



**ACAP RESOURCES LIMITED
(ABN 28 104 028 542)**

CIRCULAR TO SHAREHOLDERS

INCLUDING

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

Date of Meeting

16 October 2012

Time of Meeting

10.00am (AEST)

Place of Meeting

InterContinental Melbourne, The Rialto
Wool Room, Lower Ground Floor
495 Collins Street
Melbourne Victoria 3000

These documents should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting

**ACAP RESOURCES LIMITED
(ABN 28 104 028 542)**

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of A-Cap Resources Limited will be held at InterContinental Melbourne, The Rialto, Wool Room, Lower Ground Floor, 495 Collins Street, Melbourne, Victoria 3000 on Tuesday 16 October 2012 at 10.00 am (AEST).

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS

To receive, consider and discuss the Company's financial statements for the year ended 30 June 2012 and the reports of the directors and auditors on those statements.

RESOLUTION 1 – RE-ELECTION OF DIRECTOR

In accordance with Rule 58.1 of the Constitution, Dr Andrew Tunks retires by rotation and, being eligible, offers himself for re-election.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR

In accordance with Rule 58.1 of the Constitution, Mr Harry Stacpoole retires by rotation and, being eligible, offers himself for re-election.

RESOLUTION 3 – RE-ELECTION OF DIRECTOR

In accordance with Rule 57.2 of the Constitution, Mr Richard Lockwood retires and, being eligible, offers himself for re-election.

RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report contained in the 2012 Annual Report be adopted by Shareholders”

Note:

In accordance with section 250R(2) of the Corporations Act 2001, this resolution is advisory only and does not bind the directors of the Company.

RESOLUTION 5 – RATIFY ALLOTMENT OF SHARES

“That for the purpose of ASX Listing Rule 7.4 and all other purposes, the issue on 5 July 2012 of 18,333,333 fully paid ordinary shares in the Company pursuant to a Share Exchange Agreement with Praetorian Resources Ltd on the terms described in the explanatory memorandum which accompanied the notice convening this meeting be and is hereby ratified.”

Note:

In accordance with Listing Rule, 7.5.6, any votes cast on resolution 5 (other than as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the resolution) by Praetorian Resources Ltd, or any of its associates, will be disregarded.

RESOLUTION 6 – RATIFY ALLOTMENT OF SHARES

“That for the purpose of ASX Listing Rule 7.4 and all other purposes, the issue on 17 July 2012 of 9,166,667 fully paid ordinary shares in the Company at a price of 15 cents per share to Praetorian Resources Ltd on the terms described in the explanatory memorandum which accompanied the notice convening this meeting be and is hereby ratified.”

Note:

In accordance with Listing Rule, 7.5.6, any votes cast on resolution 6 (other than as proxy for a member who is entitled to vote where the instrument of proxy specifies how the proxy is to vote on the resolution) by Praetorian Resources Ltd, or any of its associates, will be disregarded.

PROXIES

In accordance with section 249L of the Corporations Act 2001, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act 2001, each proxy may exercise one-half of the votes.

In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office: Level 36, Exchange Plaza
2 The Esplanade
Perth, WA 6000

Facsimile Number: (08) 9220 9820

Postal Address: PO Box 7654
Cloisters Square
Perth WA 6850

Each member entitled to vote at the general meeting has the right to appoint a proxy to attend and vote at the meeting on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion. The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms can be lodged by facsimile).

In accordance with regulation 7.11.38 of the Corporations Regulations 2001, the Company determines that shares held as at 10.00 am on 14 October 2012 will be taken, for the purposes of the general meeting, to be held by the persons who held them at that time.

By Order of the Board



D I Rakich
Company Secretary

4 September 2012



EXPLANATORY MEMORANDUM TO SHAREHOLDERS

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of A-Cap in connection with the business to be transacted at the annual general meeting of the Company to be held on Tuesday 16 October 2012.

At that meeting, shareholders will be asked to consider resolutions:

- re-electing two directors who retire by rotation;
- re-electing a director who was appointed during the year;
- adopting the remuneration report; and
- ratifying allotments of shares to Praetorian.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to shareholders in deciding whether or not to pass those resolutions. The Explanatory Memorandum explains the resolutions and identifies the Board's reasons for putting them to shareholders. It should be read in conjunction with the accompanying Notice of Meeting.

2. GLOSSARY

The following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

Act or Corporations Act	Corporations Act 2001 (Cth.)
AGM or General Meeting	The annual general meeting of the Company to be held on 16 October 2012
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited (ACN 008 624 691)
ASX Listing Rules or Listing Rules	The Official Listing Rules of ASX, as amended from time to time
Board	The board of directors of the Company
Company or A-Cap	A-Cap Resources Limited (ABN 28 104 028 542)
Notice of Meeting	The notice convening the General Meeting which accompanies this Explanatory Memorandum
Praetorian	Praetorian Resources Limited

Proxy Form The proxy form which accompanies this Explanatory Memorandum

Shares or A-Cap Shares Fully paid ordinary shares in the Company

3. RESOLUTION 1 – RE ELECTION OF DR ANDREW TUNKS AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and pursuant to Rule 58.1 of the Constitution, at each annual general meeting, one-third of the Directors (excluding the Managing Director) must retire from office. Each retiring Director is entitled to offer himself for re-election as a Director at the annual general meeting.

Dr Tunks was the Managing Director of the Company until February 2012 when he resigned from his executive position to become a non-executive director of the Company. Dr Tunks will retire by rotation in accordance with the requirements of the Company's Constitution at the annual general meeting. As Dr Tunks is eligible for re-election, he seeks re-election as a director of the Company at the AGM. Dr Tunks was appointed a director of the Company on 17 October 2006.

Dr Tunks has had wide experience in the mining industry both in Australia and in Southern & Central Africa including Ghana, Tanzania and Botswana. He holds a degree of Bachelor of Science (Hons) from Monash University in Melbourne and a PhD obtained at the University of Tasmania. Both his Honours and PhD thesis were based on structural geology. Dr Tunks has lectured in geology at the University of Tasmania and is a member of The Australian Institute of Geoscientists.

4. RESOLUTION 2 – RE ELECTION OF MR HARRY STACPOOLE AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and pursuant to Rule 58.1 of the Constitution, at each annual general meeting, one-third of the Directors (excluding the Managing Director) must retire from office. Each retiring Director is entitled to offer himself for re-election as a Director at the annual general meeting.

Mr Stacpoole will retire by rotation in accordance with the requirements of the Company's Constitution at the annual general meeting. As Mr Stacpoole is eligible for re-election, he seeks re-election as a director of the Company at the AGM. Mr Stacpoole was appointed a director of the Company on 30 March 2005.

Mr Stacpoole is a Director of Stacpoole Enterprises Pty Ltd, a civil contracting, drilling and mining exploration company based in Launceston in Tasmania. He was a founding Director of Beaconsfield Gold Mines Ltd in 1987 and was closely involved in the development of that company's mine in Tasmania becoming Chairman of the restructured Beaconsfield Gold N.L. in 1992. He resigned as a Director in 2001. He is a Life Member of the Tasmanian Minerals Council.

5. RESOLUTION 3 – RE ELECTION OF MR RICHARD LOCKWOOD AS A DIRECTOR

In accordance with ASX Listing Rule 14.4 and pursuant to Rule 57.2 of the Constitution, any director appointed by the Board during the year automatically retires at the next Annual General Meeting and is entitled to offer himself for re-election at that General Meeting.

Mr Lockwood will retire in accordance with the requirements of the Company's Constitution at the annual general meeting. As Mr Lockwood is eligible for re-election, he seeks re-election as a director of the Company at the AGM. Mr Lockwood was appointed a director of the Company on 21 February 2012.

Mr Lockwood has had a successful career in fund management and mining investment. He was the founder of the specialist Geiger Counter Limited Uranium Fund and a Director, until recently, of AIM listed Kalahari Minerals Ltd, which was recently acquired by CGNPC Uranium Resources Co. Ltd. Richard is a founding Director of Praetorian Resources Limited, a London based resource fund which listed on the Alternative Investment Market of the London Stock Exchange in July 2012. Richard's knowledge and experience in the mining and uranium industries is considered a great asset to the Company as it enters its next growth phase.

6. RESOLUTION 4 – ADOPTION OF REMUNERATION REPORT

The Corporations Act includes disclosure requirements for companies whose shares are quoted on the ASX by requiring that the directors of the company include a remuneration report in the Company's annual report and that a resolution be put to shareholders each year to adopt that report.

The remuneration report is set out in the Company's Annual Report.

The remuneration report:

- outlines the Board's policy for determining the nature and amount of remuneration for directors and executives of the Company; and
- discusses the relationship between the Board's remuneration policy and the Company's performance; and
- details and explains any performance condition applicable to the remuneration of a director or executive; and
- details the remuneration (including options) of each director and executive of the Company for the year; and
- summarises the terms of any contract under which any director or executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the directors or the Company, nor does it affect the remuneration paid or payable to the Company's directors or the executives. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

Section 250R(4) of the Corporations Act prohibits any votes on this resolution being cast by senior executives (or their associates) whose remuneration details are disclosed in the report. This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you indicate on the Proxy Form that you do not wish to specify how your proxy should vote on resolution 4, you will be deemed to have expressly directed the Chairman to cast your votes **in favour of** resolution 4. **If you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 4, you must indicate your voting intention by marking either 'against' or 'abstain' against resolution 4 in the Proxy Form.**

7. RESOLUTION 5 – RATIFY ALLOTMENT OF SHARES

On 5 July 2012 the Company allotted 18,333,333 shares at an issue price of 15 cents each to Praetorian Resources Ltd as consideration for the acquisition of 3,536,750 ordinary fully paid shares, with attaching 1,768,375 options in Praetorian Resources Ltd pursuant to a Share Exchange Agreement dated 4 July 2012.

Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its expanded capital in any 12 month period without first obtaining shareholder approval.

Listing Rule 7.4 allows a company to seek ratification by shareholders of an issue of shares which has been made without approval under Listing Rule 7.1 provided the issue did not breach Listing Rule 7.1.

As the issue the subject of resolution 5 was not in breach of Listing Rule 7.1 and was not previously approved by shareholders, the Board now seeks shareholder ratification of that issue pursuant to Listing Rule 7.4.

The effect of passing resolution 5 will be to refresh the Company's 15% capacity under Listing Rule 7.1 to the extent of the 18,333,333 Shares issued on 5 July 2012.

The Board considers that this is a timely and cost effective opportunity to put resolution 5 to shareholders at the General Meeting.

For the purposes of Listing Rule 7.5, the following information is provided in relation to resolution 5:

- (1) The total number of Shares issued was 18,333,333.
- (2) The Shares were issued at a price of 15 cents each as consideration. The Shares rank equally in all respects with the Company's existing Shares.
- (3) The Shares were issued to Praetorian Resources Ltd, being a party unrelated to the Company.
- (4) There were no funds raised by the allotment, however the funds raised from the sale of the Praetorian shares will be used to advance the Company's exploration activities, to fund the Feasibility Study at the Company's Letlhakane Uranium Project in Botswana, and to provide general working capital.

8. RESOLUTION 6 – RATIFY ALLOTMENT OF SHARES

On 17 July 2012 the Company issued 9,166,667 shares at 15 cents per Share to Praetorian Resources Ltd.

The issue raised \$1.375 million. These funds will be used to advance the Company's exploration activities, to fund the Feasibility Study at the Company's Letlhakane Uranium Project in Botswana, and to provide general working capital.

Listing Rule 7.1 prohibits a company from issuing shares representing more than 15% of its expanded capital in any 12 month period without first obtaining shareholder approval.

Listing Rule 7.4 allows a company to seek ratification by shareholders of an issue of shares which has been made without approval under Listing Rule 7.1 provided the issue did not breach Listing Rule 7.1.

As the issue the subject of resolution 6 was not in breach of Listing Rule 7.1 and was not previously approved by shareholders, the Board now seeks shareholder ratification of that issue pursuant to Listing Rule 7.4.

The effect of passing resolution 6 will be to refresh the Company's 15% capacity under Listing Rule 7.1 to the extent of the 9,166,667 Shares issued on 17 July 2012.

The Board considers that this is a timely and cost effective opportunity to put resolution 6 to shareholders at the General Meeting.

For the purpose of Listing Rule 7.5, the following information is provided in relation to resolution 6:

- (1) The total number of Shares issued was 9,166,667
- (2) The Shares were issued at a price of 15 cents each. The Shares rank equally in all respects with the Company's existing Shares.
- (3) The Shares were issued to Praetorian Resources Ltd being a party unrelated to the Company.
- (4) The funds raised will be used to advance the Company's exploration activities, to fund the Feasibility Study at the Company's Letlhakane Uranium Project in Botswana, and to provide general working capital.

9. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the resolutions set out in the Notice of Meeting.

Attached to the Notice of Meeting is a Proxy Form for use by shareholders. All shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained in the Proxy Form and the Notice of Meeting. Lodgement of a Proxy Form will not preclude a shareholder from attending and voting at the AGM in person.

PROXY FORM

The Secretary
A-Cap Resources Limited
Level 36, Exchange Plaza
2 The Esplanade
PERTH WA 6000

I/We
(Full Name – Block Letters)

of
being a member of A-Cap Resources Limited hereby appoint

..... to exercise% of my/our voting rights
(Name of 1st Proxy)

..... to exercise% of my/our voting rights
(2nd Proxy - Optional)

or in his/her absence, the Chairman of the meeting as my/our proxy/proxies to vote on my/our behalf at the General Meeting of the Company to be held at 10.00 am on Tuesday 16 October 2012 and at any adjournment thereof.

I/We understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he thinks fit.

The Chairman of the meeting will act as your proxy if you do not appoint someone. It is the Chairman’s intention to exercise undirected proxies in favor of Resolutions 1, 2, 3, 5 and 6.

In the case of resolution 4, if the Chairman is appointed as your proxy (either expressly or by default), then he will cast your votes in favour of the resolution if you have not specifically directed him to vote against, or abstain from voting on, the resolution. **If you wish to appoint the Chairman as your proxy but do not wish your votes to be cast in favour of resolution 4, you must indicate your voting intention by marking either 'against' or 'abstain' against resolution 4 below.**

If the Chairman is appointed as your proxy (either expressly or by default) and you do **not** wish to direct your proxy how to vote, please place a mark in the box opposite.

By marking this box you acknowledge that if you have appointed the Chairman as your proxy, he may exercise the undirected proxy even if he has an interest in the outcome of the resolutions and votes cast by him other than a proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, then in respect of Resolution 4 the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Voting directions to your proxy - please mark only one of the boxes with an “X” for each resolution to indicate your directions.

RESOLUTIONS	FOR	AGAINST	ABSTAIN*
1. To re-elect Dr Andrew Tunks as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr Harry Stacpoole as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr Richard Lockwood as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratify allotment of shares pursuant to Share Exchange Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratify allotment of shares for cash	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the “Abstain” box with an “X” for a particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.

Date:.....2012.

.....
Signature of Member

.....
Signature of Joint Member

Or if a company:
THE COMMON SEAL OF)
was affixed in the presence of,)
and the sealing is attested by:)

.....
Secretary

.....
Director

INSTRUCTIONS FOR APPOINTMENT OF PROXY

- (1) A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
- (2) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If that proportion is not specified, each proxy may exercise one-half of the member's voting rights.
- (3) A proxy need not be a member of the Company.

Forms to appoint proxies and the Power of Attorney (if any) under which it is signed or an office copy or notarially certified copy thereof must be deposited with the Company at the registered office, Level 36, Exchange Plaza, 2 The Esplanade, Perth, or faxed to the Company (Fax No: (08) 9220 9801 and for overseas shareholders: (618) 9220 9801), not less than 48 hours before the time for holding the meeting. A proxy presented by a company should be under the common seal of that company.