
SIGNATURE METALS LIMITED**ABN 86 106 293 190****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 11:00am (AEDT)

DATE: Tuesday 16 December 2014

PLACE: Link Market Services Limited
Level 12, 680 George St
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company Secretary on (+61 2) 8280 7445.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am (AEDT) on Tuesday 16 December 2014 at:

Link Market Services Limited
Level 12, 680 George St
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to the Company's share registry: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001, Australia;
- (b) facsimile to: Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- (c) in person to: Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067.

so that it is received not later than 11:00am (AEDT) on Sunday 14 December 2014.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders will be held at 11:00am (AEDT) on Tuesday 16 December 2014 at the offices of Link Market Services Limited, Level 12, 680 George St, Sydney NSW 2000.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on 14 December 2014.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

AGENDA

A. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the year ended 31 March 2014.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a copy of the Annual Report. Shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 March 2014, on the Company's website www.signaturemetals.com.au in the Investor Centre section.

B. QUESTIONS & COMMENTS

Following consideration of the reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions submitted by Shareholders, if any, will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

C. SHAREHOLDER QUESTIONS

If you wish a question to be put to the Chairman of the Meeting or Auditor and you are not able to attend the Meeting, please email your question to info@signaturemetals.com.au. To allow time to collate questions and prepare answers, questions are to be received by no later than 5:00pm (AEDT) on Friday 12 December 2014.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to approve the following as an **advisory resolution**:

"That the Company's Remuneration Report for the financial year ended 31 March 2014 be adopted."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (**Remuneration Report**) (in any capacity) by, or on behalf of, the following persons:

- a member of the Key Management Personnel (**KMP**) (which includes each of the Directors of the Company) whose remuneration is disclosed in the 2014 Remuneration Report; or
- a closely related party (such as close family members and any controlled companies) (**Closely Related Party**) of such a KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- the proxy appointment is in writing and specifies how the proxy is to vote (for against, abstain); or
- the vote is cast by the person chairing the Meeting and:
 1. the appointment does not specify how the proxy is to vote; and
 2. the appointment expressly authorises the chair of the Meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – DENIS CLARKE

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

"That Denis Clarke, having retired in accordance with clause 13.2 of the Constitution, and having offered himself for re-election and being eligible, be re-elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – PETER CHEN

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

"That Peter Chen, having retired in accordance with clause 13.2 of the Constitution, and having offered himself for re-election and being eligible, be re-elected as a Director of the Company."

DATED: 14 NOVEMBER 2014

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'C. Officer', followed by a stylized flourish.

**CATHERINE OFFICER
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of Signature Metals Limited to be held at 11:00 am (AEDT) on Tuesday 16 December 2014 at the offices of Link Market Services Limited, Level 12, 680 George St, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 GENERAL

Section 250R(2) of the *Corporations Act 2001* (Cth) requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted. The resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual report of the Company for the period 31 March 2014.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adoption of the Remuneration Report.

DEFINITIONS

Key Management Personnel has the same meaning as in the accounting standards and broadly includes 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) of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

Remuneration Report means the remuneration report set out in the Directors' Report section of the Company's financial period report for the period ended 31 March 2014.

2. RESOLUTIONS 2 & 3 – RE-ELECTION OF DENIS CLARKE & PETER CHEN

Clause 13.2 of the Constitution requires that at the Company's annual general meeting every year, one third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest serving in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is available for re-election.

Resolution 2: Re-election of Dr. Denis Edmund Clarke

Dr. Clarke retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Dr. Denis Clarke joined the Company as Non-Executive Director on 14 September 2012. Dr. Clarke is an Independent and Non-Executive Director of LionGold Corp Ltd (the significant shareholder) and is currently the Non-Executive Chairman of both Hill End Gold Limited and Cullen Resources Limited, companies whose shares are listed and quoted for trading on the ASX. He was a director of Anglo Australian Resources NL, BCD Resources NL and BCD Resources (Operations) NL in the past 3 years. He has a Ph.D. (Geology) from Stanford University and has over 40 years' experience in senior technical, financial and corporate positions in the mining and exploration industry in Australia and overseas. He played a significant role in the growth of Plutonic Resources Limited, which developed into one of Australia's largest gold producers before being absorbed by Homestake Mining Company. Subsequently as director and consultant he contributed to the rapid growth of Troy Resources Limited from small explorer to a very successful mid-tier international gold miner.

* LionGold Corp Ltd (LGC) holds approximately 76.86% of the issued and paid-up share capital of the Company.

Directors' Recommendation

The Directors, with Dr. Clarke abstaining, recommend Shareholders vote in favour of Resolution 2.

Resolution 3: Re-election of Mr. Peter Chen

Mr. Peter Chen retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Mr. Chen was appointed to the Board of the Company as a Non-Executive Director on 4 October 2012, and was subsequently designated as Executive Director of the Company on 1 November 2012. Mr. Chen has a Bachelor of Commerce and a

Bachelor of Law degree, both conferred by the Australian National University. Mr. Chen is a corporate lawyer with over 17 years' experience in private legal practice, and has previously served as an independent non-executive director for public listed companies in Malaysia. He was formerly the general legal counsel for KFC Holdings (Malaysia) Berhad and QSR Brands Berhad (both companies listed on Bursa Malaysia Berhad, the Malaysian stock exchange). Mr. Chen is now the Director of Business and Corporate Development of LionGold Corp Ltd (the significant shareholder).

* LionGold Corp Ltd (LGC) holds approximately 76.86% of the issued and paid-up share capital of the Company.

Directors' Recommendation

The Directors, with Mr. Chen abstaining, recommend Shareholders vote in favour of Resolution 3.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Signature Metals Limited (ABN 86 106 293 190).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ENQUIRIES

Shareholders should contact the Company Secretary on (+ 61 2) 8280 7445 if they have any queries in respect of the matters set out in these documents.

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 11:00am (AEDT) Sunday, 14 December 2014**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business.

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 securityholder 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 as set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

View the Annual Report:

www.signaturemetals.com.au

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Signature Metals Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Signature Metals Limited to be held at Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW on Tuesday, 16 December 2014 at 11:00am (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolution: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Denis Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director - Peter Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date ____/____/____