



Notice of 2017
Annual General Meeting



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Notice of Annual General Meeting

Metro Mining Limited ACN 117 763 443 | ASX: MMI

Notice is given that the Annual General Meeting of Metro Mining Limited will be held at:

Location: Office of McCullough Robertson
Lawyers, Level 11, 66 Eagle Street,
Brisbane QLD 4000

Date: 21 November 2017

Time: 11.00am AEST





A Message from our Chairman

Dear Shareholder,

It is my pleasure to invite you to Metro Mining's 2017 Annual General Meeting (AGM) on Tuesday 21 November 2017. It will be held at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland and will commence at 11am with shareholder registration opening at 10.30 am.

A key purpose of the AGM is to allow shareholders to vote on important matters. With the endorsement of the Board, we will be seeking your voting contribution to the following resolutions:

1. Directors' remuneration report
2. Re-election of Mr Philip Hennessy
3. Re-election of Mr Lindsay Ward
4. Re-election of Mr Jijun Liu
5. Change of Auditor
- 6(a). Ratification of approval of issue of Warrants
- 6(b). Ratification of approval of Options to Argonaut
7. Approval to issue securities under amended Employee Incentive Plan
8. Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

In addition to voting, Metro Mining's Managing Director and CEO, Mr Simon Finnis, will be making a presentation to shareholders. The Managing Director's presentation and results of voting at the AGM will be released to the ASX and available on our website at www.metromining.com.au

Instructions on how to lodge your vote, or appoint a proxy to vote on your behalf if you're unable to attend, are on the Proxy form enclosed with this Notice of Meeting.

You can also register your voting intentions online, or appoint a proxy to do so on your behalf, via our share registry at www.linkmarketservices.com.au

As the AGM is the Board's opportunity to hear directly from shareholders, you will be given an opportunity to ask questions during the AGM or at the end during refreshments.

The Board and Senior Management Team look forward to meeting you and I look forward to seeing you there.

Yours faithfully,

Stephen Everett

Chairman

Metro Mining Limited

Bankable Feasibility Study - Key Financial Results

Initial capital cost
A\$35.8 million
(including 10% contingency)

After tax Net Present
Value (NPV) A\$601 million

After tax Internal Rate of
Return (IRR) 81%

Average annual Earnings Before
Interest Tax Depreciation and
Amortisation (EBITDA) A\$145 million



Initial capital cost
A\$35.8 million
(including 10% contingency)

The Bauxite Hills Mine

Metro's flagship project, the Bauxite Hills Mine has an estimated Reserve of 92.2 Mt and total Resources of 144.8 Mt*.

Mine construction commenced in July 2017, with mining operations and first shipment scheduled for April 2018.

The Bankable Feasibility Study (BFS) for the Bauxite Hills Mine was released on 15 March 2017. The BFS estimates a life-of-mine revenue of A\$5.7 billion and life-of-mine Earnings Before Interest Tax Depreciation and Amortisation (EBITDA) of A\$2.5 billion.

Environmental approvals and mining leases have been granted by the relevant State and Federal governments and Native Title and Land Access Agreements have been finalised.

Basic infrastructure including airstrip, roads, initial camp and port location are in place. Contracts, including transshipping, barge-loading facility, conveyors, new camp accommodation and marine piles, have been let with mine construction work underway. Plans are to commence mining at 2 Mtpa, increasing to 6 Mtpa over the first 4 years**.

Simple mining operation facilitates a quick start up. The bauxite will be mined from open cut pits and trucked via haul road to a barge-loading facility. Once loaded, tugs tow the barges down the Skardon River to an anchorage point at sea, where the bauxite will be loaded onto bulk carriers.

Metro has an initial 4 year, 7 Mt Binding Offtake Agreement with Xinfu Group. Xinfu is one of the largest integrated aluminum companies in China.

Metro has also secured an Offtake Letter-of-Intent with Lubei Chemicals - China's fifth largest bauxite importer. The Lubei Letter-of-Intent is for an initial 0.5 to 1.0 Mtpa for 3 years commencing next year. A Binding Offtake Agreement is currently under negotiation.

Once fully operational, the Bauxite Hills Mine is expected to employ up to 200 people with a 30% indigenous workforce target. Around 80 employees are expected to be on site at any one time.

Metro Mining Limited is an Australian exploration and mining company based in Brisbane, Queensland.

Metro holds a total tenement package covering approximately 2,500 square kilometres within the internationally acclaimed Weipa Bauxite Region on Western Cape York, Queensland.

* Refer ASX Announcement 15 March 2017 "Bauxite Hills Ore Reserve Doubles to 92.2Mt" ** Metro confirms all material assumptions underpinning production target & corresponding financial information continue to apply & have not materially changed

Ordinary business

Financial statements and reports

To receive and consider the Company's financial reports and the reports of the Directors and the Auditor for the financial year ended 30 June 2017.

Resolution 1: Directors' remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) Corporations Act:

'That the Remuneration Report of the Directors for the financial year ended 30 June 2017 be adopted.'

Note: This resolution will be decided as if it were an ordinary (majority) resolution, but under section 250R(3) Corporations Act the vote does not bind the Directors of Metro. Votes must not be cast on this resolution by key management personnel (KMP) and closely related parties.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to Resolution 1.



Resolution 2: Re-election of Mr Philip Arthur Hennessy

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Philip Arthur Hennessy, who retires by rotation in accordance with Listing Rule 14.4 and article 38.6 of Metro's Constitution, and being eligible, be re-elected as a director of Metro.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Hennessy abstaining) recommend that you vote in favour of Resolution 2.



Resolution 3: Re-election of Mr Lindsay Ward

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Lindsay Ward, who retires by rotation in accordance with Listing Rule 14.4 and Article 38.1(c) of Metro's Constitution, and being eligible offers himself for re-election, be re-elected as a director of Metro.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Lindsay Ward abstaining) recommend that you vote in favour of Resolution 3.



Resolution 4: Re-election of Mr Jijun Liu

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That Mr Jijun Liu, who retires by rotation in accordance with Listing Rule 14.4 and article 38.1(c) of Metro's Constitution, and being eligible, be re-elected as a director of Metro.'

Note: Information about the candidate appears in the Explanatory Memorandum.

The Directors (with Mr Jijun Liu abstaining) recommend that you vote in favour of Resolution 4.

Resolution 5: Change of Auditor

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'Subject to ASIC consenting to the resignation of BDO Audit Pty Ltd as Auditor of Metro, that pursuant to section 327B of the Corporations Act and for all other purposes, Ernst & Young be appointed as Auditor of Metro with effect from the later of the conclusion of the 2017 Annual General Meeting and the day on which ASIC consent is given'.

Note: A summary of the background to this change appears in the Explanatory Memorandum. Also, under section 328B(3) of the Corporations Act, a copy of the nomination of the Auditor accompanies this Notice.

The Directors unanimously recommend that you vote in favour of Resolution 5.

Resolution 6(a) and (b): Ratification and approval of prior grant of securities

Resolution 6(a): Ratification and approval of issue of Warrants

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 11,100,000 Warrants to Sprott Private Resources Lending (Collector), LP and 3,900,000 to its nominee, Natural Resource Income Investing Limited Partnership, at an exercise price of \$0.183 and an expiry date of 27 August 2022, on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of Resolution 6(a).

Resolution 6(b): Ratification and approval of issue of Options to Argonaut

To consider and, if in favour, pass the following resolution as an ordinary resolution:

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 10,000,000 Options to Argonaut Securities Pty Limited with an exercise price of \$0.15 and an expiry date of 27 August 2019, and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of Resolution 6(b).
Resolution 7: Approval to issue securities under amended Employee Incentive Plan
To consider and, if in favour, to pass the following resolution as an ordinary resolution:

'That for the purposes of Listing Rule 7.2 Exception 9, the Corporations Act and for all other purposes Metro is authorised to issue securities under, to take security over Shares in itself and to provide financial assistance to a person to acquire Shares (or rights and interests in Shares) in Metro under the amended Employee Incentive Plan as summarised in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of Resolution 7.

Special business

Resolution 8: Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

To consider and, if in favour, to pass the following resolution as a special resolution:

'That for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve Metro having the additional capacity to issue Shares up to 10% of the issued capital of Metro (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of Resolution 8.

By order of the board

Scott Waddell, FCPA, AGIA
Company secretary
Metro Mining Limited

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of Metro. A Shareholder 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) Key Management Personnel ("KMP") (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
 - (i) the proxy is the person chairing the meeting; and
 - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote, the chair of the meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case Metro will require written proof of the representative's appointment which must be lodged with or presented to Metro before the meeting.
- (k) Metro has determined under regulation 7.11.37 Corporations Regulations 2001 (Cth) that for the purpose of voting at the Meeting or adjourned meeting, securities are taken to be held by those persons recorded in Metro's register of Shareholders as at 7.00pm (Sydney time) on Sunday, 19 November 2017.
- (l) If you have any queries on how to cast your votes call Scott Waddell (Company Secretary) on (07) 3009 8000 during business hours.

Voting restrictions

Resolution 1: Directors' remuneration report

Metro will disregard any votes cast by or on behalf of a member of the KMP or a closely related party of the KMP unless:

- (a) the person does so as a proxy appointed under the proxy voting form; and
- (b) the vote is not cast on behalf of a member of the KMP or a closely related party of the KMP.

However, KMP and their closely related parties may cast a vote on Resolution 1 as a proxy if the vote is not cast on their behalf and either:

- (c) the proxy appointment is in writing that specifies the way the proxy is to vote (e.g. for, against, abstain) on the resolution; or
- (d) the vote is cast by the Chairman of the Meeting and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you are a KMP or closely related relative of a KMP (or acting on behalf of them) and purport to cast a vote that will be disregarded by the Company, you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

Resolution 6(a): Ratification and approval of prior grant of Warrants to Sprott and its nominee

In accordance with ASX Listing Rule 14.11, Metro will disregard any votes cast by Sprott or Natural Resource Income Investing Limited Partnership and any of their associates.

However, Metro need not disregard a vote if:

- (a) it is cast by Sprott or Natural Resource Income Investing Limited Partnership and any of their associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6(b): Ratification and approval of prior grant of Options to Argonaut

In accordance with ASX Listing Rule 14.11, Metro will disregard any votes cast by Argonaut and any of its associates. However, Metro need not disregard a vote if:

- (a) it is cast by Argonaut and any of its associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7: Approval to issue securities under amended Employee Incentive Plan

In accordance with ASX Listing Rule 14.11, Metro will disregard any votes cast on this Resolution by a Director who is eligible to participate in the Employee Incentive Plan and any associate of such a Director. However, Metro need not disregard a vote if:

- (a) it is cast by a Director or any of their associates as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Pursuant to section 250BD of the Corporations Act, Metro will disregard any votes cast by or on behalf of a member of the KMP or a closely related party of the KMP who is appointed as a Shareholder's proxy where the Shareholder has not specified in writing the way the proxy is to vote on the Resolution.

However, Metro need not disregard a vote on this Resolution 7 if it is cast by the Chairman as proxy for a person who is entitled to vote, where the Shareholder does not specify in writing the way the proxy is to vote on the Resolution, on the condition that the appointment of proxy expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for Metro.

Resolution 8: Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A

A person who may participate in the proposed issue of Equity Securities in the Company, or a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Equity Securities, if the resolution is passed, and any Associate of such person is excluded from voting on this resolution.

Note: under Listing Rule 14.11.1 and the notes under that rule about Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

Voting intentions of the Chair

Shareholders should be aware that the Chair of the Meeting intends to vote all undirected proxies in favour of each item of business, subject to compliance with the Corporations Act.

Explanatory memorandum

Metro Mining Limited
ACN 117 763 443

This Explanatory Memorandum accompanies the notice of annual general meeting of Metro Mining Limited (**Metro**) to be held at the office of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland on Monday, 21 November 2017 at 11.00am (Brisbane time).

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions proposed and ought to be read in conjunction with the Notice of Meeting.

Ordinary business

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report be laid before the annual general meeting. In addition, Metro's Constitution provides for these reports to be received and considered at the meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor Metro's Constitution requires a vote of Shareholders at the Annual General Meeting on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the meeting to raise questions and make comments on these reports.
- 4 In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of Metro or to Metro's Auditor, BDO, if the question is relevant to:
 - (a) the content of the Auditor's report; or
 - (b) the conduct of its audit of the financial report to be considered at the meeting.
- 5 Under section 250PA(1) of the Corporations Act, written questions for BDO must be delivered by 5.00pm on Tuesday, 14 November 2017, addressed to the Company Secretary, Metro Mining, GPO Box 10955, Brisbane, Qld 4000.

Resolution 1: Directors' remuneration report

- 6 Under the Corporations Act, Metro is required to include in the business of its Annual General Meeting a resolution that its Remuneration Report for the 2017 financial year be adopted. The resolution of Shareholders is advisory only and does not bind the Directors or Metro.
- 7 The Remuneration Report is in the annual report. It is also available on Metro's website (www.metromining.com.au). It:
 - (a) explains the board's policies on the nature and level of remuneration paid to directors,

- company secretaries and senior executives within the Metro group;
 - (b) discusses the link between the board's policies and Metro's performance;
 - (c) sets out the remuneration details for each director and for each member of Metro's senior executive management team; and
 - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives.
- 8 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.

Directors' Recommendation

- 9 As this resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, abstains from making a recommendation regarding this resolution.

Note: As detailed on the proxy form, if you appoint the Chairman as your proxy, and you do not provide voting directions, the Chairman is entitled to cast your vote in accordance with his stated intentions, even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP. The Chairman intends to vote all available proxies in favour of this resolution.

If you appoint another Director or member of the KMP as your proxy for this resolution, you **MUST** direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Resolutions 2 to 4: Re-election of Directors

- 10 Metro's Constitution requires that at each annual general meeting of the Company one-third of the Directors for the time being (excluding the Managing Director, any Director who has served three years since last re-elected and any director appointed to fill a casual vacancy) must retire from office. Excluding the Managing Director and Mr Hennessy (who has served three years since his last re-election), there are six Directors in office, meaning that two Directors are required to retire in accordance with article 38.1(c) of Metro's Constitution and Listing Rule 14.4.

Resolution 2: Re-election of Mr Philip Hennessy

- 11 Article 38.6 of Metro's Constitution and Listing Rule 14.4 provides that a Director shall not continue in office for a period in excess of three consecutive years or until the third annual general meeting following his appointment, whichever is the longer, without submitting himself for re-election.
- 12 Mr Hennessy has over 30 years' corporate experience, is a Chartered Accountant and holds a Bachelor of Business degree. Mr Hennessy has been involved with all aspects of

corporate finance and company reconstruction across a variety of industries including construction, manufacturing, mining, professional services, agriculture and financial services. Mr Hennessy was Chairman of KPMG Queensland for 13 years prior to retiring in 2013.

- 13 Mr Hennessy's knowledge and experience assists the Company in driving good governance, its financial responsibilities, cohesive and effective collaboration, effective processes and communications with shareholders and stakeholders.
- 14 The Directors (with Mr Hennessy abstaining) recommend you vote in favour of Resolution 2.

Resolution 3: Re-election of Mr Lindsay Ward

- 15 Mr Ward having been appointed as a Director of Metro on 4 October 2011 and last standing for re-election at Metro's 2015 annual general meeting, retires in accordance with Article 38.1(c) of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director of Metro.
- 16 Mr Ward is an experienced senior executive having worked for over 30 years in a broad range of industries including mining, exploration, ports, mineral processing, rail haulage, electricity generation, gas transmission, alternative waste treatment, transport and logistics at general manager, chief executive officer, managing director, non-executive director and chairman level.
- 17 Mr Ward is currently chief executive officer of Palisade Asset Management with responsibility for a range of infrastructure assets including gas transmission pipelines, wind farms, rural livestock exchanges, alternative waste treatment plants and a power station. Prior to this, Mr Ward was managing director of Dart Mining NL (ASX: DTM), a Victorian based exploration and development company.
- 18 The Directors (with Mr Ward abstaining) recommend you vote in favour of Resolution 3.

Resolution 4: Re-election of Mr Jijun Liu

- 19 Mr Jijun Liu was appointed to the Board on 15 January 2014 and last stood for re-election at Metro's 2015 AGM. Having served two years since being re-elected, Mr Liu retires in accordance with Article 38.1(c) of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director of Metro.
- 20 Mr Liu is the Managing Director of China Xinfu Group Corporation Ltd, which controls one of the largest alumina-aluminium enterprises in China. Mr Liu is also a member of various Chinese Government committees. He studied thermal power plant engineering at Shandong Power Junior College.

- 21 The Directors (with Mr Liu abstaining) recommend you vote in favour of Resolution 4.

Resolution 5: Change of Auditor

- 22 The incumbent external Auditor of the Company, BDO Audit Pty Ltd (BDO), has held the position of external Auditor since prior to the Company's initial public offering in 2009. In light of the existing Auditor's requirement to rotate off the audit after 30 June 2017 and the change in the nature of the Company's operations, the Board determined that it would be an appropriate time to put the audit to tender. Following this process, the Board has recommended that Ernst & Young be appointed as Auditor.
- 23 In accordance with section 329 of the Corporations Act, BDO has notified Metro that it has applied to ASIC for consent to resign as the Company's Auditor with effect from the close of the Annual General Meeting. ASIC's consent to BDO's resignation is required under section 329(5) of the Corporations Act. If ASIC does not grant its consent, BDO will continue to hold office as the Company's Auditor after the Annual General Meeting.
- 24 As required by section 328B(3) of the Corporations Act, a copy of the form for the nomination of Ernst & Young as the Company's Auditors is attached to this notice of meeting. Ernst & Young has consented to the appointment and, as at the date of this Notice of Meeting, has not withdrawn its consent.
- 25 Resolution 5 is necessary for the appointment of Ernst & Young as Metro's Auditors effective at the Annual General Meeting. Section 327B of the Corporations Act requires Metro to obtain Shareholder approval by ordinary resolution for the appointment of Ernst & Young as the new Auditor of the Company. Subject to the approval of Shareholders being obtained and ASIC granting its consent to the resignation of BDO, the appointment of Ernst & Young as Auditor of the Company will become effective from the close of the Annual General Meeting.

Director's recommendation

26. The Directors unanimously recommend that you vote in favour of this Resolution 5. The Chairman intends to vote all undirected proxies in favour of Resolution 5.

Resolutions 6(a) and (b): Ratification and approval of prior issue of securities

Background

- 27 The purpose of resolutions 6(a) and (b) is to seek the ratification by Shareholders of securities issued without Shareholder approval utilising Metro's placement capacity under Listing Rule 7.1. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.
- 28 Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of

Shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

- 29 Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue is treated as having been made with approval for the purpose of Listing Rule 7.1, thereby replenishing that company's 15% placement capacity and enabling it to issue further securities up to that limit.

Resolution 6(a): Ratification and approval of issue of Warrants

- 30 The purpose of resolution 6(a) is for Shareholders to approve and ratify, under Listing Rule 7.4, the grant of 11,100,000 warrants by the Company to Sprott and 3,900,000 warrants by the Company to Sprott's nominee, Natural Resource Income Investing Limited Partnership, (Warrants) on 28 August 2017 pursuant to the debt financing arrangements entered into between Metro, Sprott and Ingatatus as announced to the market on 22 June and 1 August 2017.
- 31 The Warrants were granted by Metro utilising its 15% placement capacity under Listing Rule 7.1.
- 32 In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars on the issue/ grant:

Name of grantees

Sprott Private Resource Lending (Collector), LP and Natural Resource Income Investing Partnership

No. of securities

15,000,000 Warrants

Issue Price

Nil

Exercise Price

The Warrants are exercisable at \$0.183 per warrant

Expiry Date

27 August 2022

Terms of securities

The Warrants:

- may be exercised at any time prior to their Expiry Date, provided that any exercise must involve a minimum of 1,000,000 Warrants
- on exercise, enable the holder to subscribe for one Share per Warrant, which will rank pari passu with all other Shares
- will not be quoted on the ASX
- are transferable only to sophisticated and professional investors under the Corporations Act and provided that the transfer involves a minimum of 1,000,000 Warrants

Intended use of funds raised

Any funds raised on the exercise of the Warrants will be used for working capital.

Directors' recommendation

- 33 The Directors recommend that Shareholders vote in favour of Resolution 6(a).

Resolution 6(b): Ratification and approval of issue of Options to Argonaut

- 34 The purpose of resolution 6(b) is for Shareholders to approve and ratify, under Listing Rule 7.4, the grant of 10,000,000 Options to Argonaut (Argonaut Options) in connection with corporate finance services provided by Argonaut.
- 35 The agreement with Argonaut, which fixed the price of the options at \$0.15 per option payable upon successfully raising sufficient debt for the construction of the Bauxite Hills Mine, was made on 20 October 2016, when the closing Metro share price was \$0.12.
- 36 The Argonaut Options were granted by Metro utilising its 15% placement capacity under Listing Rule 7.1.
- 37 In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following particulars:

Grantee Limited

Argonaut Securities Pty

No. of securities

10,000,000 Options

Issue Price

Nil

Exercise Price

\$0.15 per Option

Expiry Date

27 August 2019

Terms of securities

The Argonaut Options:

- may be exercised at any time prior to their Expiry Date.
- will not be quoted on ASX but application will be made for any Shares issued on the exercise of the Options to be quoted.
- do not confer a right to vote or any right to participate in dividends or any issue of Shares unless they are first exercised.

Shares issued on the exercise of the Options will rank equally with existing Shares.

If Metro makes a bonus issue of shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment), the number of shares which must be issued on the exercise of the Argonaut Options will be increased by the number of shares which Argonaut would have received if it had exercised the Option before the record date for the bonus issue and no change will be made to the exercise price.

If there is any reconstruction of the issued share capital of Metro, the number of shares to which Argonaut is entitled, and/or the Exercise Price, must be reconstructed in a manner which complies with the Listing Rules, but in all other respects, the terms for the exercise of an Option will remain unchanged.

If Metro makes undertakes a pro-rata issue of Shares to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the exercise price of an Option will be reduced according to the formula in Listing Rule 6.22.2.

Intended use of funds raised

Any funds raised on the exercise of the Options will be used for working capital.

Directors' recommendation

- 38 The Directors recommend that Shareholders vote in favour of Resolution 6(b).

Resolution 7: Approval to issue securities under amended Employee Incentive Plan

- 39 Resolution 7 seeks approval from Shareholders to issue securities under the amended terms of Metro's Employee Incentive Plan (Plan) as an exception to Listing Rules 7.1 and 7.1A for the purposes of Exception 9 of Listing Rule 7.2, including the approval of the provision of financial assistance to Eligible Participants to acquire Shares under the Plan and to permit Metro to take security over Shares in itself (for the purposes of sections 260C(4) and 259B(2) of the Corporations Act).
- 40 Exception 9 of Listing Rule 7.2 provides that any equity securities issued under an employee incentive scheme that has been approved by Shareholders within the last three years are not counted when calculating the maximum number of equity securities a company may issue without shareholder approval under the 15% cap in Listing Rule 7.1.
- 41 Metro's current Plan was approved by Shareholders at the general meeting of the Company on 29 May 2017 for the purposes of Exception 9 of Listing Rule 7.2. Rule 26 of the Plan provides that the Board may implement amendments to the Plan from time to time (unless the amendment materially reduces the rights of a participant in respect of Options or Performance Rights allotted before the date of the amendment). However, the Listing Rules provide that Exception 9 is only available if there has been no change to any material terms of the scheme.
- 42 Since the Plan was approved by shareholders in May 2017, 545,000 Options and 3,575,863 Performance Rights were issued on 5 June 2017 under the Plan.
- 43 Since the Plan was approved in May 2017, the Board has approved particular amendments to the terms of the Plan, including the establishment of an employee share trust to hold Shares under the Plan (being Shares issued or acquired upon the exercise of vested Performance Rights or exercise of Options granted under the Plan) on such terms and conditions as determined by the Board. Shares will be acquired by the trustee of the employee share trust

who may hold those Shares on behalf of participants under the Plan. Rules 6 and 11 of the Plan are amended to provide that the allocation of Shares on exercise of Options or vesting of Performance Rights may be satisfied by issuing new Shares, acquiring Shares on market or transferring Shares from an employee share trust.

- 44 The Board has also approved the proposed adoption of a Sub-Plan (to be appended to the Plan) to enable the Company to provide Eligible Participants with a loan for the sole purpose of acquiring Shares in the Company upon the exercise of Options or vested Performance Rights under the Sub-Plan.
- 45 Under the Sub-Plan, loans advanced by the Company to an Eligible Participant may be used solely to acquire Shares upon the exercise of vested Performance Rights or Options. A loan provided to Eligible Participants under the Sub-Plan may be on such terms and conditions determined by the Board, including (without limitation): (a) interest free; (b) non or limited recourse; (c) satisfied by payment to the Company of the proceeds of the sale of the Eligible Participant's shares or by the transfer of those shares to the Company or its nominee; and (d) secured (including by the Company taking security over the shares in the Company acquired by the Eligible Participant under the Plan). Further, where a loan is provided to fund the acquisition of shares, subject to the terms of the relevant loan agreement, the shares may not, without the prior written consent of the Company, be sold, transferred, mortgaged, charged or otherwise disposed of or encumbered prior to repayment of the loan. The participant is not required to pay any amount in excess of the value of Shares acquired through provision of the loan.
- 46 The provision of loans by the Company to persons to, or for the benefit of, Eligible Participants to enable them to acquire Shares (or rights or interests in them) in the Company (including by the exercise of options over shares, the issue of new shares or the acquisition of existing Shares) will be the provision of financial assistance by the Company for the acquisition of shares (or rights or interests in shares) in the Company.
- 47 Under the Corporations Act, the general rule (as set out in section 260A) is that a company may financially assist a person to acquire shares (or rights or interests in shares) in the company only if: (a) approved by a special resolution of shareholders; and (b) giving the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors. However, financial assistance given under an employee share scheme (such as the Employee Incentive Plan) is specifically authorised under

section 260C(4) of the Corporations Act provided the scheme has been approved by an ordinary resolution of shareholders.

- 48 Subject to certain exceptions, the Corporations Act also prohibits a company from taking security over shares in itself. However, a company is able to take security over shares in itself under an employee share scheme (such as the Employee Incentive Plan) that has been approved by an ordinary resolution of shareholders at a general meeting of the company (section 259B(2) of the Corporations Act).
- 49 Accordingly, if the proposed amendments to the Employee Incentive Plan are approved by Shareholders, the Company will be able to provide financial assistance under the Plan for the acquisition of shares in the Company by making loans available for that purpose, in accordance with the terms of the Sub-Plan.
- 50 The other key amendments to the Plan are:
- (a) the removal of rule 3 (and any other corresponding sections), which provides for the Board to issue or cause to be issued Shares to Eligible Participants. The intent being that the Board may only offer Options and Performance Rights to Eligible Participants under the Plan;
 - (b) including a new rule to grant the Board a power of attorney to deal with the Shares acquired on the Eligible Participant's behalf;
 - (c) an amendment to rules 6 and 11 of the Plan to provide that the allocation of Shares on exercise of an Option or vesting of Performance Rights may be satisfied by issuing new Shares, acquiring Shares on market or transferring Shares from an employee share trust, except if the Eligible Participant is a Director the allocation of Shares on vesting of Performance Rights may only be acquired on market;
 - (d) an amendment to rule 9.3 to include an amended method of exercise for a vested Performance Right to contemplate either manual or automatic exercise;
 - (e) an amendment to rules 22 and 23 to provide that all Options and Performance Rights granted under the Plan are non-transferable;
 - (f) an amendment to rule 6 of the Plan to incorporate a cashless exercise facility in relation to Options granted under the Plan to enable an Eligible Participant to set-off the exercise price for the Options against the number of Shares which the Eligible Participant is to receive on exercise of the Options. The participant will receive Shares to the value of the surplus after the

- exercise price has been set-off;
- (g) an amendment to provide the Board discretion to restrict the disposal of Shares issued upon exercise of Options or Performance Rights granted under the Plan;
- (h) an amendment to the definition of Option Period and the Expiry Date (in relation to Performance Rights) to provide for a maximum (exercise) period of 15 years;
- (i) an amendment to allow the Board a broader discretion as to the treatment of Shares held by an Eligible Participant in the event of a change of control, and other scenarios whereby Shares held by the Eligible Participant may be forfeited, for example where the participant ceases employment, becomes insolvent or materially breaches the rules of the Plan;
- (j) an amendment to broaden rule 2.6 to stipulate that Subdivision 83A-C applies to all offers made under the Plan unless otherwise stated in the Eligible Participant's invitation letter; and
- (k) an amendment to allow awards of Performance Rights and Options under the Plan to be settled in either a cash amount or the number of Shares to which the Eligible Participant is entitled. The Board will have absolute discretion to determine the preferred settlement mechanic at a time of its choosing.
- 51 Otherwise, the terms of the Plan are as approved by Shareholders and summarised in Schedule 1 of Metro's Notice of Meeting for the 29 May 2017 EGM (which may be accessed on Metro's website or on the ASX platform).

Directors' recommendation

- 52 The Directors recommend that you vote in favour of Resolution 7.

Special business

Resolution 8: Approval of additional 10% placement capacity

- 53 Resolution 8 seeks Shareholder approval to permit Metro to issue an additional 10% of its issued capital over a 12 month period in accordance with Listing Rule 7.1A (Additional Placement Capacity).
- 54 Listing Rule 7.1 permits Metro to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. Under Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non pro rata basis subject to the company obtaining shareholder approval.
- 55 Metro is an eligible entity as at the date of this Notice of Meeting.
- 56 The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General

Meeting) will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

(A x D) – E

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to Listing Rule 7.1 without Shareholder approval; and
- (D) less the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

- 57 For the purposes of Listing Rule 7.3A, Metro provides the following information:

Minimum price at which the equity securities may be issued

The issue price of each share must be no less than 75% of the volume weighted average price for the shares calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price, at which the securities are to be issued, is agreed; or
- (b) if the securities are not issued within five trading days of the date in paragraph (a), the date on which the securities are issued.

Risk of economic and voting dilution

An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:

- (a) the market price for shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount to the market price for the shares on the issue date.

Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set in the table which follows.

Date by which the Company may issue the securities

The period commencing on the date of

the Annual General Meeting (to which this notice relates) at which approval is obtained and expiring on the first to occur of the following:

- (a) the date which is 12 months after the date of the Annual General Meeting at which approval is obtained; and
- (b) the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.

The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.

Purposes for which the equity securities may be issued, including whether the Company may issue them for non cash consideration

It is the Board's current intention that any funds raised under an issue of equity securities will be applied as follows:

- (a) construction and development of the Bauxite Hills Mine;
- (b) working capital;

The Company reserves the right to issue shares for non cash consideration, including for payment of service or consultancy fees and costs.

Details of Metro's allocation policy for issues under approval

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case by case basis having regard to factors including but not limited to the following:

- (a) the methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing security holders can participate;
- (b) the effect of the issue of the ASX Listing Rule 7.1A shares on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial and broking advisers (if applicable).

The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.

Previous approvals under ASX Listing Rule 7.1A

Approval was previously obtained at the 2016 Annual General Meeting on Tuesday, 22 November 2016.

Equity securities on issue as at 21 November 2016
541,488,270

Equity securities issued since 21 November

2016 and percentage that represents as a total number of equity securities on issue as at commencement of the 12 month period

780,683,743 equity securities have been issued since 21 November 2016, which represents 144% of the equity securities on issue as at 21 November 2016.

- 58 The details of equity securities issued during the previous 12 months preceding the date of the Annual General Meeting are set out in Schedule 1 to this Notice of Meeting.
- 59 The table below shows the dilution

of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated under the formula in ASX Listing Rule 7.1A(2) as at the date of this notice.

- 60 In particular, it assumes that "A" is calculated upon Resolutions 6(a) and 6(b) being approved at the Annual General Meeting.
- 61 The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities

the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.

- 62 The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.09 50% decrease in Issue Price	\$0.18 Issue Price	\$0.36 100% increase in Issue Price
Current Variable A*	10% voting dilution	128,550,366	125,502,772	125,502,772
1,285,503,657 Shares	Funds raised	\$11,569,532.91	\$23,139,065.83	\$46,278,131.65
50% increase in current Variable A*	10% voting dilution	192,825,549	192,825,549	192,825,549
1,928,255,486 Shares	Funds raised	\$17,354,299.37	\$34,708,598.74	\$69,417,197.48
100% increase in current Variable A*	10% voting dilution	257,100,731	257,100,731	257,100,731
2,571,007,314 Shares	Funds raised	\$23,139,065.83	\$46,278,131.65	\$92,556,263.30

***Note:** Current Variable A refers to the calculation required by Listing Rule 7.1A.2 which, in Metro's case, equates to the current number of Shares on issue.

- 63 The table has been prepared on the assumptions set out below.
- (a) Metro issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
- (b) No options are exercised to convert into shares before the date of the issue of the shares available under Listing Rule 7.1A.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share

- capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular shareholder by reason of share issue under Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting.
- (e) The table shows only the effect of issues of equity securities under

- Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of shares under Listing Rule 7.1A consists only of ordinary shares in the Company.
- The issue price is \$0.18, being the closing price of the shares on ASX on 19 September 2017.

Directors' recommendation

- 64 The Directors recommend that you vote in favour of Resolution 8.

Glossary

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

AGM

means an Annual General Meeting.

Annual General Meeting or Meeting means

Metro's Annual General Meeting the subject of this Notice of Meeting.

Argonaut

means Argonaut Securities Pty Limited ACN 108 330 650 or its nominee.

ASX

means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

BDO

means BDO Audit Pty Ltd.

Board

means the board of directors of Metro.

Company or Metro

means Metro Mining Limited ACN 117 763 443.

Constitution

means the constitution of Metro.

Corporations Act

means the Corporations Act 2001 (Cth).

Directors

means the directors of the Company.

Eligible Participants

means:

- (a) a Director (whether executive or non-executive) of the Company,
- (b) a full or part-time employee of the Company;
- (c) a casual employee or contractor of the Company; or
- (d) a prospective participant in the Employee Incentive Plan, being a person to whom an offer is made under the Employee Incentive Plan but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an eligible participant under paragraphs (a), (b) or (c) above,

Employee Incentive Plan

means the Company's employee incentive plan which was approved by Shareholders in the general meeting of the Company on 29 May 2017 and the terms of which are summarised in Schedule 1 of the relevant notice of meeting which can be accessed using this link: <http://www.metromining.com.au/media/1673/20170428-egm-notice-of-meeting.pdf>.

Equity Securities

has the meaning given to that term in the Listing Rules.

Explanatory Memorandum

means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.

Gulf

means Gulf Alumina Limited ACN 108 086 371

Listing Rules

means the listing rules of the ASX.

Metro Shares or Shares

means fully paid ordinary shares in the capital of Metro.

Notice of Meeting

means this notice of meeting and includes the Explanatory Memorandum.

Option

means an option to acquire a Share in the Company.

Performance Right

means a right to acquire a Share in the Company on satisfaction of specified performance hurdles.

Remuneration Report

means the section of the Directors' report for the 2017 financial year that is included under section 300A(1) of the Corporations Act.

Resolution

means a resolution proposed in this Notice of Meeting.

Shareholder

means a person who is a registered holder of Metro Shares.

Sprott

means Sprott Private Resource Lending (Collector), LP or its nominee.

Schedule 1

Details of equity securities issued for the purposes of Listing Rule 7.3A.6

Issue Date	Number issued	Class and summary	Grantee or basis on which grantee was determined	Issue price and discount to market price (if any)	Total cash consideration and use/intended use of capital	Issue for non-cash consideration and current value of non-cash consideration
30.11.16	1,750,000	Ordinary shares	Issued on exercise of employee options	\$0.058 per Share (discount of 57% to the closing price)	\$101,500 (general working capital)	N/A
14.12.16	1,000,000	Ordinary shares	Issued on exercise of employee options	\$0.058 per Share. (discount of 58.6% to the closing price)	\$58,000 (general working capital)	N/A
22.12.16	26,063,956	Ordinary shares	Shareholders of Gulf as consideration under the off-market takeover bid for all of the shares in Gulf	\$0.145 per share (no discount)	N/A	(\$3,779,274) – current value of shares is \$4,821,832 ¹
28.12.16	50,000	Ordinary shares	As above	As above	N/A	(\$7250) current value of shares is \$9,250 ²
28.12.16	2,500,000	Ordinary shares	Issued on exercise of employee options	\$0.058 per Share (60% discount to the closing price)	\$145,000 (general working capital)	N/A
05.01.17	5,500,000	Ordinary shares	Issued on exercise of employee options	\$0.058 per Share (61.33% discount to the closing price)	\$319,000 (general working capital)	N/A
20.01.17	11,219,925	Ordinary shares	Shareholders of Gulf Alumina Limited as consideration under the off-market takeover bid for all of the shares in Gulf	\$0.1517 per Share (no discount)	N/A	(\$1,702,062.62) Current value is \$2,075,686 ³
20.01.17	9,409,501	Ordinary shares	Greenstone top-up right pursuant to Subscription and Cooperation Deed	\$0.1325 per share (no discount) based on a 60-day VWAP	\$1,246,759 Capital raised (general working capital)	N/A
20.01.17	4,000,000	Options exercisable at \$0.08 and expiring on 23.12.19	Issued under an agreement with an advisor	\$0.0001 per Option	\$400 (general working capital)	N/A
28.02.17	126,995,937	Ordinary shares	Placement to institutional and sophisticated investors	\$0.125 per Share (represents 20.8% discount to the 30 day VWAP of Metro's Shares up to and including 23 February 2017)	\$15,874,492.13 Capital raised was used repay the Greenstone Bridging Loan facility and for general working capital	N/A
27.03.17	292,342,080	Ordinary shares	Shares issued under pro-rata non-renounceable entitlement offer announced on 24 February 2017	\$0.125 per Share (represents 20.8% discount to the 30 day VWAP of Metro's Shares up to and including 23 February 2017)	\$36,542,760 Capital raised was used repay the Greenstone Bridging Loan facility and for general working capital	N/A
05.06.17	545,000	Options exercisable at \$0.08 and expiring on 23.12.19	Options issued to the Managing Director following shareholder approval at a General Meeting on 29 May 2017	Options were granted for nil consideration	Options were granted for nil consideration	Options were granted for nil consideration
05.06.17	3,575,863	Performance rights issued to Managing Director and employees of the Company vesting on 31 January 2018	Managing Director and other employees	N/A	Performance rights were granted for nil consideration	Performance rights were granted for nil consideration

¹Based on Metro's Share price of \$0.185 as at [20 September] 2017.²Based on Metro's Share price of \$0.185 as at [20 September] 2017.³Based on Metro's Share price of \$0.185 as at [20 September] 2017.

Explanatory memorandum

Issue Date	Number issued	Class and summary	Grantee or basis on which grantee was determined	Issue price and discount to market price (if any)	Total cash consideration and use/intended use of capital	Issue for non-cash consideration and current value of non-cash consideration
27.07.17	201,040,612	Ordinary shares	Institutional investors	\$0.135 per Share (5.7% discount to the 30-day VWAP of \$0.1432)	\$27,140,483- Capital raised is being used to fund the construction and development of the Bauxite Hills Mine into production	N/A
08.08.17	49,964,932	Ordinary shares	Institutional investors	\$0.135 per Share (5.7% discount to the 30-day VWAP as announced on 27 July 2017 of \$0.1432)	\$6,745,266- Capital raised is being used to fund the construction and development of the Bauxite Hills Mine into production	N/A
24.08.17	24,426,054	Ordinary shares	Institutional investors	\$0.135 per Share (5.7% discount to the 30-day VWAP as announced on 27 July 2017 of \$0.1432)	\$3,297,517- Capital raised is being used to fund the construction and development of the Bauxite Hills Mine into production	N/A
28.08.17	15,000,000	Warrants (Exercise price of \$0.183 and expiring on 27 August 2022)	Issued under an agreement with a financier	N/A	Warrants were issued for nil consideration	Warrants were issued for nil consideration
28.08.17	10,000,000	Options (Exercise price of \$0.15 and expiring on 27 August 2019)	Issued under an agreement with an advisor	\$0.0001 per Option	\$1,000 (general working capital)	N/A
05.09.17	6,049,883	Ordinary shares	Institutional investors	\$0.135 per Share (5.7% discount to the 30-day VWAP as announced on 27 July 2017 of \$0.1432)	\$816,734.20- Capital raised is being used to fund the construction and development of the Bauxite Hills Mine into production	N/A

Schedule 2

Nomination of proposed Auditor

Mr Scott Waddell
Company Secretary
Metro Mining Limited
Level 2, 247 Adelaide St
Brisbane QLD 4000

Dear Mr Waddell

Notification of nomination of new Auditor to Metro Mining Limited

In accordance with the provisions of section 238B of the Corporations Act 2001 (Cth), I, DBA Holdings Pty Ltd, being a member of Metro Mining Limited, hereby nominate Ernst & Young, for appointment as Auditor of that company.

It is intended that this nomination will be put forward and voted on at the Annual General Meeting of Metro, which it is understood is currently scheduled for 21 November 2017.

Yours faithfully



Duane Woodbury
Director
on behalf of DBA Holdings Pty Ltd

For Further Information: P: +61 (0) 7 3009 8000 | F: +61 (0) 7 3221 4811 | E: info@metromining.com.au

Contact: Simon Finnis, Managing Director & CEO | Scott Waddell, CFO & Company Secretary

Electronic copies & more information available at: www.metromining.com.au

Registered Office & Head Office: Lv 2, 247 Adelaide St, Brisbane | GPO Box 10955, Brisbane Q 4000

DISCLAIMER

Forward-looking statement: Statements and material contained in this presentation, particularly those regarding possible or assumed future performance, production levels or rates, commodity prices, resources or potential growth of Metro, industry growth or other trend projections are, or may be, forward looking statements. Such statements relate to future events and expectations and, as such, involve known and unknown risks and uncertainties. Graphs used in the presentation (including data used in the graphs) are sourced from third parties and Metro has not independently verified the information.. Although reasonable care has been taken to ensure that the facts stated in this Presentation are accurate and or that the opinions expressed are fair and reasonable, no reliance can be placed for any purpose whatsoever on the information contained in this document or on its completeness. Actual results and developments may differ materially from those expressed or implied by these forward looking statements depending on a variety of factors. Nothing in this Presentation should be construed as either an offer to sell or a solicitation of an offer to buy or sell shares in any jurisdiction.

Competent Person Statement: The information in this presentation that relates to Gulf Alumina Limited's (Gulf) Mineral Resources is based on information compiled by Jeff Randall of Geos Mining, a consultancy group contracted by Metro Mining Limited. Mr Randell is a Member of the Australian Institute of Geoscientists (MAIG), a Registered Professional Geoscientist (Rage) and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' (JORC Code). Mr Randell consents to the inclusion in this presentation of the matters based on information in the form and context in which it appears.

Competent Person Statement: The information in this presentation that relates to Metro is based on information compiled by Neil McLean who is a consultant of Metro Mining Limited. Mr McLean is a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM) and has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code. Mr McLean consents to the inclusion in this presentation of the matters based on information in the form and context in which it appears.

Competent Person Statement: The information in this presentation that relates to Gulf 's Ore Reserves is based on information compiled by John Wyche of Australian Mine Design & Development (AMDAD), a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. John Wyche is a full-time employee of AMDAD. John Wyche has sufficient experience that is relevant to the style of mineralization, type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code. John Wyche consents to the inclusion in this presentation of the matters based on his information in the form and context in which it appears.

Competent Person Statement: The information in this presentation that relates to Metro Reserves is based on information compiled by MEC Mining and reviewed by Edward Bolton, a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Edward Bolton is a full-time employee of MEC Mining Pty Ltd. Edward Bolton has sufficient experience that is relevant to the style of mineralization, type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code. Edward Bolton consents to the inclusion in this presentation of the matters based on his information in the form and context in which it appears.







ACN 117 763 443

Sample Only

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Metro Mining Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

02 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am on Sunday, 19 November 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the reverse of this Proxy Form).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

Sample Only

PROXY FORM

I/We being a member(s) of Metro Mining Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Tuesday, 21 November 2017 at the Office of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8 Approval of additional 10% capacity to issue Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Philip Arthur Hennessy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Re-election of Mr Lindsay Ward	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Re-election of Mr Jijun Liu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Change of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6a Ratification and approval of issue of Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6b Ratification and approval of issue of Options to Argonaut	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval to issue securities under amended Employee Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MMI PRX1701D