

## Notice of Meeting of Shareholders

**NOTICE IS HEREBY GIVEN THAT** a meeting of shareholders of the above-named company (“the Company”) will be held at The Sanderson Suite, The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX at 3p.m. on 18 September 2008 for the purposes of considering and, if thought fit, approving the following resolutions:

1. **THAT** the following persons be removed as Directors of the Company
- Wayne G. Beach
  - Gordon Cassidy
  - John P. Lynch
  - James Mellon
  - John Sanders
  - Ian Stalker

pursuant to Section 114 of the Act; and

2. **THAT** the following persons be elected as Directors of the Company:
- Wayne G. Beach
  - Anton Esterhuizen
  - Wayne Isaacs
  - John P. Lynch
  - James Mellon
  - John Sanders
  - David Subotic

pursuant to Section 113 of the Act.

Dated: 1 September 2008

*Registered Office*  
Walkers Chambers  
P.O. Box 92  
Road Town  
Tortola, British Virgin Islands



**James Mellon, Chairman, by order of the Board, 1 September 2008**

- (i) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (ii) As permitted by Regulation 41 of the Uncertificated Securities Regulations 2001, shareholders who hold shares in uncertificated form must be entered on the Company’s share register at 3:00 p.m. local time on 16 September 2008 in order to be entitled to attend and vote at the Extraordinary General Meeting. Changes to entries on the register after that time will be disregarded in determining the rights of any person to attend and vote at the meeting.
- (iii) A form of proxy is enclosed with this notice for use in connection with the business set out above. To be valid, forms of proxy and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services (CI) Limited, PO Box 83, 31 Pier Road, St Helier, Jersey, JE4 8PW by not later than 48 hours prior to the time fixed for the meeting.
- (iv) A form of instruction is enclosed with this notice for use in connection with the business set out above. To be valid, forms of instruction and any power of attorney or other authority under which it is signed must be lodged with Computershare Investor Services PLC, PO Box 1075, The Pavilions, Bridgwater Road, Bristol, BS99 3FA by not later than 72 hours prior to the time fixed for the meeting.
- (v) Completion and return of a form of proxy does not preclude a member from attending and voting at the Meeting or at any adjournment thereof in person.
- (vi) In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.

Letter from the Independent Directors  
of  
Niger Uranium Limited

*(Incorporated in British Virgin Islands under the BVI Business Companies Act, 2004 (as amended) with  
registered number 1405944)*

*Independent Directors:*

J. Mellon *(Non-Executive Chairman)*  
J. Sanders *(Chief Executive Officer)*  
W.G. Beach *(Non-Executive Director)*

*Registered Office:*  
Walkers Chambers  
P.O. Box 92  
Road Town  
Tortola  
British Virgin Islands

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

1 September 2008

Dear Shareholder,

**INDEPENDENT DIRECTORS RECOMMENDATION TO SHAREHOLDERS**

**Introduction**

On 19 August 2008 Niger Uranium announced that it had received a requisition to convene an Extraordinary General Meeting ("EGM") under Section 82 of the BVI Business Companies Act, 2004, as amended (the "Act") from NWT Uranium Corp. (the "NWT") which represents not less than thirty (30) per cent. of the outstanding shares of the Company.

By cover of letter of even date, the Company has given due notice to shareholders of the EGM, which will be held at The Sanderson Suite, The Claremont Hotel, 18-22 Loch Promenade, Douglas, Isle of Man, IM1 2LX at 3p.m. on 18 September 2008, and sets out the steps each shareholder and/or holder of depositary interests must take to attend in person or by proxy, and ensure their vote is legally and validly counted in the consideration of the members' resolutions proposed thereat (the "Resolutions") and set out in the notice to shareholders (the "Notice").

This is a letter from the independent directors of the Company. For the purposes of the Resolutions and this recommendation, the 'independent' directors of the Company are Non-Executive Chairman Jim Mellon, Non-Executive Director Wayne Beach and Chief Executive Officer John Sanders (the "Independent Directors"). The Resolutions propose that Gordon Cassidy and John Stalker are removed as directors of the Company, while John Lynch is President and CEO of NWT and on this basis, Mr Cassidy, Mr Stalker and Mr Lynch are not considered 'independent' for the purposes of the Resolutions.

**The Independent Directors consider all the proposed Resolutions at the EGM are contrary to the best interests of the Company and its members as a whole and should be rejected by the shareholders of the Company.**

**Background**

Mr Lynch has played a full and active part in the development and progress of the Company since its admission to AIM (“**Admission**”), and we have been grateful for his contribution and support at the Board for the development and acquisitions made by the Company to date. Accordingly, the Independent Directors are surprised that NWT, who Mr Lynch represents, has chosen to take this action to change the Board composition.

The Board has always made clear to Mr Lynch that the nominations committee will welcome proposals for new directors to strengthen the Board as required from time to time. Equally, it was made clear to all directors that if they had concerns with the composition of the Board, an approach could have been made at any time to the Board with any genuine issues fully and properly considered. On 31 July 2008 at a meeting of the Board, Mr Lynch recommended that Mr David Subotic, be appointed as a director of the Company. As recorded in the approved minutes this meeting, Mr Lynch was asked to supply a CV and further personal details for Mr Subotic so that his appointment could be considered. No details however were ever supplied by Mr Lynch and Mr Subotic’s appointment was never considered further by the Board, the nominations committee, or the Company’s nominated adviser. This was the only time Mr Lynch prior to receipt of the requisition from NWT that Mr Lynch ever suggested a change to the composition of the Board and he has never before questioned the position or performance of either Mr Stalker or Mr Cassidy.

### **Board independence**

In summary, the Resolutions put forward by NWT propose the removal of Mr Stalker and Mr Cassidy on the one hand, and on the other put forward the appointment of three further representatives of NWT, Mr Esterhuizen, Mr Isaacs and Mr Subotic. The net effect of this, if approved, would be that the board of directors of the Company (the “**Board**”) would effectively be controlled by a minority shareholder – NWT, which at the date of writing this letter only owns approximately 30.5 per cent. of the issued share capital of the Company.

**The Independent Directors do not believe that it is appropriate for NWT to have this level of representation on the Board, which must be balanced and represent not just the interests of one shareholder but the interests of all shareholders.**

Furthermore, while the Company is governed by the laws of the British Virgin Islands so is not subject to the City Code on Takeovers and Mergers, in the Independent Directors view, **if NWT wish to take control of the Company they should make an offer to all shareholders rather than doing so indirectly by seeking a majority on the Board.**

Were the Resolutions approved by the shareholders, the Independent Directors would have to consider their positions very carefully given the domination of the Board by NWT were they not absolutely satisfied that the interests of shareholders could be properly safeguarded.

### Contribution of Mr Stalker and Mr Cassidy

Following Admission, Mr Stalker has adopted an executive role and has represented the Company in the Republic of Niger during what has been a difficult and at times dangerous period in the country. Mr Stalker has also played an instrumental part in the Company's development and progress since Admission and continues to make a significant contribution to the development of the Company moving forward, now from a non-executive position following the recent appointment of John Sanders to the position of Chief Executive Officer.

Since Mr Cassidy's appointment, he has been responsible for the finance function of the Company, and has taken an executive role in the continuing operations of the Company in Niger, despite the dangerous environment in that country over the past 12 months. Further, the Independent Directors are aware how critical and important it is to have a suitably qualified director on the Board fulfilling this role of Chief Financial Officer.

**The Independent Directors have been offered no reason or basis for the removal of Mr Stalker or Mr Cassidy. The Independent Directors believe that both Mr Stalker and Mr Cassidy have fulfilled their roles with due skill and professionalism, showing commitment to the Company and an ongoing determination to build value for the Company's shareholders.** Certainly, there is nothing in the performance of Mr Stalker and Mr Cassidy that would lead the Independent Directors to support any bid to remove them as directors.

While the Company's share price performance has been disappointing since Admission, the Independent Directors believe that this reflects general market conditions and the fall in the spot price of uranium. The Independent Directors note that during this period the share price of the Company has performed better than that of NWT.

Since Admission, the company has acquired two significant stakes in uranium exploration, development and production companies outside of the Republic of Niger:

- In March 2008 the Company acquired an 18 per cent. stake in Kalahari Minerals Plc, an AIM-traded company with a controlling stake in TSX/ASX listed Extract Resources Limited, an uranium exploration, development and production company with operations and permits in Namibia; and
- In April 2008 the Company completed the purchase of a 21 per cent. stake in UrAmerica PLC, a private uranium exploration company with projects in Argentina, Paraguay and Colombia.

These investments have been achieved in a difficult market, and amidst market competition. The Independent Directors consider these investments as high quality assets which should strengthen the Company's portfolio and spread the risk, with near term production potential from Kalahari as well as longer-term exploration efforts in South America and ongoing work in Niger, in respect of which the Company is continuing its drilling activities.

**Recommendation**

Given all of the above, The Independent Directors believe that all the proposed Resolutions at the EGM are contrary to the best interests of the Company and its members as a whole. Accordingly, the Independent Directors unanimously recommend that shareholders vote against all the proposed Resolutions, as they intend to do in respect of their own beneficial holdings.

Yours faithfully



James Mellon

*Chairman*

*for and on behalf of*

*The Nominations Committee of Niger Uranium Limited and Chief Executive Director, John Sanders*