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Copies of this Document are being sent to Shareholders. If you have sold or otherwise transferred all of your ordinary shares in URU Metals Limited please forward this Document and the accompanying Form of Proxy and Form of Instruction on at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred part only of your holding in ordinary shares in URU Metals Limited you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The distribution of this Document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction for which the Shareholder shall be solely liable.

This Document does not constitute any offer to issue or sell or a solicitation of any offer to subscribe for or buy ordinary shares in URU Metals Limited.

URU METALS LIMITED

(Incorporated and registered in the British Virgin Islands with registered number 1405944)

Notice of the 2013 Annual General Meeting of the Company

Notice of the 2013 annual general meeting of the Company to be held at 10.00 a.m. Eastern Daylight Time / 3:00 p.m. British Summer time at the offices of URU Metals Limited, Suite 702, 85 Richmond Street West, Toronto, Ontario, Canada on the 26th of August 2013 is set out at the end of this Document.

A Form of Proxy for holders of Ordinary Shares for use at the 2013 annual general meeting accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services PLC, The Pavilions, Bridgewater Road, Bristol BS99 6ZY or by fax to the following number +00 44 (0)1534 825315 as soon as possible but in any event to be received not later than 10:00 a.m Eastern Daylight Time / 3:00 p.m British Summer Time on the 24th of August 2013 or 48 hours before any adjourned meeting.

A Form of Instruction for holders of Depositary Interests for use at the 2013 annual general meeting accompanies this Document and, to be valid, must be completed and returned to Computershare Investor Services PLC, the Pavilions, Bridgewater Road, Bristol, BS99 3ZY or by fax to the following number +00 44 (0)870 703 6116 as soon as possible but in any event to be received not later than 10:00 a.m Eastern Daylight Time / 3:00 p.m British Summer Time on the 23rd of August 2013 or 72 hours before any adjourned meeting.

Completion of a Form of Proxy or a Form of Instruction will not preclude a Shareholder from attending and voting at the 2013 annual general meeting in person save that in each case the Shareholder should contact Computershare Investor Services PLC in advance to confirm what identity documents they should bring with them and to complete a Form of Representation.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

<u>Event</u>	<u>Expected time / date (1)</u>
Publication of this Document	2 August 2013
Latest time and date for receipt of Forms of Instruction (2)	3:00 pm BST, 23 August 2013
Latest time and date for receipt of Forms of Proxy (2)	3:00 pm BST, 24 August 2013
2012 Annual General Meeting of Shareholders	3:00 pm BST, 26 August 2013

- (1) All times shown in this Document are London GMT times unless otherwise stated. The dates and times given are indicative only and are based the Company's current expectations and may be subject to change. If any of the times and/or dates above change the revised times and/or dates will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.
- (2) If the Annual General Meeting is adjourned, the latest time and date for receipt of Forms of Proxy and Forms of Instruction for the adjourned meeting will be notified to Shareholders by announcement through the Regulatory News Service of the London Stock Exchange.

MARKET STATISTICS

Number of Ordinary Shares in issue as at the date of this Document	132,776,722
Maximum number of new Ordinary Shares to be issued to Optionholders on the exercise of the outstanding Options	11,483,334
Closing Price per Ordinary Share as at 1 August 2013, the last practicable date prior to the date of this Document	2 pence

PART I
LETTER FROM THE CHAIRMAN

URU Metals Limited

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

Directors:

David Subotic (*Non-Executive Chairman*)
Jay Vieira (*Non- Executive Director*)
Roger Lemaitre (*Executive Director, Chief Executive
Officer*)

Registered Office:

Walkers Chambers
P.O. Box 92
Road Town
Tortola
British Virgin Islands

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

2 August 2013

To the Shareholders and, for information only, to the Option Holders

Dear Shareholder,

Annual General Meeting – 26 August 2013

The purpose of this letter is to provide you with a brief summary and explanation of the resolutions proposed by URU Metals Limited (“URU” or the “Company”) as set out in the attached notice convening an Annual General Meeting (“AGM”) of the Company to be held at the offices of URU Metals Limited, Suite 702 – 85 Richmond Street West, Toronto, Ontario, Canada on 26 August 2013. **The Company would like to propose the following Ordinary Resolutions at the AGM:**

Resolution 1 – Receiving and Adopting the Accounts

The Board recommends the receiving and adopting of the audited accounts for the financial period ended 31 March 2013, together with the Report of the Directors and the Auditors Report.

Resolution 2 – Auditor’s Reappointment and Remuneration

This Resolution relates to the Auditors’ re-appointment and authorising the Directors to determine their remuneration.

Resolution 3 – To re-elect Mr. David Subotic to Chairman of the Board of Directors

This Resolution relates to the Election of the Board of Directors for the Company. Mr. David Subotic (as the NWT representative) is standing for re-election as the Chairman of the Board.

Resolution 4 – To re-elect Mr. Roger Lemaitre to the Board of Directors

This Resolution relates to the Election of the Board of Directors for the Company. Mr. Roger Lemaitre, Chief Executive Officer of URU Metals, is nominated for re-election to the Board.

Resolution 5 – To re-elect Mr. Jay Vieira to the Board of Directors

This Resolution relates to the Election of the Board of Directors for the Company. Mr. Jay Vieira, a partner at the law firm Fogler, Rubinoff LLP in Toronto, Ontario, Canada, is nominated for re-election to the Board.

Resolution 6 – Return of Unclaimed Dividends to the Company from 2009 Dividend Payout

This resolution relates to the current balance of unclaimed dividends totalling approximately GBP 11,032.70 from the 2009 Company dividend declaration that remain unclaimed by a few shareholders. Article 147 of the Company's Articles of Association states that states that *'all Distributions unclaimed for three years after having been declared may be forfeited by Resolution of Directors for the benefit of the Company.'* As these dividends have remained outstanding for over the three-year minimum period, a resolution is proposed to have any amount of the dividend that remains outstanding at the time of the 2013 Annual General Meeting forfeited to the benefit of the Company.

Forms of Proxy and Forms of Instruction

A Form of Proxy and a Form of Instruction for use at the meeting is enclosed with this letter.

Shareholders holding their shares in certificated form should complete and sign the Form of Proxy and return it to the Registrars so as to arrive no later than 48 hours before the time fixed for the meeting.

Shareholders holding their shares in uncertificated form should complete and sign the Form of Instruction and return it to Computershare Investor Services PLC, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by not later than 72 hours prior to the time fixed for the Annual General Meeting.

The return of a Form of Proxy or Form of Instruction will not, however, prevent you from attending the Meeting and voting, in person, should you wish to do so.

Recommendations

Resolutions 1 and 2

The Board unanimously recommends that Shareholders vote in favour of resolutions 1, and 2 at the Annual General Meeting.

Resolution 3

Directors Mr. Jay Vieira and Mr. Roger Lemaitre unanimously recommend that shareholders vote in favour of resolution 3, the re-election of Mr. Subotic to Chairman of the Board of Directors, at the Annual General Meeting.

Resolution 4

Directors Mr. Jay Vieira and Mr. Roger Lemaitre unanimously recommend that shareholders vote in favour of resolution 4 at the Annual General Meeting.

Resolution 5

Directors Mr. David Subotic and Mr. Roger Lemaitre unanimously recommend that shareholders vote in favour of resolution 5, the re-election of Mr. Vieira to the Board of Directors, at the Annual General Meeting.

Yours faithfully

David Subotic
Chairman, for and on behalf of the Board of Directors of URU Metals Limited

PART II

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of shareholders of URU Metals Limited (“the Company”) will be held at 10.00 a.m. Eastern Daylight Time / 3:00 p.m. British Summer time at the offices of URU Metals Limited, Suite 702, 85 Richmond Street West, Toronto, Ontario on the 26th of August 2013 for the purposes of considering and, if thought fit, approving the following resolutions:

RESOLUTIONS

1. Financial Report, Directors’ Report and auditors’ Report

THAT the Financial Report in respect of the Company and its entities for the period ended 31 March 2013, together with the Directors’ Report in relation to that financial period and the Auditor’s Report in respect of the Financial Report be approved.

2. Reappointment and Remuneration of Auditors

THAT Pricewaterhouse Coopers be reappointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting at which accounts are laid before the Company and to authorise the Audit Committee of the Board to determine the auditor’s remuneration.

3. Re-elect Mr. David Subotic to the Chairman of the Board of Directors

THAT Mr. David Subotic, President and CEO of NWT Uranium Ltd, be re-appointed to the Board of Directors as the NWT Uranium Representative.

4. To Re-elect Mr. Roger Lemaitre to the Board of Directors

THAT Mr. Roger Lemaitre, CEO of URU Metals Ltd, be re-appointed to the Board of Directors.

5. To Re-elect Mr. Jay Vieira to the Board of Directors

THAT Mr. Jay Vieira, Partner at Folger, Rubinoff, LLP, be re-appointed to the Board of Directors.

6. Forfeiture of Outstanding Dividends unclaimed over a period exceeding three years

WHEREAS the Company declared a dividend in November 2009;

AND the Company’s Articles of Association (clause 147) states that ‘all Distributions unclaimed for three years after having been declared may be forfeited by Resolution of Directors for the benefit of the Company’;

AND the requisite three calendar years having passed in November 2012;

Be it resolved:

THAT the current balance of unclaimed dividends remaining from the dividend declared by the Company in November 2009, estimated to be approximately GBP 11,032.70 be declared forfeit for the benefit of the Company.

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

2 August 2013

David Subotic, Chairman
by order of the Board, 2 August 2013

Notes:

- (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) 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 (Jersey) Limited c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY by not later than 48 hours prior to the time fixed for the Meeting.
- (iii) A Form of Instruction to appoint the Custodian to vote on behalf of the holders of Depositary Interests 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, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, England by not later than 72 hours prior to the time fixed for the Meeting.
- (iv) 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 (if so entitled).
- (v) In the case of joint holders of Ordinary Shares, 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.
- (vi) To be entitled to attend and vote at the Meeting (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at close of business at 2 October 2012.
- (vii) The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.