

**WHITE CANYON URANIUM LIMITED**

**ACN 115 453 962**

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**NOTICE OF ANNUAL GENERAL MEETING**

**PROXY FORM**

**EXPLANATORY MEMORANDUM**

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**Date of Meeting**

27 November 2008

**Time of Meeting**

3.00 pm WST

**Place of Meeting**

White Canyon Uranium Limited,  
181 Roberts Road, Subiaco WA 6008

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# WHITE CANYON URANIUM LIMITED

ABN 96 115 453 962

## NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Notice is hereby given that the Annual General Meeting of White Canyon Uranium Limited will be held at the company's offices, 181 Roberts Road, Subiaco, Western Australia on Thursday 27 November 2008 commencing at 3.00 pm to conduct the following business:

- 1. Financial Report**  
To receive the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2008.
- 2. Resolution 1: Re-election of Mr Richard Sciano as a director**  
To consider and if thought fit to pass the following resolution as an ordinary resolution:  
"That Mr Richard Sciano, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."
- 3. Resolution 2: Election of Mrs Kelly Shumway as a director**  
To consider and if thought fit to pass the following resolution as an ordinary resolution:  
"That Mrs Kelly Shumway, who was appointed subsequent to the last annual general meeting of shareholders and retires in accordance with the Company's Constitution and, being eligible, offers herself for re-election, be re-elected as a director."
- 4. Resolution 3: Election of Mr Melvin Swanson as a director**  
To consider and if thought fit to pass the following resolution as an ordinary resolution:  
"That Mr Melvin Swanson, who was appointed subsequent to the last annual general meeting of shareholders and retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director."
- 5. Resolution 4: Remuneration Report**  
To consider and, if thought fit, to pass the following resolution as an ordinary non-binding resolution:  
"That the Remuneration Report for the year ended 30 June 2008 as disclosed in the Company's 2008 Financial Report be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors of the Company.

An Explanatory Memorandum accompanies this Notice.

### PROXIES

A form of proxy is enclosed herewith. A member entitled to attend and vote at a meeting is entitled to appoint not more than two other persons (whether members or not) to attend the meeting and, on a poll, to vote instead of him/her. Where a member appoints two proxies, the proportion of the member's voting rights given in favour of each proxy must be specified. Proxies must be lodged at the registered office of the Company not later than 48 hours before the meeting. Proxies may be lodged by fax.

### ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares as at 3.00pm WST time on Tuesday 25 November 2008 will be entitled to attend and vote at the Annual General Meeting

### BY ORDER OF THE BOARD



R. MATIC  
Company Secretary  
16 October 2008

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

This Explanatory Memorandum has been prepared for the information of shareholders of White Canyon Uranium Limited (“White Canyon” or “the Company”) in connection with the business to be conducted at the Annual General Meeting of shareholders to be held at 3.00pm WST on Thursday 27 November 2008 (“the Meeting”).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting (“the Notice”). The following matters should be noted in respect of the Resolutions in the Notice:

**1. Resolution 1: Re-election of Mr Richard Sciano as a Director**

Pursuant to Clause 13.2 of the Company’s Constitution, Mr Richard Sciano will retire by rotation at the Annual General Meeting and, being eligible, offers himself for re-election.

Richard Sciano was appointed a director on 26 July 2005. Richard is a businessman with 20 years experience in the property investment and building development sectors of Western Australia. He had extensive project management and commercial activities experience, both in the public and business sectors. Richard Sciano is an executive director of associate company Golden State Resources Ltd and was also a non-executive director of Adelaide-based ASX listed company, MGM Wireless Ltd up until November 2007.

The directors recommend the re-election of Mr Sciano.

**2. Resolution 2: Re-election of Mrs Kelly Shumway as a Director**

Pursuant to Clause 13.5 of the Company’s Constitution, Mrs Kelly Shumway, who was appointed subsequent to the last annual general meeting of shareholders and retires in accordance with the Company’s Constitution and, being eligible, offers herself for re-election.

Kelly Shumway was appointed a director on 17 March 2008. Kelly has 15 years experience in the management of mining and civil engineering contracting businesses in southern Utah and Colorado. The range of clients includes mining and oil & gas companies, the State of Colorado and Utah, the federal Bureau of Land Management and the Forest Service, local government and private business. Kelly is currently President of KSue Corporation, a substantial earthmoving and civil engineering contractor in south-east Utah; and general manager of underground miner Reliance Resources LLC. Reliance operates, under contract to owner Denison Mines, the Pandora underground uranium mine at La Sal, Utah

The directors recommend the re-election of Mrs Shumway.

**3. Resolution 3: Re-election of Mr Melvin Swanson as a Director**

Pursuant to Clause 13.5 of the Company’s Constitution, Mr Melvin Swanson, who was appointed subsequent to the last annual general meeting of shareholders and retires in accordance with the Company’s Constitution and, being eligible, offers himself for re-election.

Melvin Swanson was appointed a director on 17 March 2008. Melvin is a professional engineer with over 35 years’ experience as a mining engineer in the USA and Canada, with a lengthy involvement with some of the major underground uranium mining operations in Utah and Colorado, plus copper and gold mining operations across North America. He has occupied positions of mining engineer, mine manager and operations manager for operating companies as well as mining contractors. Mel has a mining engineering degree from the University of Washington

The directors recommend the re-election of Mr Swanson.

**4. Resolution 4: Approval of the Remuneration Report**

In accordance with section 250R(2) of the Corporations Act 2001 the Company is required to present to its shareholders for their consideration and adoption by way of a non-binding resolution the Remuneration Report as disclosed in the Company’s 2008 Financial Report.

The directors recommend that shareholders vote in favour of adopting the Remuneration Report.

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# WHITE CANYON URANIUM LIMITED

ABN 96 115 453 962

Level 1, 181 Roberts Road  
Subiaco, WA 6008  
Mailing Address:  
PO Box 616, West Perth WA 6872

Telephone: 61 8 9381 9192  
Facsimile: 61 8 9381 9525  
Email: wcu@whitecanyonuranium.com.au  
Web: www.whitecanyonuranium.com.au

## Proxy Form

I/we.....(full name, block letters)

of.....

being a member of White Canyon Uranium Limited hereby appoint

.....of .....

or, failing him/her, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held at 3.00pm WST on Thursday 27 November 2008 and at any adjournment thereof.

My proxy is instructed to vote as indicated below:

	FOR	AGAINST	ABSTAIN
<b>ORDINARY BUSINESS</b>			
<b>Resolution 1:</b> To re-elect Mr Richard Sciano as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> To re-elect Mrs Kelly Shumway as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3:</b> To re-elect Mr Melvin Swanson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4:</b> To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Unless the proxy is directed otherwise, he/she may vote as he/she thinks fit or abstain.

Where the Chairman is appointed as proxy, the Chairman's voting intention in relation to undirected proxies in respect of these resolutions is to vote **FOR** the resolutions.

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent

is  %

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by Constitution).

Signed: \_\_\_\_\_

\_\_\_\_\_  
Director or Sole Director and Secretary

Signed: \_\_\_\_\_

\_\_\_\_\_  
Director/Secretary

Dated: \_\_\_\_\_ 2008

Dated: \_\_\_\_\_ 2008

This form is to be used in accordance with the directions overleaf.

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## Instructions for completing and lodging this Proxy Form

1. In order to direct the proxy to cast all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed For, Against or Abstain.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and, on a poll, to vote in their stead.
3. Where two proxies are appointed, neither proxy shall be entitled to vote on a show of hands and, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.
4. A proxy need not himself be a shareholder of the Company.
5. The Proxy Form must be signed by the holder or his attorney duly authorised in writing (or, if the holder is a corporation, either under the common seal of that corporation or pursuant to Section 127(1) of the Corporations Act 2001).
6. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must:  
either be deposited at the registered office of the Company, Level 1, 181 Roberts Road, Subiaco WA 6008.  
or be sent by post to White Canyon Uranium Limited, PO Box 616, West Perth, WA 6872,  
or be sent by facsimile to White Canyon Uranium Limited at (08) 9381 9525  
in time to be received not later than 48 hours before the time fixed for the holding of the meeting - that is to be received by 3.00pm Western Standard Time on Tuesday 25 November 2008.

### Change of Address

Should your address have changed please use this section to advise the Company. Change of address notifications can only be accepted from Issuer Sponsored shareholders. CHESS shareholders must notify their Stockbroker directly. Please ensure you sign where indicated and, **if faxing your proxy form, please fax this side of the proxy form as well.**

My new address is:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_/\_\_\_\_\_/2008  
Signature(s)

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