

Form **603**  
Corporations Act  
Section 671B  
**Notice of initial substantial holder**

To Company Name/Scheme **ALARA URANIUM LIMITED (AUQ)**

ABN **27 122 892 719**

**1. Details of substantial holders<sup>(1)</sup>**

Name	ACN / ABN
ORION EQUITIES LIMITED	(OEQ) ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD	(QUE) ABN 58 081 688 164

The holders became substantial holders on 18 May 2007

**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate<sup>(2)</sup> had a relevant interest<sup>(3)</sup> in on the date the substantial holder became a substantial holder are as follows:

Class of securities <sup>(4)</sup>	Number of securities	Persons' votes <sup>(5)</sup>	Voting power <sup>(6)</sup>
Ordinary Shares	8,385,699	8,385,699	10.4%

(A) Based on AUQ total issued share capital being 80,500,000 shares

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest <sup>(7)</sup>	Class and number of securities
		Ordinary Shares
OEQ	Legal and beneficial holder of shares: (a) 2,085,699 AUQ shares subscribed by OEQ under the AUQ IPO Prospectus dated 3 April 2007 ( <b>Prospectus</b> ); (b) 6,250,000 shares issued by AUQ to OEQ as consideration under the Hume Sale Agreement (as defined in the Prospectus) (c) 50,000 shares acquired on-market	8,385,699
QUE	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ	

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder <sup>(8)</sup>	Class and number of securities
			Ordinary Shares:
All the parties named in (1)	OEQ	OEQ	8,385,699

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the 4 months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition (Disposal)	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	Ordinary Shares
All the parties named in (1)	18 May 2007 (date of allotment under the Prospectus)	\$521,424.75	-	2,085,699
All the parties named in (1)	18 May 2007 (date of issue pursuant to settlement of the Hume Sale Agreement (as defined in the Prospectus))		In consideration for the acquisition by AUQ of all of the issued share capital of Hume Mining NL A.C.N. 063 994 945 from OEQ pursuant to the Hume Sale Agreement (as defined in the Prospectus)	6,250,000
All the parties named in (1)	24 May 2007 (on-market acquisition by OEQ)	\$18,500.00	-	50,000
<b>TOTAL</b>				<b>8,385,699</b>

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
QUE and OEQ	QUE is taken under section 608(3)(b) of the Corporations Act to have a relevant interest in securities in which OEQ has a relevant interest by reason of having control of OEQ

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
OEQ	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000

## Signature

sign here \_\_\_\_\_  
print name VICTOR HO

date 29 May 2007  
capacity Director & Secretary of OEQ

sign here \_\_\_\_\_  
print name VICTOR HO

date 29 May 2007  
capacity Secretary of QUE

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.