuant to resolution 3; and
- (k) 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 3.

Listing Rule 10.11

Listing Rule 10.11 provides, in essence, that, subject to certain exceptions, a company listed on the Australian Stock Exchange Limited must not issue shares to a related party without shareholder approval. Resolutions 3 seeks this approval.

Resolution 4 – Issue of Shares to Other Parties in Lieu of Services Rendered

This resolution seeks approval to issue up to a maximum of 2,000,000 fully paid shares in satisfaction of consulting services rendered in connection with the Langer Heinrich Uranium Project. The shares, if issued, will be issued at the average price calculated over the last five days on which sale in the securities were recorded, prior to the date of allotment.

Any shares issued pursuant to this resolution will be allotted within 3 months of the date of this meeting.

The Directors consider this to be an appropriate method of remunerating consultants in order to conserve the cash funds of the Company.

Paladin Resources Ltd
(ACN 061 681 098)

Annexure A

Rights Attaching to New Options

1. Each option shall entitle the holder to the right to subscribe for and to be allotted one Share upon exercise of the option and payment to the Company of the Exercise Price.
2. Options may be exercised at any time by sending a completed and signed notice of exercise, together with payment of the Exercise Price, to the Company's share registry.
3. Optionholders will not be required to exercise all of the options to which they are entitled at one time, but must exercise options in multiples of 1,000, save if the holding is less than 1,000 in which case all options may be exercised. Shares allotted on the exercise of an option will be allotted or issued in accordance with the terms of the options, and in any event, not more than 14 days after the receipt of a properly executed notice of exercise and the required application moneys.
4. A notice of exercise is only effective when the Company has received the full amount of exercise price in cash or cleared funds.
5. Options may be transferred at any time prior to their expiry.
6. Each option will automatically lapse if not exercised on or before 5.00pm WST on the Expiry Date.
7. The options will be unlisted and the period during which the options may be exercised will not be extended.
8. Optionholders are not permitted to participate in new issues of shares as option holders. Optionholders may participate in pro-rata new issues of shares if the option is exercised before the relevant record date for that new issue. Optionholders will be advised at least 9 business days before the record date for a proposed new issue.
9. In the event of a re-organisation of the capital of the Company, the options will be re-organised (as appropriate) in accordance with the Listing Rules.
10. Shares allotted pursuant to the exercise of the options will rank equally with the then issued shares of the Company.

If there is a bonus issue (as defined in the Listing Rules) to the holders of Shares, the number of Shares over which the Option is exercisable will be increased by the number of Shares which the Optionholders would have received if the Option had been exercised before the record date for such bonus issue.

The Options will be issued in three tranches, 1, 2 and 3. The relevant Exercise Price and Expiry Date is as follows:-

	No. of Options	Exercise Price	Expiry Date
Tranche 1	4,500,000 options	1.1 cents	31 March 2004
Tranche 2	4,200,000 options	1.2 cents	31 December 2004
Tranche 3	3,800,000 options	1.3 cents	30 November 2005



PALADIN RESOURCES LIMITED
ACN 061 681 098

All correspondence to:
Paladin Resources Ltd
PO Box 201
Subiaco 6904 Western Australia
Telephone +618 9381 4366
Facsimile +618 9381 4978
www.paladinresources.com.au

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



Name: _____

Address: _____

APPOINTMENT OF PROXY

I/We being a member/s of Paladin Resources Ltd and entitled to attend and vote hereby appoint



the Chairman
Of the Meeting
(mark with an 'X')

OR

Write here the name of the person you are
appointing if this person is **someone other**
than the Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Paladin Resources Ltd to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Monday, 4 August 2003 at 10.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark



to indicate your directions

Ordinary Business

- Item 1 Ratification of Issue of Shares to Various Parties
- Item 2 Placement of Shares and Options
- Item 3 Issue of Shares to Director in Lieu of Services Rendered
- Item 4 Issue of Shares to Other Parties in Lieu of Services Rendered

For	Abstain*	Against
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

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

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

**Sole Director and
Sole Company Secretary**

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

How to Complete the Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. The Chairman intends to vote in favour of resolutions for which no voting indication has been given.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

6. Lodgement of a Proxy and Deadline for Receipt of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 10.00am Western Standard Time on 2 August 2003. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post, delivery or facsimile to the Registered Office of Paladin Resources Ltd or Computershare Investor Services.

Paladin Resources Ltd
1st Floor, 245 Churchill Avenue
(PO Box 201)
Subiaco WA 6008
or by facsimile to fax number
08 9381 4978

OR

Computershare Investor Services Pty Ltd
GPO Box D182
PERTH WA 6840