



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:

Date of Meeting: Tuesday, 20 November 2018

Time of Meeting: 11.00am AEST

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





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A MESSAGE FROM OUR CHAIRMAN

Dear Shareholders,

On behalf of the Board, I am pleased to invite you to Metro's Annual General Meeting to be held at 11:00am on Tuesday, 20 November 2018 at the offices of McCullough Robertson Lawyers, Level 11, 66 Eagle Street, Brisbane, Queensland.

I will be pleased to present your Company's Annual Report for the financial year ended 30 June 2018, an overview of our significant achievements during the 2018 financial year and an update on our vision, strategy and priorities for the coming year.

At the Meeting, the formal business to be conducted includes:

- Receiving the financial statements and reports;
- Approving the 2018 Remuneration report;
- The re-election of Directors;
- Ratification of Shares issued to sophisticated and institutional investors pursuant to the June 2018 Institutional Placement; and

The enclosed Shareholder voting form has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend.

We look forward to seeing you at the Meeting.

Stephen Everett

Chairman

Metro Mining Limited

19 October 2018



KEY STATISTICS*

PROJECT OVERVIEW

Overview: Metro (100%)

Commodity: Bauxite

Mine Type: Surface mining

Contained Mineral: Reserves 92.2Mt

Location: Cape York, Qld

Product Type: Direct Shipping Ore

Status: Operational

Resources: 144.8Mt

FIRST PRODUCTION

First Production: April 2018

Start-up Production: ~2Mtpa

Operations: Contract mining & transshipment

Mine Life: 17 years

Steady State Production: ~6Mtpa (year 4)**

Workforce: ~185 personnel

*ASX Release 15 March 2017

** Metro confirms all material assumptions underpinning production target and corresponding financial information continue to apply and have not materially changed. Subject to Board Approval.



THE BAUXITE HILLS MINE

Metro Mining had a transformative 12 months with construction and commissioning of Bauxite Hills Mine completed and production commencing in April 2018. The mine's first shipment of 61,709 tonnes of bauxite left site in early May 2018 for delivery to China and in the company's first operating quarter, June 2018, 445k tonnes of bauxite was mined and 399k tonnes of bauxite was shipped to Chinese customers.

Operations

The Mine has a relatively simple mining operation – after clearing of trees and removal of topsoil and overburden, bauxite ore is mined using front end loaders and trucked via haul roads to the port. It is screened to 100mm maximum size then loaded into special purpose barges that are towed down the Skardon River by tugs to an anchorage point in the Gulf of Carpentaria and then unloaded into Ocean Going Vessels.

This transshipment process has performed in line with expectations and without any significant operational issues. Daily barge loading rates are steadily increasing in line with improved ore mining rates. Metro expects to achieve its targeted production of 2 million Wet Metric Tonnes for the 2018 calendar year.

Safety

An excellent safety culture has prevailed on site with all personnel and contracting partners embracing a safe working environment. In the first quarter of operations no injury /lost time incidents were recorded. This is a result of strong commitment to safety by personnel across all levels.

Indigenous Engagement

Metro has continued to promote engagement with the local communities in which it operates. Throughout the construction phase, the Ankamuthi people, the traditional owners of the land, and other indigenous employees, held approximately 40% of the positions and participated in all facets of the construction program. As the mine moved into production employment levels were maintained and therefore far exceed Metro's Indigenous workforce target of 20% in the first operating year.

Bauxite Sales

Subsequent to the financial year end, Metro announced it had executed binding offtake agreements with other Chinese customers, meaning 100% of the mine's planned production for calendar year 2018 was sold, along with 80% of the mine's planned production for calendar year 2019.

The Group's marketing strategy is focused on developing a broad customer base, to supply bauxite into long-term evergreen contracts. Spot cargoes, trial shipments and offtake agreements have been negotiated with several Chinese customers. These sales will allow new customers to gain operating experience in processing the Metro's bauxite with the intention of either incorporating it as part of feedstock to their existing refineries or incorporating it into the design of new coastal refineries.

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

Metro holds a total tenement package covering approximately 1,900 square kilometres within the internationally acclaimed Weipa Bauxite Region on Western Cape York, Queensland.

ORDINARY BUSINESS

Financial statements and reports

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2018.

Resolution 1: Adoption of 2018 Remuneration Report

To consider and, if in favour, pass the following Resolution in accordance with section 250R(2) of the Corporations Act:

- 1 'That the Remuneration Report for the year ended 30 June 2018 be adopted.'

Note: This Resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

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

Resolution 2: Re-election of Mr Stephen Everett

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

- 2 'That Mr Stephen Everett, 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 Everett abstaining) recommend that you vote in favour of Resolution 2.

Resolution 3: Re-election of Mr Mark Sawyer

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

- 3 'That Mr Mark Sawyer, 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 Sawyer abstaining) recommend that you vote in favour of Resolution 3.

Resolution 4: Re-election of Mr Xiaoming Yuan

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

- 4 'That Mr Xiaoming Yuan, who retires in accordance with Listing Rule 14.4 and article 36.2 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 Yuan abstaining) recommend that you vote in favour of Resolution 4.

Resolution 5: Ratification and approval of issue of Shares to sophisticated and institutional investors

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

- 5 'That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 87,500,000 Shares to institutional and sophisticated investors at an issue price of \$0.20 per Share pursuant to the Institutional Placement on the terms set out in the Explanatory Memorandum.'

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

Dated: 19 October 2018
By order of the board



Amy Treble
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) 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.
- (e) 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.
- (f) 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.
- (g) 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.
- (h) 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.
- (i) 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.
- (j) Metro has determined under regulation 7.11.37 of the 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, 18 November 2018.
- (k) If you have any queries on how to cast your votes call Amy Treble (Company Secretary) on (07) 3009 8000 during business hours.

Voting Restrictions**Resolution 1: Directors' 2018 Remuneration Report**

The Company will disregard any votes cast on Resolution 1:

- (a) by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2018, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and
- (b) as proxy of a member of the KMP at the date of the AGM, or a closed related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 1:
 - (i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or
 - (ii) by the Chairman of the AGM and the appointment of the Chairman as proxy expressly authorises the Chairman to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 5: Ratification and approval of issue of Shares to sophisticated and institutional investors

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who was issued Shares or an associate of such person (or persons). However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form (e.g. for, against, abstain); or
- (b) the Chairman of the AGM 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 (e.g. for, against or abstain).

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

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 Tuesday, 20 November 2018 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, Ernst & Young, 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.

Note: Under section 250PA(1) of the Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for Ernst & Young must be delivered by 5.00pm on 13 November 2018, addressed to the Company Secretary, Metro Mining, GPO Box 10955, Brisbane, Qld 4000 or via email to atreble@metromining.com.au.
- 6 The Financial Report, the Directors' report and the Auditor's Report are contained in the Annual Report and available on the Company's website www.metromining.com.au

Resolution 1: Adoption of 2018 Remuneration Report

- 7 Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2018. This report is included in the Directors' Report in the Company's 2018 Annual Report and is available on the Company's website <http://www.metromining.com.au/>.
- 8 The Remuneration Report:
 - (a) explains the board's policies on the nature and level of remuneration paid to Directors 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.
- 9 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 10 This Resolution is advisory only and not binding on the Company or the Directors. The Board will take the discussion at the Meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.
- 11 A voting exclusion applies to this Resolution, as set out earlier in this Notice of Meeting.

Directors' Recommendation

- 12 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 Resolution 1.

Resolutions 2 to 4: Re-election of Directors

- 13 Article 38.1(c) of Metro's Constitution requires that at each Annual General Meeting of the Company one-third of the Directors for the time being to stand for re-election, excluding the Managing Director, any Director who has served three years since last re-elected and any Director appointed to fill a casual vacancy or as an addition to the Board. If that number is not a multiple of three, then the greater of one or the number nearest to one-third but not exceeding one third of the Directors are required to stand for re-election. Excluding Mr Simon Finnis, Managing Director and Mr Yuan who was appointed to fill a casual vacancy, there are four other Directors in office, meaning that

two of those Directors are required to retire in accordance with article 38.1(c) of Metro's Constitution and Listing Rule 14.4. That Director is to be the Director who has served longest in office of the four Directors.

- 14 Article 38.1(a) and Listing Rule 14.4 require any Director who will have served three years since last being re-elected to stand for re-election at the AGM. Article 38.1(b) of Metro's Constitution and Listing Rule 14.4 requires any Director appointed to fill a casual vacancy since the last AGM to stand for re-election at the next AGM of the Company.

Resolution 2: Re-election of Mr Stephen Everett

- 15 Mr Stephen Everett, the Non-executive Chairman of Metro, retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.
- 16 Mr Everett was initially appointed as a Director of the Company on 12 July 2012 and last stood for re-election at the 2016 Annual General Meeting of the Company.
- 17 Mr Everett has 40 years' management and board experience in the resources and construction industries and has held Chairman and non-executive Director positions in Government Development Boards, Private, ASX listed and TSX listed companies. Mr Everett has also held senior executive positions including Managing Director and Chief Executive Officer of private and publicly listed companies. In the last five years, Mr Everett has also held the following positions: non-executive Chairman of Cape Alumina Limited from May 2014 to Feb 2015, non-executive chairman of Global Resources Corporation Limited from April 2009 to April 2016.

Director's Recommendation

- 18 The Directors (with Mr Everett abstaining) recommend you vote in favour of Resolution 2.

Resolution 3: Re-election of Mr Mark Sawyer

- 19 Mr Sawyer was appointed as a Director of the Company on 28 July 2016 and last stood for re-election at the 2016 Annual General Meeting of the Company.
- 20 Mr Sawyer co-founded Greenstone in 2013 after a 16-year career in the mining sector. Prior to establishing Greenstone, Mr Sawyer was general manager and co-head Group Business Development at Xstrata plc where he was responsible for originating, evaluating and negotiating new business development opportunities.

21. Mr Sawyer held senior roles at Cutfield Freeman & Co, a boutique corporate advisory firm in the mining industry, and at Rio Tinto plc. Mr Sawyer holds a law degree and is also a graduate of the College of Law program (First Class Honours).
22. Mr Sawyer is a director and a joint 50% owner of Greenstone Management Limited (GML). GML is the indirect owner of 100% of Greenstone Management (Delaware) II LLC which holds 273,388,740 ordinary shares in the Company as at the date of this Notice.

Director's Recommendation

- 23 The Directors (with Mr Sawyer abstaining) recommend that you vote in favour of Resolution 3.

Resolution 4: Re-election of Mr Xiaoming Yuan

- 24 Mr Yuan was appointed to the Board on 26 July 2018 to fill the casual vacancy created by the resignation of Mr Dongping Wang. Mr Yuan previously served as Mr Dongping Wang's alternate Director on the Board since Mr Wang's appointment in 2014.
- 25 Mr Yuan is the Managing Director of Dadi Australia and chairman of Aury Australia. As the representative of the Dadi Engineering Development Group Mr Yuan delivers support and assistance to the Board and Company from a substantial Shareholder.
- 26 Mr Yuan has over 20 years' experience in the roles of mining engineer, business development, project management and corporate management for mining, construction and equipment manufacturing companies both in China and internationally.

Director's Recommendation

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

Resolution 5: Ratification and approval of issue of Shares to sophisticated and institutional investors

28 Resolution 5 seeks approval from Shareholders under Listing Rule 7.4 (and for all other purposes) to ratify and approve the prior issue of 87,500,000 Shares to sophisticated and institutional Shareholders pursuant to the Institutional Placement Metro completed on 20 June 2018.

29 Listing Rule 7.1 provides that, subject to certain exemptions, prior approval of Shareholders is required for an issue of Equity Securities if the securities will, when aggregated with the securities issued by Metro during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period. The Shares were issued under Metro's Listing Rule 7.1 placement capacity.

30 Listing Rule 7.4 provides that where Metro ratifies an issue of Equity Securities, the issue is treated as having been made with Shareholder approval for the purpose of Listing

Rule 7.1, thereby replenishing Metro's 15% placement capacity and giving it the flexibility to issue further Equity Securities up to that limit.

31 For the purposes of Listing Rule 7.5, Metro provides the following particulars:

Terms of issue	Details
Allottees	Sophisticated and institutional investors
Number of Shares issued	87,500,000 Shares
Issue price	\$0.20 per Share (representing a 2.9% discount to the 5 day VWAP of \$0.206).
Terms of issue	Fully paid ordinary shares issued on the same terms as, and ranking equally with, existing Shares
Date of issue	70,208,623 Shares issued on 28 June 2018 17,291,377 Shares issued on 10 July 2018
Intended use of funds	The funds raised from the Institutional Placement will increase Metro's balance sheet strength and flexibility, ensuring a strong working capital position during production ramp-up and product sale negotiations.

32 Based solely on the information provided, the ASX has granted Metro a waiver from Listing Rule 14.7 to the extent necessary to permit it not to comply with the voting exclusion statement in its notice of meeting of 19 October 2018 in relation to Resolution 5, so that Metro need not disregard votes cast in favour of Resolution 5 by shareholders who participated in the issue of 87,500,000 fully paid ordinary shares Metro on 28 June 2018 and 10 July 2018 respectively, to the extent only that those holders are acting solely in a fiduciary, nominee or custodial capacity ("Nominee Holders") on behalf of beneficiaries who did not participate in the issue, on the following conditions.

- 1.1 The beneficiaries provide written confirmation to the Nominee Holders that they did not participate in the issue, nor are they an associate of a person who participated in the issue.
- 1.2 The beneficiaries direct the Nominee Holders how to vote on Resolution 5.
- 1.3 The Nominee Holders do not exercise discretion in casting a vote on behalf of the beneficiaries.
- 1.4 The terms of the waiver are immediately released to the market.

Director's Recommendation

33 The Directors recommend you vote in favour of Resolution 5.



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.

ASX

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

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.

Explanatory Memorandum

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

Institutional Placement

means the placement announced by the Company on 18 June 2018.

KMP or Key Management Personnel

means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).

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.

Remuneration Report

means the section of the Directors' report for the 2018 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.

VWAP

means volume weighted average price.

DISCLAIMER

Forward-Looking Statement: Statements and material contained in this Report, particularly those regarding possible or assumed future performance, production levels or rates, commodity prices, resources or potential growth of Metro Mining Limited, 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 Mining has not independently verified the information. Metro Mining is at an early development stage and while it does not currently have a operating bauxite mine it is taking early and preliminary steps (such as but not limited to Prefeasibility studies etc.) that are intended to ultimately result in the building and construction of an operating mine at its project areas. 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 Report 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's Statement: Technical information about the Bauxite Hills Mine and information in this report that relates to Exploration Results is based on information compiled by Neil McLean who is a consultant to Metro Mining and a Fellow of the Australian Institute of Mining and Metallurgy (F.AusIMM). Mr McLean 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'. Mr McLean consents to the inclusion in the report of the matters based on information in the form and context in which it appears.

Competent Person's Statement: The information in this report that relates to Bauxite Hills Mine Mining and 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. The information in this report to which this statement is attached that relates to the "Metro Mining – Bauxite Hills" Reserve Estimate based on information compiled by Edward Bolton, a consultant to Metro Mining and a Competent Person who is a Member of the Australasian Institute of Mining and Metallurgy. Edward Bolton is 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 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Edward Bolton consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

Competent Person's Statement: The information in this report that relates to the Bauxite Hills Mine Mineral Resource is based on information compiled by Ed Radley who is a consultant to Metro Mining and a Member of the Austral Institute of Mining and Metallurgy (MAusIMM)). Mr Ed Radley has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking 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'. Mr Ed Radley has consented in writing for inclusion in this Report the matters based on the information in the form and context it appears.



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 | Amy Treble, Company Secretary | Duane Woodbury, CFO
Electronic copies & more information available at: metromining.com.au
Registered Office & Head Office: Level 2, 247 Adelaide St, Brisbane | GPO Box 10955, Brisbane Q 4000



Explore | Define | Mine



ACN 117 763 443


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**
+61 2 9287 0309

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

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

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, 20 November 2018 at 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

- Adoption of 2018 Remuneration Report
- Re-election of Mr Stephen Everett
- Re-election of Mr Mark Sawyer
- Re-election of Mr Xiaoming Yuan

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- Ratification and approval of issue of Shares to sophisticated and institutional investors

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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 PRX1801C

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" must 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Sunday, 18 November 2018**, 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" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**