



PALADIN RESOURCES LTD

A.C.N. 061 681 098

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Ref:F5984

9 August 2005

Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Notice of Shareholders' Meeting

Attached, please find Notice of General Meeting and Proxy Form in respect of a Shareholders' Meeting scheduled to be held on 8 September 2005.

Yours faithfully
Paladin Resources Ltd

GILLIAN SWABY
Company Secretary



PALADIN RESOURCES LTD

A.C.N. 061 681 098

GRAND CENTRAL 1ST FLOOR, 26 RAILWAY ROAD
SUBIACO WESTERN AUSTRALIA 6008
PO BOX 201, SUBIACO WESTERN AUSTRALIA 6904

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NOTICE OF GENERAL MEETING

PROXY FORM

AND

INFORMATION CIRCULAR

Date of Meeting

8 September 2005

Time of Meeting

10:00am

Place of Meeting

The Celtic Club
48 Ord Street
West Perth, Western Australia

NOTICE OF GENERAL MEETING

TO THE HOLDERS OF ORDINARY SHARES OF PALADIN RESOURCES LIMITED:

The General Meeting (the "Meeting") of Paladin Resources Limited (the "Company") will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia on Thursday, 8 September 2005 at 10:00am, Perth time, for the following purposes:

1. To consider and, if thought fit, for the purposes of Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange ("ASX") and for all other purposes, to approve a resolution ratifying the previous issuance of 36,000,000 ordinary shares as further contemplated in the accompanying Information Circular.
2. To consider and, if thought fit, for the purposes of Listing Rule 7.3 of the Listing Rules of the ASX and for all other purposes, to approve a resolution authorizing the issuance of up to 30,000,000 ordinary shares as further contemplated in the accompanying Information Circular.
3. To transact such other business as may properly come before the Meeting.

Information in relation to each of the foregoing resolutions accompanies this Notice of Meeting.

The Directors have determined the close of business on 6 September 2005 as the snapshot date for determining Shareholders who are entitled to attend and vote at the Meeting.

If you cannot attend the Meeting in person, you are encouraged to date, sign and deliver the accompanying proxy and return it prior to 10:00am Perth time on 6 September 2005. Information in relation to proxy voting is set out in the following documentation.

DATED at Perth, Western Australia, on 2 August 2005.



By order of the Board
(*signed*) Gillian Swaby
Company Secretary

INFORMATION CIRCULAR

2 August 2005

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of **PALADIN RESOURCES LIMITED** (the "Company") for use at the General Meeting of the Company (the "Meeting") to be held on Thursday, 8 September 2005, and any adjournments thereof, at the time and place and for the purposes set forth in the accompanying Notice of General Meeting.

VOTING BY PROXIES

This section headed "Voting by Proxies" only applies to registered holders (a "Shareholder") of Ordinary shares of the Company ("Ordinary Shares").

The form of proxy accompanying this Information Circular confers discretionary authority upon the proxy nominee with respect to any amendments or variations to the matters identified in the Notice of General Meeting and any other matters that may properly come before the Meeting. On any ballot, the Ordinary Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder as specified in the proxy with respect to any matter to be acted on. **If a choice is not specified with respect to any matter, the Ordinary Shares represented by a proxy given to management are intended to be voted in favour of the resolutions contemplated herein. A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act for the Shareholder and on the Shareholder's behalf at the Meeting other than the persons designated in the form of proxy and may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy.** Proxies must be delivered prior to 10:00am Perth time on 6 September 2005 to either of the following:

Paladin Resources Ltd

Grand Central, 1st Floor, 26 Railway Road
(PO Box 201)
SUBIACO WESTERN AUSTRALIA 6904

Or Facsimile: +61 8 9381 4978

Computershare Trust Company of Canada

Attention: Proxy General
PO Box 4572
TORONTO, ONTARIO M5J 2Y1
CANADA
(Telephone: 1-800-564-6253/514-982-7555)

Or Facsimile: -866-249-7775/416-263-9524

Management of the Company are not aware of any amendments to the matters to be presented for action at the Meeting or of any other matters to be presented for action at the Meeting.

ADVICE TO BENEFICIAL HOLDERS OF SHARES

The information set forth in this section is of significant importance to persons who beneficially own Ordinary Shares, as a substantial number of such persons do not hold Ordinary Shares in their own name. Persons who hold Ordinary Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold such securities in their own name (referred to in this section as “Beneficial Holders”) should note that only proxies deposited by persons whose names appear on the records of the Company may be recognized and acted upon at the Meeting. If Ordinary Shares are listed in an account statement provided to a Beneficial Holder by a broker, then in almost all cases those Ordinary Shares will not be registered in the Beneficial Holder’s name on the records of the Company. Such Ordinary Shares will more likely be registered under the names of the broker or an agent of that broker. In Canada, the vast majority of shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). Ordinary Shares held by brokers, agents or nominees can only be voted (for or against resolutions) upon the written instructions of the Beneficial Holder.

Without specific instructions, brokers, agents and nominees are prohibited from voting securities for their clients. **Therefore, Beneficial Holders should ensure that instructions respecting the voting of their Ordinary Shares are communicated to the appropriate person by the appropriate time.**

Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Holders in advance of shareholders’ meetings. Each intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Holders to ensure that their Ordinary Shares are voted at the Meeting. The purpose of the form of proxy or voting instruction form supplied to a Beneficial Holder by its broker, agent or nominee is limited to instructing the registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Holder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Independent Investor Communications Company (“IICC”). IICC typically supplies a voting instruction form, mails those forms to the Beneficial Holders and asks Beneficial Holders to return the forms to IICC or follow specified telephone voting procedures. IICC then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Ordinary Shares to be represented at the appropriate Meeting. **A Beneficial Holder receiving a voting instruction form from IICC cannot use that form to vote Ordinary Shares directly at the Meeting - the voting instruction forms must be returned to IICC or the telephone procedures completed well in advance of the Meeting in order to have such shares voted.**

Although Beneficial Holders may not be recognized directly at the Meeting for the purpose of voting shares registered in the name of their broker, agent or nominee, a Beneficial Holder may attend at the Meeting as proxyholder for the Shareholder and vote the Ordinary Shares, as the case may be, in that capacity. Beneficial Holders who wish to attend at the Meeting and indirectly vote their Ordinary Shares, as the case may be, as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy or voting instruction form provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker (or agent), well in advance of the Meeting.

REVOCATION OF PROXIES

A Shareholder executing and delivering a proxy has the power to revoke it in accordance with the provisions of the Australian *Corporations Act*, which provides that every proxy may be revoked by an instrument in writing executed by the Shareholder or by his or her attorney authorized in writing and delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment thereof, or in any other manner permitted by law.

A proxy is valid only in respect of the Meeting.

PERSONS MAKING THE SOLICITATION

This solicitation of proxies is made by management of the Company. The cost of the solicitation has been and will be borne by the Company.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of 2 August 2005, the issued and outstanding capital of the Company consists of 401,035,713 Ordinary Shares. Subject to certain exclusions of votes contemplated below, each Ordinary Share is entitled to be voted at the Meeting. On a ballot, each Ordinary Share is entitled to one vote.

The snapshot date for determination of the Shareholders entitled to attend and vote at the Meeting is close of business on 6 September 2005.

A simple majority of votes cast are required to approve all matters to be submitted to a vote of Shareholders at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED ON

1. Ratification of Previous Issuance of 36,000,000 Ordinary Shares

The shareholders will be asked to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

That, for the purposes of Listing Rule 7.4 of the Listing Rules of Australian Stock Exchange Ltd and for all other purposes, the Company ratifies the allotment and issue of 36,000,000 fully paid Ordinary Shares to:

Allottee	Number of Shares
AMP Life Limited	2,078,023
ANZ Nominees Ltd	3,725,000
Citicorp Nominees Pty Ltd	1,857,300
Creve & Company	50,000
Cogent Nominees Pty Limited	1,854,758

Dundee Securities Corp.	250,000
EDJ Limited	140,000
Gundyco	500,000
Jayvee & Co	970,000
National Nominees Ltd	3,974,917
Westpac Custodian Nominees Limited	18,600,000
Royal Trust Corporation	500,000
Roytor & Co.	1,500,000
TOTAL:	36,000,000

All of the foregoing 36,000,000 fully paid Ordinary Shares were issued between 1 April 2005 and 11 April 2005 at A\$1.05 per share to the parties contemplated above.

ASX Listing Rules

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

Information for Shareholders

Pursuant to Resolution 1 contemplated above, shareholder approval is being sought for the issuance of the 36,000,000 Ordinary Shares to those parties and at those prices detailed above (the "April Offering"), so as to approve and ratify the April Offering pursuant to Listing Rule 7.4. Upon ratification of the April Offering pursuant to Listing Rule 7.4, the Company will have the right to place up to a further 15% of its issued capital at any time during the next 12 months, without shareholder approval.

The rights and restrictions attached to the Ordinary Shares issued as part of the April Offering are the same as the existing issued and outstanding ordinary shares and, accordingly, rank equally in all respects with the existing Ordinary Shares on issue.

Funds raised from the April Offering were for general working capital purposes and to assist in the funding of the development of the Langer Heinrich Uranium Project.

Voting Exclusion Statement

For the purposes of Resolution 1:

- (1) The shares issued are fully paid ordinary shares which rank pari passu with existing shares.
- (2) The Company will disregard any votes cast on this Resolution 1 by any person who participated in the issue or any associate of that person. 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.

2. Approval of Proposed Placement of Ordinary Shares

The shareholders will be asked to consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That pursuant to Listing Rule 7.3 of the Listing Rules of Australian Stock Exchange Ltd and for all other purposes, the Company hereby approves and authorises the allotment and issue of up to 30,000,000 fully paid Ordinary Shares in the capital of the Company at a minimum issue price of 90% of the average market price at the time of issue, as determined by the Listing Rules of Australian Stock Exchange Ltd, each to parties to be determined by the directors and otherwise on the terms and conditions set out in this Information Circular."

Voting Exclusion Statement

For the purposes of Resolution 2:

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 appointed by wording that specifies how the proxy is to vote on the proposed resolution; or
- it is not cast on behalf of a person who might obtain a benefit, except in the capacity of a security holder, or any associate of those persons.

Information for Shareholders

The following information is provided in relation to Resolution 2 to allow Shareholders to approve the proposed issuance of shares:

- the maximum number of securities of the Company to be issued under Resolution 2 is 30,000,000 fully paid ordinary shares;
- the shares will be issued on a date not later than 3 months after the date of this General Meeting;
- the allottees in respect of Resolution 2 are to be determined by the Directors in their sole discretion;
- the fully paid ordinary shares will rank pari passu with the existing ordinary shares of the Company; and
- the funds raised by the issue of the shares, the subject of Resolution 2, are proposed to be used in assisting in the financing required for the development of the Langer Heinrich Uranium Project together with ongoing working capital.

STATEMENT OF EXECUTIVE COMPENSATION

Summary Compensation Table

The following executive compensation disclosure is provided in respect of the Company's Managing Director, Chief Financial Officer and Executive General Manager - Operations and Development for the Company's three most recently completed financial years. No other executive officer of the Company or its subsidiaries earned in excess of \$150,000 during the financial period covered by the following table.

		Annual Compensation	
Name and Principal Position	Year	Salary (A\$)	Other Annual Compensation (A\$)
John Borshoff (Managing Director)	June 2005	64,736	218,010(i)
	June 2004	25,000	105,017(i)
	June 2003	12,000	153,500(i)
Ron Chamberlain* (Chief Financial Officer)	June 2005	81,667	7,350(ii)
Garnet Halliday* (Executive General Manager - Operations and Development)	June 2005	226,576	20,392(ii)

* Commenced employment 1 December 2004

(i) Consulting fees

(ii) Superannuation contributions

Option Grants During the Most Recently Completed Financial Year

The following table discloses individual grants of options to purchase or acquire securities of the Company made during the most recently completed financial year to each of the executive officers named in the Summary Compensation Table.

Name	Securities Under Options Granted (#)	Percent of Total Options Granted to Employees in Financial Year	Exercise or Base Price (A\$/Security)	Market Value of Securities Underlying Options on the Date of Grant (A\$/Security)	Expiration Date
John Borshoff	3,750,000	19.13%	A\$1.00	A\$0.50	20 December 2007
Ron Chamberlain	500,000	4%	A\$1.00	A\$0.51	30 November 2007
	300,000		A\$1.25	A\$0.51	30 November 2007
Garnet Halliday	2,000,000	15.3%	A\$1.00	A\$0.51	30 November 2007
	1,000,000		A\$1.25	A\$0.51	30 November 2007

Aggregated Options Exercised During Most Recently Completed Financial Year and Financial Year-End Option Values

The following table discloses all options exercised during the most recently completed financial year by each Named Executive Officer and the financial year end value of unexercised options on an aggregated basis.

Named Executive Officer	Securities Acquired on Exercise (#)	Aggregate Value Realized (A\$) (refer (a) below)	Unexercised Options at FY - End (#) Exercisable / Unexercisable	Value of Unexercised in the money Options at FY-End (\$) Exercisable / Unexercisable
John Borshoff	1,500,000	A\$570,000	3,250,000 (i) 3,750,000 (ii)	A\$3,110,000 A\$ 750,000
Ron Chamberlain	Nil	Nil	800,000 (ii)	A\$ 100,000
Garnet Halliday	Nil	Nil	3,000,000 (ii)	A\$ 400,000

(a) This value refers to the difference between the market value of the shares underlying the options at the date of exercise and the exercise price of the options.

(i) Exercisable

(ii) Unexercisable

Employment Contracts

The Company has entered into employment contracts with each of John Borshoff, Ron Chamberlain and Garnet Halliday on the following terms and conditions:-

Mr John Borshoff, Managing Director (*effective from 1 March 2005*)

- Term of agreement – 3 years, renewable for a further 2 year term subject to agreement.
- Base salary, inclusive of superannuation, A\$400,000 to be reviewed effective 1 January 2006 and thereafter on 1 January each year.
- Payment of a termination benefit on early termination by the Company, other than for gross misconduct, equal to 2 times base salary for the two years immediately preceding the termination date. This benefit is subject to approval of Paladin shareholders to be received no later than 30 November 2005.

Mr Garnet Halliday, *Executive General Manager for Operations and Development (effective from 1 December 2004)*.

- Term of agreement – no fixed term.
- Base salary, inclusive of superannuation, for the year ended 1 December 2005, of A\$400,000 to be reviewed annually by the Remuneration Committee.

Mr Ron Chamberlain, *Chief Financial Officer (effective from 1 December 2004)*

- Term of agreement – no fixed term.
- Base salary, inclusive of superannuation, for the year ended 1 December 2005, of A\$152,600 to be reviewed annually by the Remuneration Committee.

Composition Of The Remuneration Committee

The Remuneration Committee, on behalf of the Board of Directors, monitors compensation of executive officers of the Company. The Remuneration Committee was formed on 1 June 2005 and comprises Rick Crabb (non-executive Chairman), Sean Llewelyn (Independent Director) and George Pirie (Independent Director). Prior to this date this function was carried out by the entire Board. The Remuneration Committee periodically reviews the compensation paid to directors and management based on such factors as time commitment, comparative fees paid by similar companies in the industry and the level of responsibility.

The responsibilities and functions of the Remuneration Committee are as follows:

- review the competitiveness of the Company's executive compensation programs to ensure:
 - (a) the attraction and retention of corporate officers;
 - (b) the motivation of corporate officers to achieve the Company's business objectives; and
 - (c) to align the interest of key leadership with the long-term interests of the company's shareholders.
- review trends in management compensation, oversee the development of new compensation plans and, when necessary, approve the revision of existing plans.
- review the performance of executive management.
- review and approve Chairman and Managing Director goals and objectives, evaluate Chairman and Managing Director performance in light of these corporate objectives, and set Chairman and Managing Director compensation levels consistent with company philosophy.
- approve the salaries, bonus and other compensation for all senior executives, the Committee will recommend appropriate salary, bonus and other compensation to the Board for approval.
- review and approve compensation packages for new corporate officers and termination packages for corporate officers as requested by management.
- review and approve the awards made under any executive officer bonus plan, and provide an appropriate report to the Board.
- review and make recommendations concerning long-term incentive compensation plans, including the use of share options and other equity-based plans. Except as otherwise delegated by the Board, the Committee will act on behalf of the Board as the "Committee" established to administer equity-based and employee benefit plans, and as such will discharge any responsibilities imposed on the Committee under those plans, including making and authorising grants, in accordance with the terms of those plans.
- review periodic reports from management on matters relating to the Company's personnel appointments and practices.

Report On Executive Compensation

This report on executive compensation has been prepared by the Remuneration Committee.

Generally, compensation is provided by the Company to its executive officers, by way of salary and granting of stock options. The overall objective adopted by the committee is to ensure that executive compensation is fair and reasonable and sufficient to attract and retain qualified and experienced executives.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary, and equity participation through its stock option plan. The Company does not currently offer long-term incentive plans or pension plans to senior officers.

Base Salary

In the committee's view, paying base salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and effective executives. Competitive salary information on companies earning comparable revenues in a similar industry is compiled from a variety of sources, including surveys conducted by independent consultants and national and international publications.

Expatriate Benefits

Executives who are required to fulfil their responsibilities as an expatriate receive benefits including health insurance, car allowances and tax advisory services.

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation is accomplished through the Company's stock option plan. Stock options are granted to senior executives taking into account a number of factors, including the amount and term of options previously granted, base salary and bonuses and competitive factors. Options are generally granted which vest over a three year period and do not vest for a period of 12 months. In addition, performance hurdles aligned to the interests of shareholders are set as vesting conditions. Given the evolving nature of the Company's business, the Board continues to review and redesign the overall compensation plan for senior management so as to continue to address the objectives identified above.

Short-term Bonus

The Company provides short-term bonuses to Directors and Executives of up to 20% of base salary.

The short-term bonuses are based on achieving the following measures where these are applicable to the specific Director or Executive:

- (a) performance of the Company in meeting its objectives;
- (b) additional uranium resources delineated;
- (c) financial performance of the Company;
- (d) increase in market capitalisation of the Company; and
- (e) such other matters determined by the Remuneration Committee in its discretion.

These measures have been selected to align the interests of Directors and Executives with shareholders. The Remuneration Committee is responsible for assessing whether the measures are met and will take into account, amongst other things, the progress of the Company in meeting its objectives, the increase in uranium resources, the financial performance of the Company, and the growth in market capitalisation.

The short term bonus payments may be adjusted up or down in line with under or over achievement against the measures. This is at the discretion of the Remuneration Committee.

Compensation of the Chief Executive Officer

The compensation of the Chief Executive Officer is approved annually by the Board of Directors. Base cash compensation levels are based on market survey data. Compensation also includes participation in the Company's stock option plan.

Remuneration of Directors

Fees payable to non-executive directors are set at A\$40,000 per annum, inclusive of any superannuation obligations.

Exceptions to this fee structure are the Chairman of the Audit Committee, George Pirie, who receives an additional A\$5,000 per annum and the Chairman of the Board, Rick Crabb, who receives an additional A\$10,000 per annum.

In addition, the Company's Constitution provides for additional remuneration to be paid if any of the Directors are called upon to perform extra services or make any special exertions on behalf of the Company or the business of the Company. The Directors may remunerate such Director in accordance with such services or exertions, and such remuneration may be either in addition to or in substitution for the Directors' fees referred to above.

Compensation paid to the Managing Director is set out in the Summary Compensation Table.

Remuneration paid to Directors during the year ended 30 June 2005 comprised the following:-

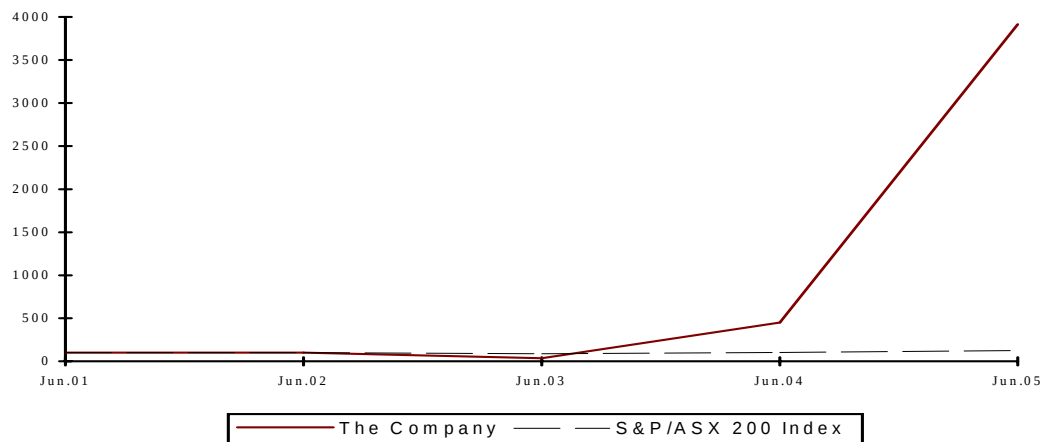
Name and Principal Position	Fees (A\$)	Superannuation (A\$)	Consulting Fees (A\$)	Securities Under Options Granted (#)
Rick Crabb (Non-Executive Chairman)	23,991	2,159	Nil	3,250,000
Sean Llewelyn (i) (Non-Executive Director)	7,645	688	Nil	Nil
George Pirie (ii) (Non-Executive Director)	3,750	Nil	Nil	Nil
Dr Leon Pretorius (iii) (Executive Director)	Nil	Nil	120,000	3,250,000

(i) appointed 12 April 2005 (ii) appointed 1 June 2005 (iii) resigned 12 April 2005

All options granted are unlisted and exercisable at \$1.00 on or before 20 December 2007. They may not be exercised before 20 December 2005 and will only vest on the Company achieving a positive Bankable Feasibility Study on its Langer Heinrich Uranium Project together with acceptable financing for the Project.

Performance Graph

The chart below compares, assuming an initial investment of \$100, the yearly percentage change in the cumulative total shareholder return on the Company's Ordinary Shares against the cumulative total shareholder return of the S&P/ASX 200 Index for the Company's five most recently completed financial years.



	29 June 2001	28 June 2002	30 June 2003	30 June 2004	30 June 2005
The Company	A\$100.00	A\$100.00	A\$36.67	A\$450.00	A\$3,916.67
S&P/ASX 200 Index	A\$100.00	A\$93.53	A\$88.00	A\$102.75	A\$124.40

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information

The following table summarizes relevant information as of 30 June 2005 with respect to compensation plans under which equity securities are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column
Equity compensation plans approved by security holders	33,600,000	A\$0.69	5,400,000
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	33,600,000	A\$0.69	5,400,000

AUDITOR

The auditor, Ernst & Young was appointed on 21 June 2005 to replace RSM Bird Cameron Partners. Pursuant to the requirements of National Instrument 51-102 Continuous Disclosure Obligations ("NI 51-102"), an issuer is required to include in the Information Circular required to accompany the first Notice of Meeting of the shareholders of such issuer following the resignation of an auditor, a copy of the "reporting package" as that term is used in NI 51-102. Included at Schedule A attached hereto is such reporting package which includes the notice of change of auditor, the letter from the former auditor, and the letter from the successor auditor.

AVAILABILITY OF DOCUMENTS

The Company will provide to any person, upon request to the Company Secretary, one copy of the following documents (i) the comparative financial statements of the Corporation filed with the applicable securities regulatory authorities for the Company's most recently completed year in respect of which such financial statements have been issued, together with the report of the auditors thereon, Management's Discussion and Analysis and any interim financial statements of the Company filed with the applicable securities regulatory authorities subsequent to the filing of the annual financial statements and (ii) the Notice of Meeting and Explanatory Memorandum filed with the applicable securities regulatory authorities in respect of the most recent annual meeting of Shareholders of the Company which involved the election of directors.

Copies of the above documents will be provided free of charge to security holders of the Company. The Company may require the payment of a reasonable charge by any person or company who is not a security holder of the Corporation, and who requests a copy of such document. Additionally, copies of publicly filed information concerning the Company can be found at www.asx.com.au or at www.sedar.com.

APPROVAL OF THIS INFORMATION CIRCULAR

The contents and the sending of this Information Circular have been approved by the directors of the Company.

A handwritten signature in black ink, appearing to read 'G. Swaby', with a stylized flourish at the end.

By order of the Board
(*signed*) Gillian Swaby
Company Secretary

**SCHEDULE A
CHANGE OF AUDITORS – REPORTING PACKAGE
NOTICE OF CHANGE OF AUDITOR**

Pursuant to National Instrument 51-102 (Part 4.11)

To: RSM BIRD CAMERON PARTNERS

And To: ERNST AND YOUNG

TAKE NOTICE THAT the Board of Directors of Paladin Resources Ltd (PDN) resolved at a Board meeting on 16 June, 2005 to seek approval from the Australian Securities and Investments Commission (ASIC) for RSM Bird Cameron Partners (the "Former Auditor") to resign as auditor. This situation arises as the Canadian member firm of RSM International is unable to assist RSM Bird Cameron Partners in the audit of the required AGAAP to CGAAP reconciliation note and accordingly this firm and its Canadian international affiliate are not able to provide the professional services required by the Company, for the year ended 30 June 2005. It is therefore necessary for RSM Bird Cameron Partners to resign as auditor of the Company to permit another accounting firm who can provide the required professional services, to be appointed as auditor to the Company for the year ended 30 June 2005. In these circumstances, it is appropriate for ASIC to permit a resignation, at a date other than the next AGM. Ernst and Young (the "Successor Auditor") consented to act as auditor, subject to the approval of ASIC. Approval was granted by ASIC on 21 June, 2005.

TAKE FURTHER NOTICE THAT:

- (a) the Former Auditor has been asked to resign as auditor of PDN.
- (b) the appointment of the Successor Auditor has been considered and approved by the Audit Committee of the Board of Directors of PDN and the Board of Directors of PDN;
- (c) there have been no reservation contained in the Former Auditor's reports on the annual financial statements of PDN for the two most recently completed fiscal years immediately preceding the date of this notice nor for any period subsequent to the most recently completed period for which an audit report was issued; and
- (d) there are no reportable events including disagreements, consultations or unresolved issues as defined in National Instrument 51-102 (Part 4.11).

DATED 24th day of June, 2005.

Paladin Resources Ltd



Name: Gillian Swaby
Company Secretary

RSM Bird Cameron Partners

Chartered Accountants

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Direct line: 9261 9464
SCC:SET

30 June 2005

The Commissioner
Ontario Securities Commission
20 Queen Street West
Suite 1903
Toronto ON M5H 3S8
CANADA

Dear Sir/Madam

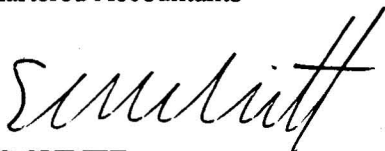
Notice of Change of Auditors of Paladin Resources Ltd

We have read the Notice of Paladin Resources Ltd dated 24 June 2005, pursuant to National Instrument 51-102 (Part 4.11) and are in agreement with the statements contained in such Notice.

Yours sincerely



RSM BIRD CAMERON PARTNERS
Chartered Accountants



S C CUBITT
Partner

28 June 2005

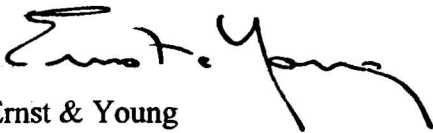
Ontario Securities Commission
20 Queen Street West, Suite 1903
TORONTO ON M5H 3S8

Dear Sir/Madam

Notice of Change of Auditors of Paladin Resources Limited

We have read the Notice of Paladin Resources Limited dated 24 June 2005 and are in agreement with the statements contained in such Notice.

Yours sincerely



Ernst & Young



Rudolf Brunovs
Partner



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
paladin@paladinresources.com.au
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 (the "Meeting") of Paladin Resources Ltd to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, on Thursday, 8 September, 2005 at 10:00am and at any adjournment of that meeting.
This proxy is solicited on behalf of management for use at the Meeting.

Voting directions to your proxy - please mark



to indicate your directions

Ordinary Business

Resolution 1 Ratification of Previous Issue of 36,000,000 Shares

Resolution 2 Approval of Placement

For Against Abstain*

☐	☐	☐
☐	☐	☐

* 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.

*If you do not wish to direct your proxy how to vote, please place a mark in this box.
By marking this box, you acknowledge that the Chairman may exercise your proxy even
if he has an interest in the outcome of the above resolutions and votes cast by him other
than as proxy holder will be disregarded because of that interest.*

☐

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 6 September 2005 at 10:00am. 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 follow:-

Paladin Resources Ltd

Grand Central, 1st Floor, 26 Railway Road
(PO Box 201)
SUBIACO WESTERN AUSTRALIA 6904

Or Facsimile: +61 8 9381 4978

Computershare Trust Company of Canada

Attention: Proxy General
PO Box 4572
TORONTO ONTARIO M5J 2Y1
CANADA

Or Facsimile: 1-866-249-7775/416-263-9524

(Telephone: 1-800-564-6253/514-982-7555)