

**METALLUM LIMITED
(TO BE RENAMED "KOPORE METALS LIMITED")
ACN 149 230 811**

NOTICE OF ANNUAL GENERAL MEETING

The 2017 Annual General Meeting of the Company will be held at the offices of Discovery Capital Partners at Level 1, 50 Ord Street, West Perth, Western Australia on Tuesday, 31 October 2017 at 10.00am (WST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9322 4328.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

METALLUM LIMITED (TO BE RENAMED "KOPORE METALS LIMITED")

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2017 annual general meeting of Shareholders of Metallum Limited (to be renamed "Kopore Metals Limited") (**Company**) will be held at the offices of Discovery Capital Partners at Level 1, 50 Ord Street, West Perth, Western Australia on Tuesday, 31 October 2017 at 10.00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on Sunday, 29 October 2017 at 10.00am (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

SPECIAL BUSINESS - ACQUISITION OF GLOBAL EXPLORATION TECHNOLOGIES

1. Resolution 1 - Approval to change in nature and/or scale of activities

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, pursuant to and in accordance with Listing Rule 11.1.2 and for all other purposes, Shareholders approve the significant change in the nature and/or scale of the Company's activities resulting from the Acquisition and the Capital Raising, on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chair 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.

2. Resolution 2 - Approval to issue Consideration Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 137,500,000 Consideration Shares at a deemed issue price of \$0.02 to the Vendors (or their nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by the Vendors (or their nominees) and any person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chair 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.

3. Resolution 3 - Approval to issue Capital Raising Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 150,000,000 Capital Raising Shares at \$0.02 each on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chair 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.

4. Resolution 4 - Approval to issue Shares to Mr Grant Ferguson

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 3,150,000 GET Director Shares to Mr Grant Ferguson (or his nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Grant Ferguson (and his nominees) and any of their associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chair 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.

5. Resolution 5 - Approval to issue Shares to Mr Tim Goldsmith

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 600,000 GET Director Shares to Mr Tim Goldsmith (or his nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Tim Goldsmith (and his nominees) and any of their associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chair 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.

6. Resolution 6 - Approval to issue Advisor Shares

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 7,500,000 Advisor Shares to Ironside Capital (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ironside Capital (and its nominees) and any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chair 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.

7. Resolution 7 - Approval to issue Director Options to Mr Grant Ferguson

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 12,000,000 Director Options to Mr Grant Ferguson (or his nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Grant Ferguson (and his nominees) and any of their associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chair 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.

8. Resolution 8 - Approval to issue Director Options to Mr Tim Goldsmith

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 5,000,000 Director Options to Mr Tim Goldsmith (or his nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Tim Goldsmith (and his nominees) and any of their associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chair 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.

9. Resolution 9 - Approval to issue Director Options to Mr Winton Willesee

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,500,000 Director Options to Mr Winton Willesee (or his nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Winton Willesee (and his nominees) and any of their associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chair 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.

10. Resolution 10 - Approval to issue Director Options to Ms Shannon Coates

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 1,500,000 Director Options to Ms Shannon Coates (or her nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ms Shannon Coates (and her nominees) and any of their associates.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote if:

- (c) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (d) it is cast by the Chair 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.

11. Resolution 11 - Approval to issue Broker Options to Ironside Capital

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 15,000,000 Broker Options to Ironside Capital (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ironside Capital (and its nominees) and any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

12. Resolution 12 - Approval to issue Broker Options to Ashanti Capital

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,000 Broker Options to Ashanti Capital (or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ashanti Capital (and its nominees) and any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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.

13. Resolution 13 - Election of Director - Mr Grant Ferguson

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of clause 13.3 of the Constitution and for all other purposes, Mr Grant Ferguson, who is eligible and has consented to act, be appointed as a Director of the Company on and from Completion."

14. Resolution 14 - Election of Director - Mr Tim Goldsmith

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject each of the other Acquisition Resolutions being passed and Completion occurring, for the purpose of clause 13.3 of the Constitution and for all other purposes, Mr Tim Goldsmith, who is eligible and has consented to act, be appointed as a Director of the Company on and from Completion."

15. Resolution 15 - Participation in Capital Raising by related party - Mr Winton Willesee

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, subject to each of the Acquisition Resolutions being passed and Completion occurring, pursuant to and in accordance with Listing Rule 10.11 of the Corporations Act and for all other purposes, Shareholders approve the issue of up to 2,500,000 Capital Raising Shares to Mr Winton Willesee (or his nominee) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Winton Willesee (or his nominees) or any person who might obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the Resolution is passed, and any of their respective associates.

The Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chair 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.

16. Resolution 16 - Approval to change Company name

To consider and, if thought fit, to pass as a **special resolution** the following:

"That, subject to each of the Acquisition Resolutions being passed and Completion occurring, and pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, the name of the Company be changed to "Kopore Metals Limited" with effect from the date that ASIC alters the details of the Company's registration."

ORDINARY BUSINESS

17. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2017 which includes the Financial Report, the Directors' Report and the Auditor's Report.

18. Resolution 17 - Remuneration Report

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

19. Resolution 18 - Re-election of Director - Ms Shannon Coates

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, for the purposes of Clause 13.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Ms Shannon Coates, who retires in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director."

20. Resolution 19 - Approval of Additional 10% Placement Capacity

To consider and, if thought fit, to pass with or without amendment, as a **special resolution** the following:

"That, for the purpose of Listing Rule 7.1A and all other purposes, the Company approves the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who might participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as a 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 Chair 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.

21. Resolution 20 - Adoption of Employee Incentive Option Plan

To consider and, if thought fit, to pass with or without amendment, as an **ordinary resolution** the following:

"That, for the purposes of Listing Rule 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt the Employee Incentive Option Plan and for the issue of Options under that Plan on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

Voting Prohibition Statement

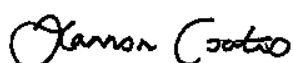
A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Shannon Coates
Director and Company Secretary
Metallum Limited
Dated: 25 September 2017

METALLUM LIMITED (TO BE RENAMED "KOPORE METALS LIMITED")

A C N 1 4 9 2 3 0 8 1 1

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Discovery Capital Partners at Level 1, 50 Ord Street, West Perth, Western Australia on Tuesday, 31 October 2017 at 10.00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 1	Introduction
Section 2	Action to be taken by Shareholders
Special Business - Acquisition of Global Exploration Technologies	
Section 3	Conditional Acquisition Resolutions
Section 4	Background to the Acquisition of Global Exploration Technologies
Section 5	Risks associated with the Acquisition
Section 6	Resolution 1 - Approval to change in nature and/or scale of activities
Section 7	Resolution 2 - Approval to issue Consideration Shares
Section 8	Resolution 3 - Approval to issue Capital Raising Shares
Section 9	Resolutions 4 and 5 - Approval to issue the Shares to Mr Grant Ferguson and Mr Tim Goldsmith
Section 10	Resolution 6 - Approval to issue Advisor Shares
Section 11	Resolutions 7 to 10 - Approval to issue Director Options to Messrs Ferguson, Goldsmith, Willesee and Ms Coates

Section 12	Resolutions 11 and 12 - Approval to issue Broker Options to Ironside Capital and Ashanti Capital
Section 13	Resolutions 13 and 14 - Election of Directors - Messrs Ferguson and Goldsmith
Section 14	Resolution 15 - Participation in Capital Raising by related party - Mr Winton Willesee
Section 15	Resolution 16 - Approval to change Company name
2017 Annual General Meeting Ordinary Business	
Section 16	Annual Report
Section 17	Resolution 17 - Remuneration Report
Section 18	Resolution 18 - Re-election of Director - Ms Shannon Coates
Section 19	Resolution 19 - Approval of Additional 10% Placement Capacity
Section 20	Resolution 20 - Adoption of Employee Incentive Option Plan
Schedule 1	Definitions
Schedule 2	Pro forma balance sheet
Schedule 3	Terms and conditions of Director Options and Broker Options

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company's share registry in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

2.3 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolutions 4, 5, 7 to 10, 17 and 20 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report the subject of the relevant Resolution; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolutions 4, 5, 7 to 10, 17 and 20 if the vote is not cast on behalf of a person who is excluded from voting on the relevant Resolution and:

- (c) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

SPECIAL BUSINESS - ACQUISITION OF GLOBAL EXPLORATION TECHNOLOGIES

3. Conditional Acquisition Resolutions

The Acquisition Resolutions (Resolutions 1 - 14 (inclusive)) are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite majority of Shareholders' votes at the Meeting. If any of the Acquisition Resolutions are not approved at the Meeting, none of the Acquisition Resolutions will take effect and the Acquisition Agreement and other matters contemplated by the Acquisition Resolutions will not be completed.

Resolutions 15 (Participation in Capital Raising by related party) and 16 (Change of Company Name) are conditional upon the approval of all of the Acquisition Resolutions. If all of the Acquisition Resolutions are not approved, Resolutions 11 and 12 will not take effect. However, the Acquisition Resolutions are not conditional upon the approval of Resolutions 19 or 20.

4. Background to the Acquisition of Global Exploration Technologies

4.1 General background

The Company was incorporated on 9 February 2011 and admitted to the Official List of ASX on 1 July 2011. The Company is an ASX-listed resource exploration and development company.

On 30 August 2017, the Company announced it had entered into a conditional binding agreement (**Acquisition Agreement**) with Global Exploration Technologies Pty Ltd (**Global Exploration Technologies** or **GET**) and the Majority Vendors under which the Company will acquire 100% of the issued capital of Global Exploration Technologies (**Acquisition**).

A summary of the material terms of the Acquisition Agreement is set out in Section 4.3 below.

Pursuant to the terms of the Acquisition Agreement, Global Exploration Technologies shall become a wholly owned subsidiary of the Company. Section 4.2 details the operations of Global Exploration Technologies.

This Notice of Meeting sets out the Resolutions necessary to complete the Acquisition. Each of the Acquisition Resolutions are conditional upon the approval by Shareholders of each of the other Acquisition Resolutions. If any of the Acquisition Resolutions are not approved by Shareholders, all of the Acquisition Resolutions will fail and Completion will not occur.

A summary of the Acquisition Resolutions is as follows:

- (a) the Acquisition, if successfully completed, will represent a significant change in the nature or scale of the Company's operations, for which Shareholder approval is required under Listing Rule 11.1.2 (Resolution 1);
- (b) the issue, at Completion, of up to 137,500,000 Consideration Shares to the Vendors (or their nominees) in consideration for the Company's acquisition of 100% of the issued capital in Global Exploration Technologies (Resolution 2);
- (c) the issue, at Completion, of up to 150,000,000 Shares (**Capital Raising Shares**) (Resolution 3) to raise up to \$3,000,000 via a placement to sophisticated and professional investors at an issue price of \$0.02 per Share;
- (d) the issue, at Completion, of 3,750,000 GET Director Shares as follows:
 - (i) 3,150,000 Shares to Mr Grant Ferguson (or his nominees); and
 - (ii) 600,000 Shares Mr Tim Goldsmith (or his nominees),in lieu of historical outstanding directors' fees owed by Global Exploration Technologies to Mr Grant Ferguson and Mr Tim Goldsmith (Resolutions 4 and 5);
- (e) the issue, at Completion, of 7,500,000 Advisor Shares to Ironside Capital (or his nominees) in part consideration for services provided to the Company as Co-manager to the Capital Raising (Resolution 6);
- (f) the issue, at Completion, of Director Options as follows:
 - (i) 12,000,000 Director Options to Mr Grant Ferguson (or his nominees);

- (ii) 5,000,000 Director Options to Mr Tim Goldsmith (or his nominees);
 - (iii) 1,500,000 Director Options to Mr Winton Willesee (or his nominees); and
 - (iv) 1,500,000 Director Options to Ms Shannon Coates (or her nominees);
- (Resolutions 7 to 10);
- (g) the issue, at Completion, of 35,000,000 Broker Options as follows:
- (i) 20,000,000 Broker Options to Ashanti Capital (or its nominees); and
 - (ii) 15,000,000 Broker Options to Ironside Capital (or its nominees),
- as part consideration for services provided to the Company in connection with the Capital Raising (Resolutions 11 and 12);
- (h) the appointment of two proposed Directors nominated by the Majority Vendors to the Board, being Mr Grant Ferguson and Mr Tim Goldsmith (Resolutions 13 and 14);
- (i) approval for Mr Winton Willesee who is a Director and a related party to the Company, to participate in the Capital Raising for up to 2,500,000 Shares (Resolution 15); and
- (j) changing the Company's name to "Kopore Metals Limited" subject to Completion and with effect from when ASIC alters the details of the Company's registration (Resolution 16).

The Vendors each currently hold no Shares and have no voting power in the Company, and are not related parties to the Company.

Assuming Completion of the Acquisition, all the Capital Raising Shares, GET Director Shares and Advisory Shares are issued and none of the Company's Options are exercised, existing Shareholders, Vendors, Mr Grant Ferguson, Mr Tim Goldsmith, Ironside and investors under the Capital Raising will each have the following voting power in the Company:

Shareholder	Shares	Voting power (%)
Existing Company Shareholders ¹	135,401,400	31.19
Vendors (other than Grant Ferguson and Tim Goldsmith) ²	112,133,117 ³	25.83
Grant Ferguson ²	19,329,302 ⁴	4.45
Tim Goldsmith ²	9,787,581 ⁵	2.25

Shareholder	Shares	Voting power (%)
Ironside ²	7,500,000 ⁶	1.73
Investors under the Capital Raisings	150,000,000	34.55
TOTAL	434,151,400	100.0

Notes:

1. Assumes that none of the existing Shareholders participate in the Capital Raise.
2. The Vendors, Mr Grant Ferguson, Mr Tim Goldsmith and Ironside are not related parties to the Company or, in the case of Mr Grant Ferguson and Mr Tim Goldsmith, are only related parties to the Company as a result of the Acquisition.
3. Includes the Consideration Shares other than the 25,366,883 Consideration Shares to be issued to Messrs Ferguson and Goldsmith. Does not include any GET Director Shares or Advisor Shares to be issued to Vendors.
4. Comprises 16,179,302 Consideration Shares and 3,150,000 GET Director Shares.
5. Comprises 9,187,581 Consideration Shares and 600,000 GET Director Shares.
6. Advisor Shares.

No individual Vendor will hold voting power in the Company of 5% or above post Acquisition. Refer to Section 4.8 for further details in relation to the voting power of the Vendors post Acquisition.

Other information considered material to the Shareholders' decision on whether to pass the Acquisition Resolutions is set out in this Explanatory Memorandum, and Shareholders are advised to read this information carefully.

4.2 Overview of Global Exploration Technologies Pty Ltd

(a) Introduction

Global Exploration Technologies' Kopore Copper/Silver Project is made up of eight granted prospecting licences, comprising 5,158km² of highly prospective copper-silver exploration areas across the Ghanzi District of Botswana. All eight prospecting licences are 100% held by Global Exploration Technologies' Botswanan subsidiaries (see Table 2 below).



Figure 1 - Global Exploration Technologies Pty Ltd Prospecting Licences

The Kopore Copper/Silver Project lies to the southwest and east of Ghanzi straddling the main A3 bitumen road that links, Maun-Ghanzi-Gaborone and the Trans Kalahari Highway linking Botswana and Namibia (Figure 1). The Kopore Copper/Silver Project portfolio has been geographically separated into two groups of prospecting licences (Figure 2), consisting of the:

- (i) **Ghanzi West Group**- six prospecting licences areas, covering 4,330.2 sq. km; and
- (ii) **Senyetse Group** - two prospecting licence areas, covering 830.5 sq. km.

Global Exploration Technologies is actively assessing additional opportunities to secure further prospective land packages in the Kalahari Copperbelt of Botswana.

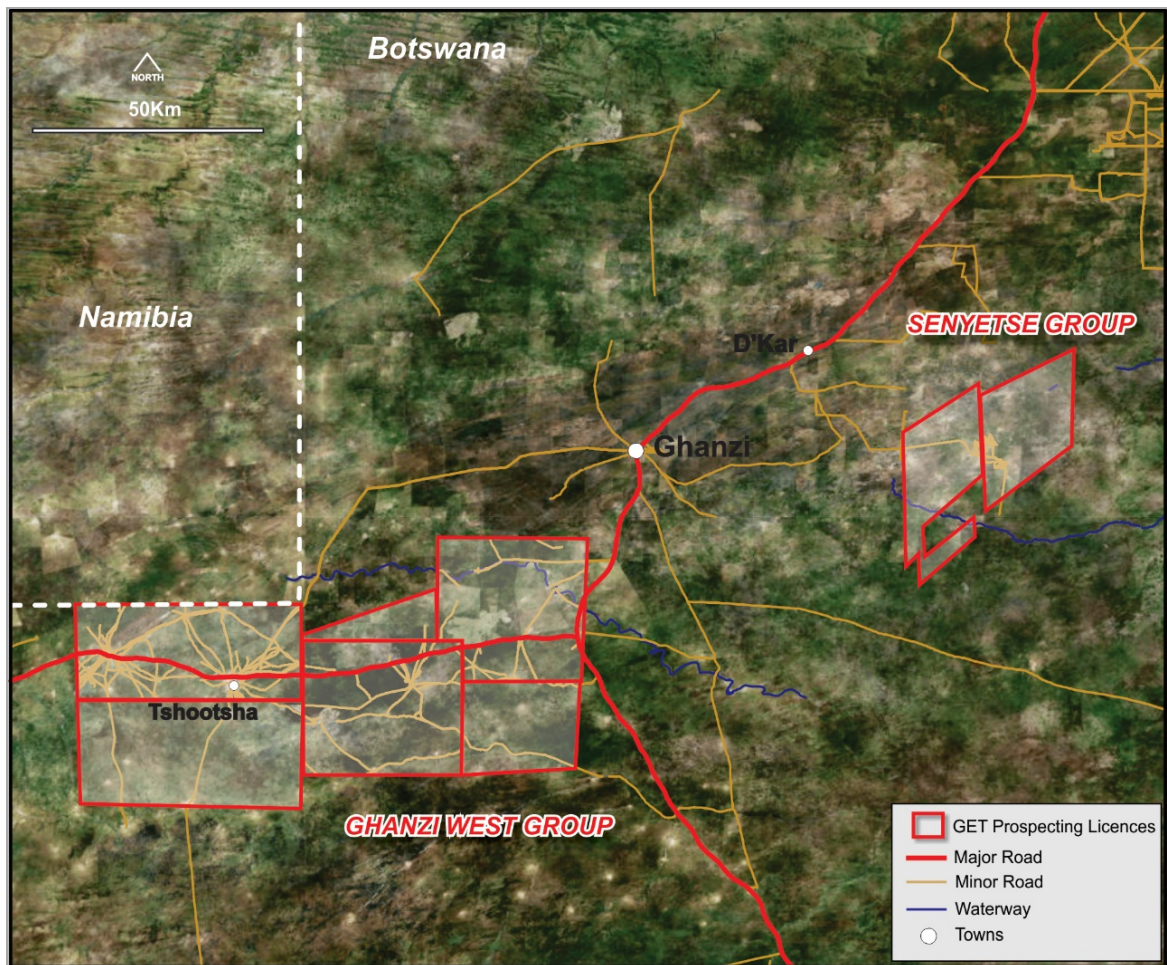


Figure 2 – Ghanzi West and Senyetse licence groups

(b) Regional Overview

The Kopore Copper/Silver Project area lies at an average altitude of approximately 1,000m above sea level (mASL) in the Kalahari sandveld, a gently undulating sand-covered plain with variations of about 150m from east to west. The almost uniformly flat landscape has a few low hills towards the south of Ngamiland and Ghanzi Districts. The Kgwebe, Ngwanalekau and Mabeleapodi Hills in the south and south-west of Ngamiland District, and Tsau Hills to the south of the Kuke Fence in the Ghanzi District, provide topographic diversity.

The main topographic feature is the Ghanzi Ridge, which transects the property and strikes north-east to south-west. Its peak is at an elevation of 1,134 mASL near the town of Ghanzi and reaches 924 mASL elevation near Maun.

Vegetation varies from sparse thorn scrub and large open grassy plains to medium to dense tree and bush savannah that predominates in the north and east, consisting of grasslands interspersed with trees. The *Terminalia* tree species and bush savannah are predominant.

(c) Tectonic and Geological Setting

The sediments of the Kalahari Copperbelt, covering Namibia and Botswana were deposited in basins along the north-western margin of the Kalahari Craton (Kapaavaal Craton) (Figure 3).

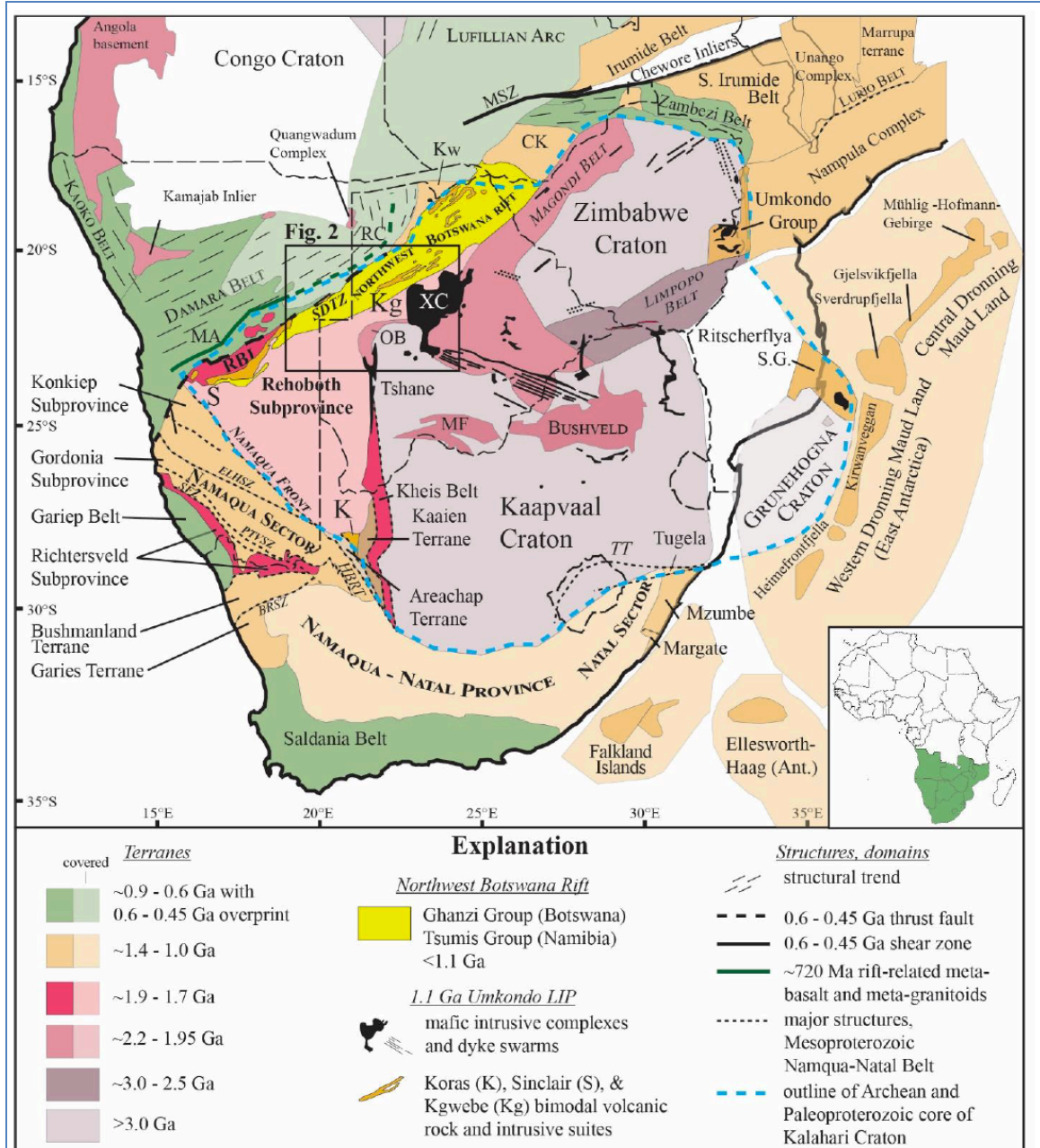


Figure 3 – Geo-tectonic setting (after Hall et al., 2017; Hitzman et al., 2012; Maiden and Borg, 2011; Selley et al., 2005; Porada and Berhorst, 2000; Kapunzu and Caliteux, 1999)

The sedimentary package within Kopore Copper/Silver Project comprises a sequence of deformed Neoproterozoic meta-volcanics and meta-sediments, known as the Ghanzi Group in Botswana (~540-1085 Ma). These sediments were deposited in an intra-cratonic basin environment, which was subsequently deformed as a result of the collision of the Congo Craton and the Kalahari Craton during the Pan African Damaran-Lufilian orogeny (~600-480 Ma).

The Kalahari Copperbelt extends over a distance of 1,000km from Klein Aub in Namibia to the Chinamba Hills, in northern Botswana, (Figure 4).

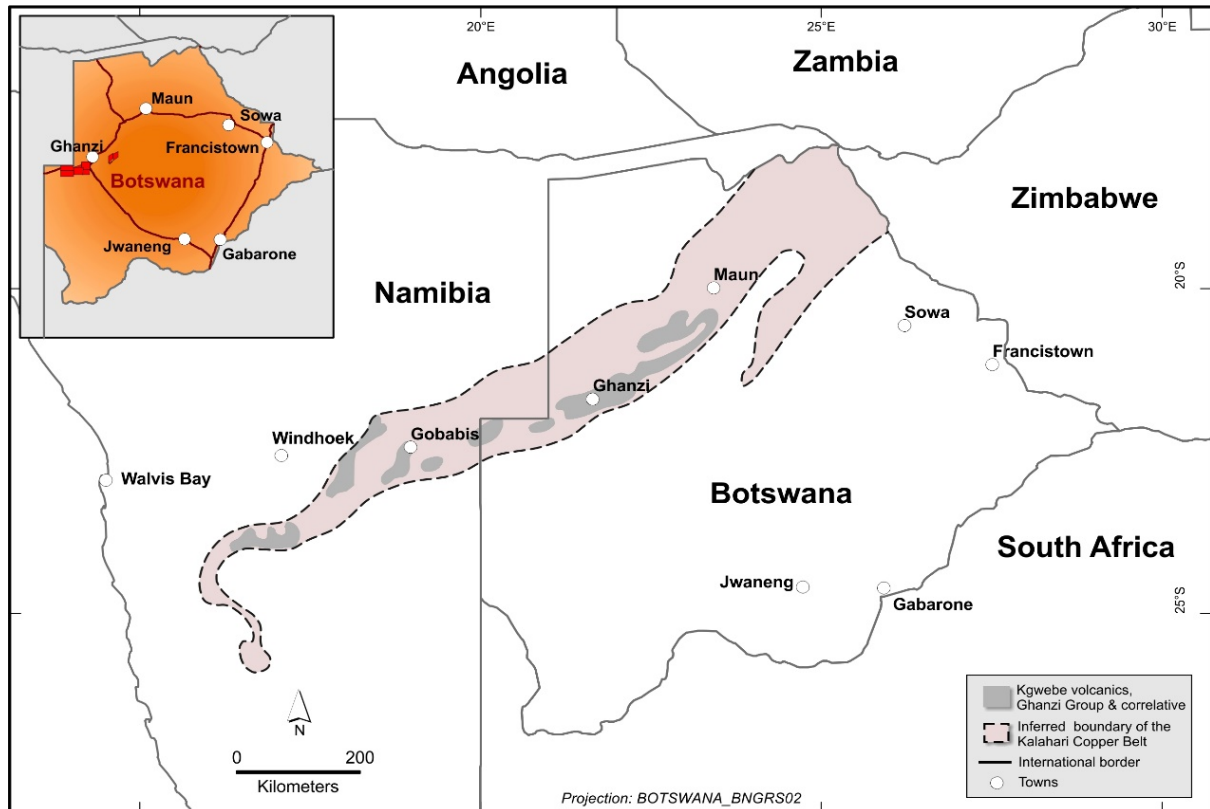


Figure 4 - Kalahari Copperbelt in Botswana and Namibia

Regionally there are similar lithologies along the belt, consisting of the mafic and felsic volcanics of the Kgwebe Formation (1085.5 ± 4.5 Ma) at the base, overlain by medium to coarse grained locally oxidized red-bed successions of the Ngwako Pan Formation. These are overlain in turn by a finer grained succession, the D'Kar Formation comprising shales, silts, marls and sandstones. These rock sequences are in turn overlain by younger red-beds consisting of well-sorted, fine to medium-grained arkosic sandstone, interbedded with siltstone, mudstone and limestone called the Mamuno Formation.

The aforementioned geological sequences are overlain by the Kalahari Formation, a complex lithological unit of sands, calcretes, silcretes and river, or pan sediment of various types that range in age from Cretaceous to Recent. These beds obscure much of the outcrop in the area and can vary in thickness from 5m up to a depth of 60m.

The key stratigraphic formations that comprise the Ghanzi Group include:

- (i) **Kuke Formation:** A 500m thick sequence of cross-bedded, medium-grained quartz arenites with mudstone interclasts. A basal conglomerate containing fragments of the underlying Kgwebe Formation rests on the unconformable contact with the Kgwebe Formation.
- (ii) **Ngwako Pan Formation:** Lithologies along the belt vary from coarse grits and interbedded sandstones and grits to medium-grained sandstones. The environment of deposition has been interpreted as continental fluvial facies with the coarser fractions deposited in zones of water sediment discharge onto an alluvial fan with the minor finer fractions representing overbank discharge and zones of limited or restricted clastic deposition. Palaeocurrent measurements by previous workers on ripple marks and trough cross bedding indicate a northeasterly sediment source.
- (iii) **D'Kar Formation:** Regionally varies along the belt from marls to siltstones and interbedded sandstones with dark carbon rich siltstones and increasing carbonates towards the top of the succession. Workers have interpreted this as a progressive marine transgression over a conformable but uneven surface.
- (iv) **Mamuno Formation:** Comprised of approximately 1,500m thick sequence of red-beds consisting of well sorted, fine to medium grained arkosic sandstone, interbedded with siltstone, mudstone and limestone. Sedimentary structures consist of planar parallel lamination, cross-bedding reactivation surfaces overlain by massive beds, ladder-back interference oscillatory ripples and straight-crested symmetrical ripple forms. The Mamuno Formation overlies the upper D'Kar Formation with no obvious break and represents a regression of shallower, high energy, near shore environments (upper shore face to foreshore) over the deeper water shallow shelf sediments of the D'Kar Formation.

Metamorphism and Structure

The rocks of the Kalahari Copperbelt only exhibit low grade metamorphism associated with the greenschist facies and the development of chlorite and sericite in the siltstones and sandstones with quartz-carbonate-chlorite filled veins. Peak metamorphism occurred at ~530 Ma based on K/Ar age determinations on white mica from the conformably overlying Nama Group in Namibia.

The dominant structural orientations within the Ghanzi-Chobe fold belt are northeast to southwest developed during the Pan African Damaran-Lufilian Orogen. The intensity of the deformation increases towards the northwest of the Kalahari Copperbelt, where regional gravity and magnetic interpretations indicate the position of the suture zone between the Congo and Kalahari Cratons. Conversely, the intensity of deformation dies out to the southeast, towards the foreland accretion zone of the Kalahari Craton.

Kalahari Copperbelt Mineralisation

Mineralisation within the Kalahari Copperbelt is both stratigraphically and structurally controlled. Copper-silver mineralisation occurs along the contact between the Ngwako Pan Formation and the D'Kar Formation with increased copper-silver grades principally related to shearing, fold limbs and a combination of tensional failure and shear in fold closures. Three types of copper-silver mineralisation has been delineated comprising (a) disseminated sulphides, (b) cleavage related mineralisation and (c) vein related mineralisation.

Mineralisation evolved with progressive deformation during fold amplification indicating multistage reactivation of bedding plane shearing and brecciation. This suggests that permeability was maintained during hydrothermal fluid flow, which is consistent with the coupled relationships between deformation and fluid flow in a wide variety of mineral deposits.

Deformation partitioning, relating to shear development and propagation, was the key driver of permeability development along the belt. This occurred during fold amplification and ties the mineralizing fluid flow to regional shortening associated with the evolution of the fold-thrust belt. Targets for mineralized (trap site) frameworks within the belt are represented by end-members of a continuum. It is probable that the expression of a mineralized trap site will change according to:

- (i) position relative to district scale shear elements (flexures along limbs);
- (ii) position with respect to hinge zones (shear to breccia dominated mineralized positions);
- (iii) position along strike (hinge to limb parallel flow); and
- (iv) presence and partitioning behaviour of boundary domains in weak lithologies immediately adjacent to strong lithologies.

The alteration associated with the mineralisation is silicification commonly as quartz veins; carbonate alteration also commonly as carbonate and quartz carbonate veining, albitization, sericitisation and hematization.

Important characteristics of the mineralisation are:

- (i) near surface changes in oxidation state have produced oxidized minerals derived from the underlying sulfide zone;
- (ii) sulfide assemblages are frequently zoned, predominantly vertically upwards, but occasionally laterally along strike and up and down dip; and
- (iii) the zonation sequence commonly developed is: proximal hematite > chalcocite-hematite > chalcocite-bornite > bornite > bornite-chalcopyrite > chalcopyrite > chalcopyrite-pyrite > pyrite-sphalerite-galena.

The most favourable regional targets to focus on are thought to comprise firstly, contact zones between either, the lower D'Kar/Ngwako Pan Formations or the upper D'Kar/Mamuno Formations contacts, especially where flexures have developed along fold limbs that may have created dilational trap sites. Secondly, fold hinge zones both in the D'Kar Formation where dome structures may preserve shear related mineralisation along the contact zones and higher in the stratigraphy where partitioning behaviour between weaker and stronger lithologies create dilational trap sites and in the underlying Ngwako Pan Formations where breccia dominated trap sites may exist.

(d) Recent Exploration within the Kalahari Copperbelt

The Kalahari Copperbelt is currently being actively explored by three known exploration and resource development companies, consisting of Cupric Canyon Capital (USA, private), MOD Resources Limited (ASX:MOD) and Global Exploration Technologies. The actively exploring companies range in current project activities from greenfield exploration through to feasibility studies and impending mine construction projects, (Figure 5).

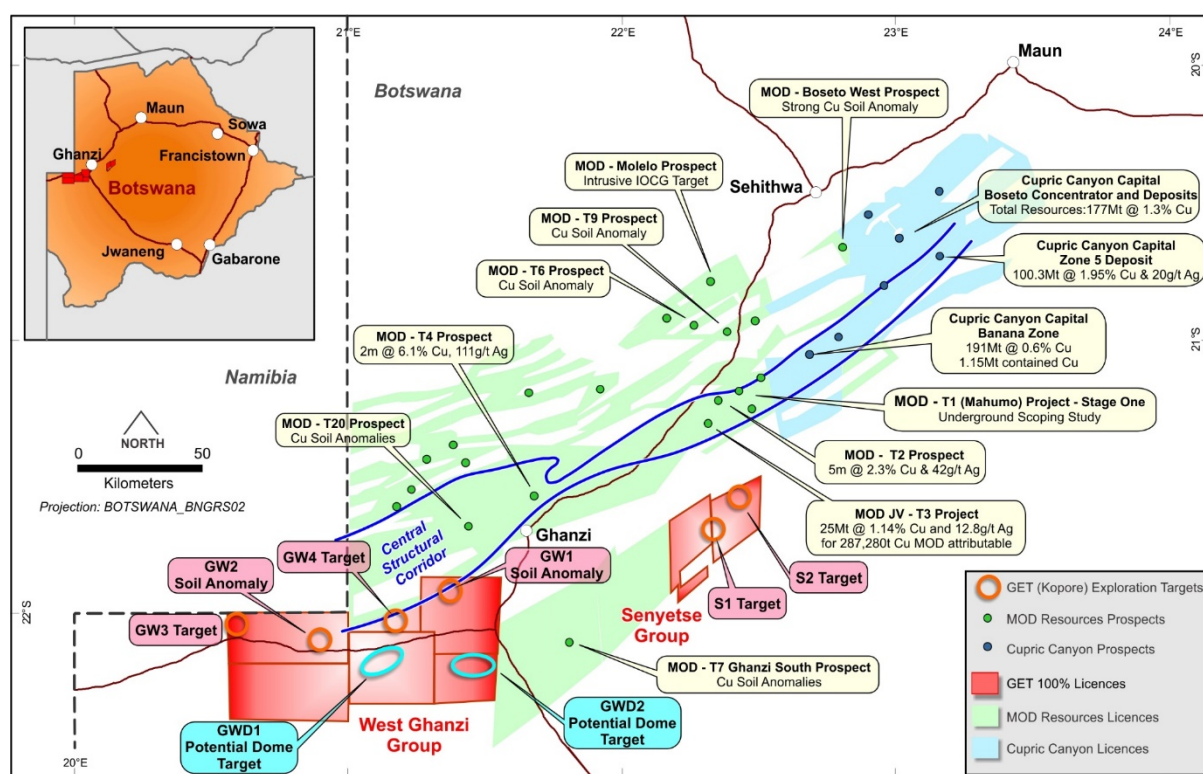


Figure 5 –Kalahari Copperbelt Key Exploration and Resource Development Companies

(e) Ghanzi West Group

Global Exploration Technologies has been actively exploring the Ghanzi West group since granting of the initial prospecting licences in October 2016 (Table 2).

Recent Exploration Activities on the Ghanzi West Group

The recent exploitation activities of Global Exploration Technologies include:

- (i) field location of the historical exploration activities, in particular the GW1 and GW2 soil anomalies (Figure 6);
- (ii) regional and Global Exploration Technologies licence specific geological re-interpretation utilising re-processed government airborne geophysical data, and field geological mapping; and
- (iii) confirmatory soil sampling program was also undertaken, with results currently being assessed and expected to be finalised in October 2017.

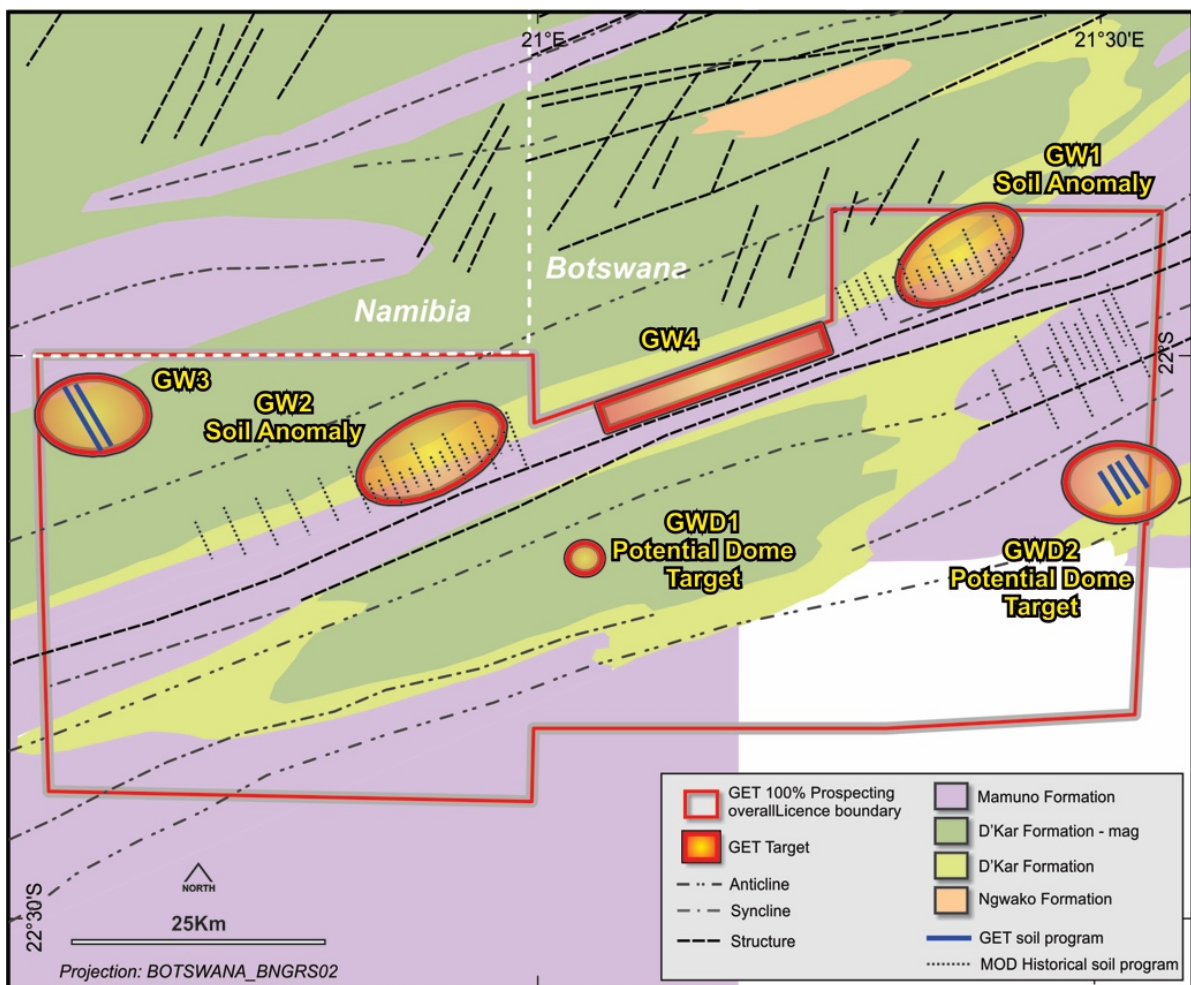


Figure 6 - Ghanzi West Interpreted Geology with Exploration Prospects

A geological investigation across the Ghanzi West Group, utilising re-processed regional government airborne magnetics, indicates the potential for two major dome structures, which the Company has named GWD1 & GWD2, interpreted to be similar to the T3 dome held by MOD Resources Limited. Global Exploration Technologies is currently evaluating the benefit of conducting a new airborne survey incorporating magnetics and electromagnetics over these potential dome targets, in

order to provide more detailed geological and structural information, along with better targeting for any potential copper mineralisation.

In addition, potential trap site structures have been identified which are situated along the upper D'Kar/Mamuno Formations contacts and regional shears and faults. Previous explorers conducted three regional soil sampling programs highlighted in Figure 6 and initiated ground geophysics consisting of IP across part of soil anomaly GW1, culminating in the of drilling four reverse circulation (RC) holes on three section lines (Figure 6). This shallow RC drilling program (approximately 150m depth holes) intersected pyrite mineralisation in two of the four holes drilled. Pyrite mineralisation has been noted as a potential pathfinder mineral in the Kalahari Copperbelt.

Phase 1 - Ghanzi Soil Sampling Program July 2017

Global Exploration Technologies recently completed two soil sampling programs on the Ghanzi West prospecting licences, designing the soil sampling programs specifically to account for the project's climate and metallogeny, soil and cover type, depth and geochemical response. The selected assay technique was the Intertek Terra-Leach TL1 technique, which is demonstrating its potential to be a highly appropriate analysis technique in identifying geochemical anomalies, under the prevailing conditions throughout the Kalahari Copperbelt.

Further analysis of these results is still in process and the Company expects the completion of the soil results to be finalised in October 2017. The initial soil program is viewed as only an initial reconnaissance exercise and it is the Company's view that the results of this program will not affect the overall prospectivity of the Company's portfolio in a negative manner. The Company is otherwise satisfied with the due diligence on the geological background that the area shows high prospectively and is worth undertaking further exploration on. The Company will be proceeding with its highest ranked targets and views the soil sampling program as providing complimentary field technical information and possible additional exploration targets.

2017-2018 Planned Exploration Programs for Ghanzi West

Following Completion, Global Exploration Technologies plans to undertake the following activities, within the following 12 months:

- (i) ground magnetic and electromagnetic (EM) survey over the GW1 and GW2 copper soil anomalies;
- (ii) ground magnetic and electromagnetic (EM) survey across other target areas, including GW3 and GW4;
- (iii) airborne magnetic and electromagnetic (EM) surveys over the GWD1 interpreted domal structure;
- (iv) follow up Phase 1 RC drilling program across identified target areas, with an initial focus on stratigraphy; and
- (v) potential detailed drilling campaign.

(f) **Senyetse Licences**

The Senyetse Group of prospecting licences consist of approximately 830.5 sq km in area and located 70km east of the town of Ghanzi in Ghanzi District.

Recent Exploration Activities on the Senyetse Licences

Global Exploration Technologies' recent exploration activities on the Senyetse Licences include:

- (i) field location of a historical soil sampling campaign (Figure 7);
- (ii) regional and Company specific licence area geological re-interpretation utilising re-processed government airborne geophysical data and field geological mapping; and
- (iii) confirmatory soil sampling program was also undertaken, with results currently being assessed.

Previous explorers had conducted extensive soil sampling over a large portion of the Company's Senyetse prospecting licence areas and the XRF data was reprocessed and re-evaluated, (Figure 8). Global Exploration Technologies has recently completed a confirmatory soil sampling program over the Senyetse S1 Target to test the previous Niton sampling program, utilising the Intertek Terra Leach TL1 analysis method to test for mineralisation associated with structural trap sites at the loci between a potential D'Kar and Ngwako Pan contact position, regional shear and thrust located in the central portion of the licences.

Further analysis of these results is still occurring as at the date of this Notice and the Company expects the completion of the soil results to be finalised in October 2017. The initial soil program is viewed as only an initial reconnaissance exercise and it is the Company's view that the results of this program will not affect the overall prospectivity of the Company's portfolio in a negative manner. The Company is otherwise satisfied with the due diligence on the geological background that the area shows high prospectively and is worth undertaking further exploration on. The Company will be proceeding with its highest ranked targets and views the soil sampling program as providing complimentary field technical information and possible additional exploration targets.

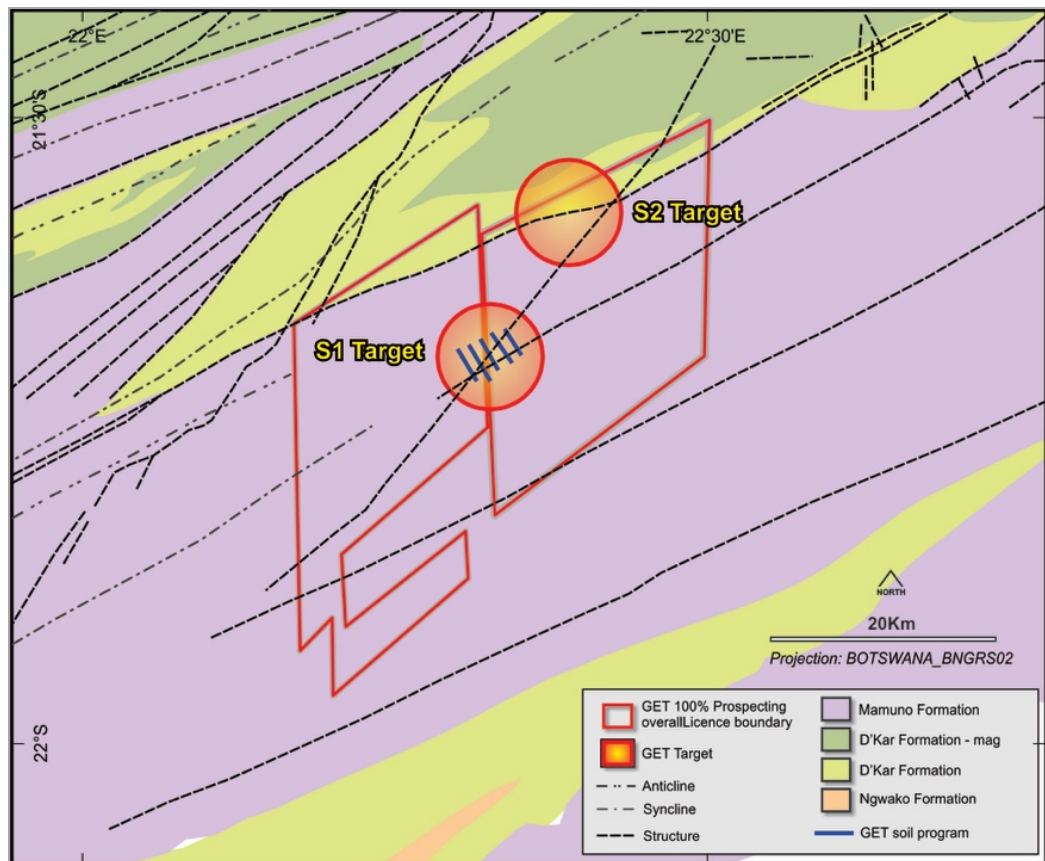


Figure 7 - Senyetse Interpreted Geology with Exploration Prospects

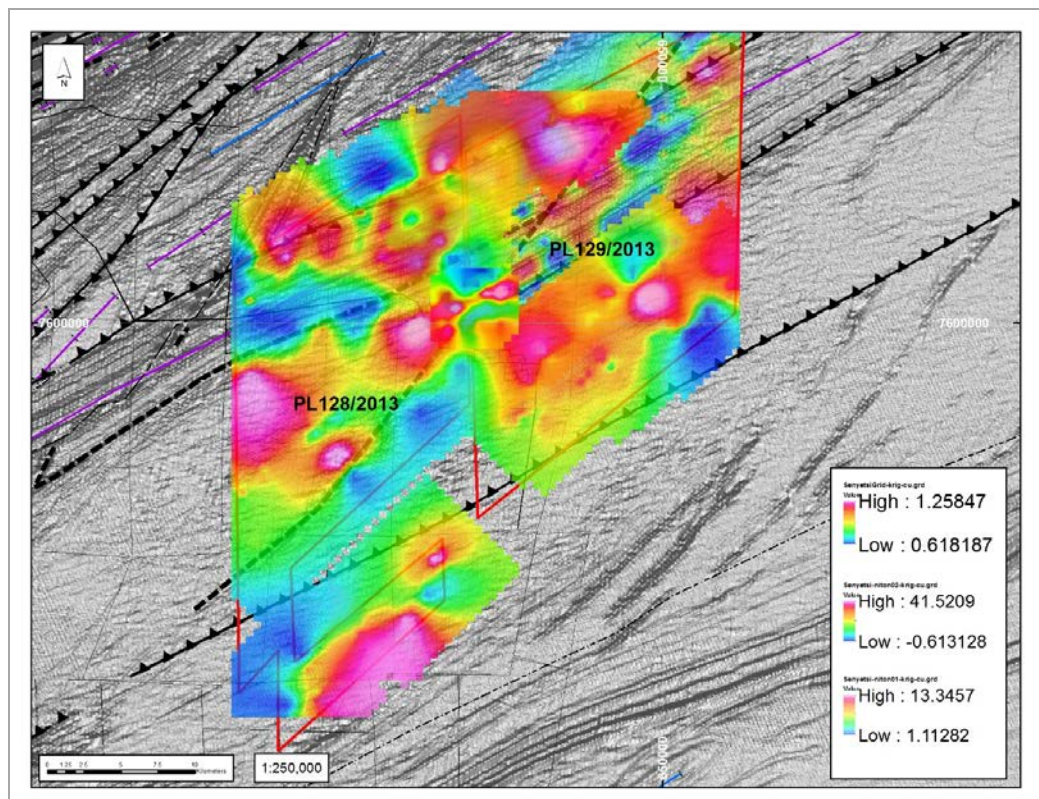


Figure 8 - Senyetse re-processed historic XRF results.

2017-2018 Senyetse Planned Exploration Programs

Subject to Completion, Global Exploration Technologies plans to undertake the following activities, within the following 12 months:

- (i) 2017 - ground magnetic and electromagnetic (EM) survey over the S1 and S2 copper soil anomalies;
- (ii) 2018 - airborne magnetic and electromagnetic (EM) surveys over the GWD1 interpreted domal structure;
- (iii) follow up Phase 1 RC drilling program across identified target areas, with an initial focus on stratigraphy; and
- (iv) potential detailed drilling campaign.

(g) Exploration budget

The envisaged exploration budget for the Kopore Copper/Silver Project to follow-up on the work already undertaken is detailed in Table 1, below:

Table 1 - Proposed Exploration Expenditure 2017-2018 Kopore Copper/Silver Project

Activity	Expenditure \$AUS
West Ghanzi	
Ground Mag/EM	\$25,000
Airborne Mag/EM	\$700,000
Drilling	\$500,000
Senyetse	
Ground Mag/EM	\$30,000
Airborne Mag/EM	\$250,000
Drilling	\$180,000
Soils	\$45,000
TOTAL (Kopore Copper/Silver Project)	\$1,730,000

Global Exploration Technologies Pty Ltd Prospecting Licence Information including Expenditure Commitments

Prospecting Licence	Holder	Date Granted	Expiry Date	Project Area	Annual Rent	Annual Rent	Minimum Expenditure					
							(Year 1)		(Year 2)		(Year 3)	
				(km ²)	(BWP)	(A\$)	(BWP)	(A\$)	(BWP)	(A\$)	(BWP)	(A\$)
PL203/2016	Icon-Trading Company (Proprietary) Limited CO2016/9359	1/10/2016	30/09/2019	928.6	4,643	579	200,000	25,000	250,000	31,000	300,000	37,500
PL204/2016	Icon-Trading Company (Proprietary) Limited CO2016/9359	1/10/2016	30/09/2019	925	4,625	576	200,000	25,000	250,000	31,000	300,000	37,500
PL205/2016	Icon-Trading Company (Proprietary) Limited CO2016/9359	1/10/2016	30/09/2019	870.6	4,353	542	200,000	25,000	250,000	31,000	300,000	37,500
PL128/2013	Alvis Crest (Proprietary) Limited CO2016/8899	1/07/2016	30/06/2018	412.2	2,061	247	300,000	36,000	500	60,000		
PL129/2013	Alvis Crest (Proprietary) Limited CO2016/8899	1/07/2016	30/06/2018	418.3	2,092	250.98	300,000	36,000	500	60,000		
PL127/2017	Ashmead Holdings (Pty) Ltd CO2016/9358	1/07/2017	30/06/2020	991	4,955	594	200,000	23,994	250,000	29,993	300,000	35,991
PL128/2017	Ashmead Holdings (Pty) Ltd CO2016/9359	1/07/2017	30/06/2020	452	2,260	271	200,000	23,994	250,000	29,993	300,000	35,991
PL129/2017	Ashmead Holdings (Pty) Ltd CO2016/9360	1/07/2017	30/06/2020	163	815	98	200,000	23,994	250,000	29,993	300,000	35,991
Total				5,160.70	25,804.00	3,158.35	1,800,000.00	218,982.79	1,501,000.00	302,978.49	1,800,000.00	220,474.19

4.3 Key terms of the Acquisition Agreement

(a) Consideration

In consideration for 100% of the issued capital of Global Exploration Technologies, the Company will issue 137,500,000 Consideration Shares to the Vendors (or their nominees).

(b) Conditions Precedent

Completion is **conditional** upon the satisfaction (or waiver) of the following outstanding conditions precedent:

- (i) **Shareholder Approvals:** the Company obtaining all necessary shareholder and regulatory approvals to complete the Acquisition and perform its obligations under the Acquisition Agreement;
- (ii) **Capital Raising:** the Company completing the Capital Raising; and
- (iii) **Binding Agreements:** each Minority Vendor entering into a binding agreement to sell all their respective rights and interest in all of their shares in Global Exploration Technologies.

If the Conditions Precedent are not satisfied (or waived) on or before 5.00pm (WST) on the date that is 120 days after the date of the Acquisition Agreement, the Acquisition Agreement may be terminated by Global Exploration Technologies or the Company.

(c) Advisory Fees

The Company will pay a 6% placement fee on all funds raised under the Capital Raising to relevant brokers in connection with Capital Raising. In addition to this 6% placement fee, the Company will:

- (i) issue, on Completion, 7,500,000 Advisor Shares to Ironside Capital (Co-manager to the Capital Raising) as part consideration for services provided by Ironside Capital to the Company in connection to the Capital Raising; and
- (ii) pay, on Completion, a success fee of \$150,000 to Discovery Capital Pty Ltd (Lead Advisor to the Capital Raising and the Acquisition) as part consideration for services provided by Discovery Capital Pty Ltd to the Company in connection to the Capital Raising and Acquisition.

The issue of the Advisor Shares is the subject of Resolution 6.

(d) GET Director Shares

On Completion the Company will issue 3,750,000 Shares to Mr Grant Ferguson and Mr Tim Goldsmith (or their respective nominees) in lieu of historical outstanding directors' fees owed by Global Exploration Technologies to Mr Grant Ferguson and Mr Tim Goldsmith.

As a result of the Acquisition, the outstanding directors' fees owed by Global Exploration Technologies to Mr Grant Ferguson and Mr Tim Goldsmith will ultimately become a liability of the Company. The Company proposes to

discharge this liability by the issue of the GET Director Shares. The issue of the GET Director Shares to Mr Grant Ferguson and Mr Tim Goldsmith is the subject of Resolutions 4 and 5 respectively.

As set out in Section 4.3(g), it is proposed that (subject to shareholder approval of Resolutions 13 and 14 respectively) Mr Grant Ferguson and Mr Tim Goldsmith will be appointed to the Board of the Company from Completion.

Mr Grant Ferguson and Mr Tim Goldsmith are not related parties to the Company other than as a result of the Acquisition.

(e) Director Options

On Completion the Company will issue Director Options as follows:

- (i) 12,000,000 to Mr Grant Ferguson, who is a proposed Director;
- (ii) 5,000,000 to Mr Tim Goldsmith, who is a proposed Director;
- (iii) 1,500,000 to Mr Winton Willesee, who is a current Director; and
- (iv) 1,500,000 to Ms Shannon Coates who is a current Director.

Mr Grant Ferguson and Mr Tim Goldsmith are proposed Directors and are only related parties to the Company as a result of the Acquisition. The issue of Director Options to Mr Grant Ferguson and Mr Tim Goldsmith is the subject of Resolutions 7 and 8.

Mr Grant Ferguson intends to nominate Mr David Catterall to receive 2,000,000 of the 12,000,000 Director Options to be issued to Mr Grant Ferguson under Resolution 7. Mr David Catterall is the Company's proposed exploration manager and is not a related party to the Company.

As current Directors, Mr Winton Willesee and Ms Shannon Coates are related parties to the Company. The issue of Director Options to Mr Winton Willesee and Ms Shannon Coates is the subject of Resolutions 9 and 10.

The Director Options will be issued on the terms and conditions set out in Schedule 3.

(f) Broker Options

On Completion, the Company will issue 35,000,000 Broker Options to Ashanti Capital (Lead Manager to the Capital raising) and Ironside Capital (Co-manager to the Capital Raising) in part consideration for services provided to the Company by Ashanti Capital and Ironside Capital in connection with the Capital Raising, as follows:

- (i) 20,000,000 Broker Options to Ashanti Capital (or its nominees) and
- (ii) 15,000,000 Broker Options to Ironside Capital (or its nominees).

Ironside Capital has the right to require Ashanti Capital to nominate such third party nominees as Ironside Capital directs to receive up to 5,000,000 of the Broker Options to be issued to Ashanti Capital (or its nominees).

The issue of the Broker Options is the subject of Resolutions 11 and 12. The Broker Options will be issued on the terms and conditions set out in Schedule 3.

(g) **Company Board**

The Majority Vendors have the right to nominate up to two new directors to be appointed to the Board (subject to shareholder approval). Resolutions 13 and 14 respectively seek the appointment of:

- (i) Mr Grant Ferguson as Managing Director of the Company; and
- (ii) Mr Tim Goldsmith as Non-Executive Chairman of the Company.

It is expected that Mr Winton Willesee and Miss Erlyn Dale will retire as Directors on Completion.

Further details of the impact of the Acquisition on the composition of the Board are set out in Section 4.11.

(h) **Change of name**

Following Completion the Company will change its name to "Kopore Metal Limited", with effect from the date that ASIC alters the details of the Company's registration.

The change of name is the subject of Resolution 16.

(i) **Other**

The Acquisition Agreement contains other terms, conditions and warranties as are standard for an agreement of its nature.

4.4 Loan Agreement

The Company has entered into a loan agreement with Global Exploration Technologies (**Loan Agreement**).

Pursuant to the Loan Agreement, the Company agrees to advance Global Exploration Technologies a loan of \$148,300 (**Loan**) to be applied by Global Exploration Technologies towards an airborne magnetic/electromagnetic survey on the Kopore Copper/Silver Project.

If Completion occurs on or before 3 November 2017 or such other date as the parties agree (**Interest Date**), the Loan will be interest free and repayable by Global Exploration Technologies to the Company on the date that is 105 days after the Interest Date (**Maturity Date**).

If Completion does not occur on or before the Interest date, interest will accrue on the Loan at a rate of 8% per annum and the Loan plus accrued interest will be repayable by Global Exploration Technologies to the Company on the Maturity Date.

The Loan is secured by a security interest in favour of the Company over all the assets of Global Exploration Technologies up to the value of the Loan and any accrued interest.

The Loan Agreement contains other terms, conditions and warranties as are standard for a loan agreement of its nature.

4.5 Capital Raising

As set out in Section 4.3(b) above, one of the conditions precedent to Completion is the completion of the Capital Raising.

The Capital Raising will include a placement to professional and sophisticated investors who (other than Mr Winton Willesee) are not related parties to the Company of 150,000,000 Capital Raising Shares at an issue price of \$0.02 per share to raise up to \$3,000,000. Shareholder approval for the participation of Mr Winton Willesee in the Capital Raising is being sought under Resolution 15.

Ashanti Capital is Lead Manager to the Capital Raising and Ironside Capital is Co-manager to the Capital Raising.

As set out in Section 4.3(f) above it is a term of the Acquisition Agreement that the Company issue a total of 35,000,000 Broker Options to Ashanti Capital and Ironside Capital (or their respective nominees) as part consideration for services provided the Company in connection with the Capital Raising. The Broker Options will be issued on the terms and conditions set out in Schedule 3.

4.6 Pro forma balance sheet

An unaudited pro forma statement of financial position of the Company as at 30 June 2017 based on the audited accounts of the Company is set out in Schedule 2.

4.7 Effect on capital structure

The pro forma capital structure of the Company following completion of the Acquisition and Capital Raising is set out below:

	Shares	Options
Existing Securities	135,401,400	88,750 ¹
Capital Raising	150,000,000 ²	-
Consideration Shares	137,500,000 ³	-
GET Director Shares	3,750,000	
Advisor Shares	7,500,000	-
Broker Options	-	35,000,000
Director Options	-	20,000,000
TOTAL	434,151,400	55,088,750
FULLY DILUTED TOTAL⁴	489,240,150	NIL

Notes:

1. Comprising 34,500 unlisted Options exercisable at \$7.44 each on or before 17 November 2017, 25,000 unlisted Options exercisable at \$14.80 each on or before 19 October 2017, 7,500 unlisted Options exercisable at \$7.60 each on or before 9 March 2018 and 21,750 unlisted Options exercisable at \$2.92 each on or before 16 July 2018.

2. Based on a Capital Raising of \$3,000,000 with an issue price of \$0.02 per Share.
3. None of the Vendors is a related party to the Company.
4. Based on all 55,088,750 Options having converted to Shares. Subject to timing of Completion, the 25,000 unlisted Options exercisable at \$14.80 each on or before 19 October 2017 which the Company currently has on issue may expire without exercise prior to Completion occurring. If this occurs, the fully diluted total shown in the table above will be reduced to 489,215,150.

4.8 Voting power of the Vendors

None of the Vendors currently hold any Shares nor have any voting power in the Company.

Assuming Completion of the Acquisition, all the Capital Raising Shares, Advisor Shares and GET Director Shares are issued, the Vendors will have a combined voting power in the Company of 31.67%. This does not take into account any GET Director Shares or Advisor Shares to be issued to individual Vendors.

No individual Vendor will hold voting power in the Company of 5% or more post Acquisition.

Assuming Completion of the Acquisition, all the Capital Raising Shares, Advisor Shares and GET Director Shares are issued and all Options on issue post Acquisition are exercised, the Vendors will have a combined voting power in the Company of approximately 28.10%. This does not take into account any GET Director Shares or Advisor Shares to be issued to individual Vendors, and is based on 55,088,750 Options having converted into Shares.

4.9 Proposed budget

The Company intends to use the funds raised under the Capital Raising, together with the Company's existing cash reserves post-Acquisition as follows:

Allocation of funds ¹	Amount \$	%
Exploration and development costs - Existing Projects	1,100,000	29.9
Exploration and development costs - Kopore Copper/Silver Project	1,730,000	47.0
Costs associated with the Acquisition and Capital Raising fees ¹	450,000	12.2
Administration and working capital ²	400,000	10.9
Total	3,680,000³	100.0

Notes:

1. Includes a 6% placement fee payable on funds raised under the Capital Raising and the \$150,000 fee payable to Discover Capital Pty Ltd as Lead Advisor. See Section 4.3(c) for details.
2. Includes corporate overheads, payment of directors fees, ASX fees, audit fees, rent and other general administration costs.
3. Includes current cash of approximately \$680,000 in the Company and Global Exploration Technologies Limited.

The above table is a statement of current intentions as at the date of this Notice. Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

The Board is satisfied that upon completion of the Capital Raising, the Company will have sufficient working capital to meet its stated objectives.

The use of further equity funding or Share placements will be considered by the Board where it is appropriate to accelerate a specific business objective or project.

For the immediate future, the Company's focus will be on the continued development and expansion of the Company's operations, together with assessing further complementary acquisition opportunities.

4.10 Anticipated timetable for the key business the subject of the Acquisition Resolutions

Event	Indicative Timing
Despatch of this Notice of Meeting to Shareholders	28 September 2017
Shareholder Meeting ASX notified whether Shareholders' approval has been granted for the Resolutions	31 October 2017
Completion of Capital Raising and the Acquisition Agreement	7 November 2017

This timetable is a proposed indicative timetable only and the Board reserves the right to vary the dates in accordance with the Listing Rules.

4.11 Composition of Board of Directors

The Board currently comprises:

- (a) Mr Winton Willesee - Non-executive Chairman;
- (b) Ms Shannon Coates - Non-executive Director; and
- (c) Miss Erlyn Dale - Non-executive Director.

Subject to Completion of the Acquisition, Mr Winton Willesee and Miss Erlyn Dale will resign and be replaced with Global Exploration Technologies nominee Directors. Ms Shannon Coates will remain on the Board as a Non-executive Director following Completion.

The Company will appoint the following persons as directors at Completion, subject to prior shareholder approval:

- (a) Mr Grant Ferguson - Managing Director; and
- (b) Mr Tim Goldsmith - Non-Executive Chairman.

Set out below is background information in relation to the skills and experience of the proposed incoming Majority Vendor nominee Directors.

(a) Mr Grant Ferguson

Mr Grant Ferguson is a geologist and resources executive with over twenty-three years' experience in the resources sector. His global experience includes precious and base metals, bulk commodities and renewable energy including 5 years in Southern Africa.

Mr Ferguson has been instrumental in delivering projects from exploration through to feasibility studies and operations.

Mr Ferguson is a Fellow of the AIG and Member of the AusIMM.

(b) Mr Tim Goldsmith

Mr Tim Goldsmith was a partner with PwC for over 20 years, having recently lead their global mining team. Mr Goldsmith also worked with Chinese companies for over 10 years and has deep relationships with many commodity consumers, including copper.

Mr Goldsmith has been an advisor to the Joint Ore Reserves Committee (JORC) and held many industry positions with AusIMM and the Minerals Council of Australia. He also has extensive global experience including substantial time across Africa.

4.12 Advantages of the proposals in the Acquisition Resolutions

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's determination on how to vote on the Acquisition Resolutions:

- (a) Shareholders will be further exposed to the resource industry, with a direct interest in copper exploration assets;
- (b) the Company will receive a cash injection via the Capital Raising;
- (c) the nominated directors of Global Exploration Technologies bring additional experience and knowledge to the Board;
- (d) the Company's ability to raise additional funds may increase; and
- (e) Global Exploration Technologies is being acquired for no initial cash outlay by the Company.

4.13 Disadvantages of the proposals in the Acquisition Resolutions

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's determination on how to vote on the Acquisition Resolutions:

- (a) dilution of existing Shareholders' interests;
- (b) the Vendors will gain a significant level of control of the Company; and
- (c) the change of operations as a resolution of the Acquisition may not suit the risk profile of Shareholders.

4.14 Taxation

The Acquisition may give rise to income tax implications for the Company and Shareholders.

Existing Shareholders are advised to seek their own taxation advice on the effect of the Resolutions on their personal taxation position and neither the Company, nor any existing Director or advisor to the Company accepts any responsibility for any individual Shareholder's taxation consequences on any aspect of the Acquisition or the Resolutions.

4.15 Plans for the Company if the Acquisition Resolutions are not passed or if the Acquisition does not proceed

If the Acquisition Resolutions are not passed or if the Acquisition is otherwise not completed, the Company will continue its work on the Teutonic Project and will continue to seek and review complementary resource and other potential acquisitions across all industries.

4.16 Directors' interests in the Acquisition Agreement

None of the Company's existing Directors have any interest in the Acquisition pursuant to the Acquisition Agreement, other than those disclosed elsewhere in this Notice.

5. Risks associated with the Acquisition

This Section identifies the major areas of risk associated with the Acquisition, but should not be taken as an exhaustive list of the risk factors to which the Company and its Security holders are exposed. References to the Company in this Section 5 include Global Exploration Technologies post Completion.

5.1 Risks relating to the change in nature and/or scale of activities

(a) Dilution risk

As at the date of the Meeting it is expected that Company will have 135,401,400 Shares and 88,750 Options on issue. On Completion, the Company proposes to issue Shares and Options as required pursuant to the Acquisition Agreement and issue Shares as part of the Capital Raising.

On issue of the Consideration Shares, GET Director Shares and Advisor Shares under the Acquisition and the subscription of Shares under the Capital Raising (assuming maximum subscription under the Capital Raising and no convertible Securities are exercised or converted), the existing Shareholders will retain approximately 31.19% of the issued capital of the Company, the Vendors (or their nominees) will hold 31.67%, and the investors under the Capital Raisings will hold 34.55% of the issued capital of the Company.

There is also a risk that the interests of Shareholders will be further diluted as a result of future capital raisings required in order to fund the future development of the Company.

(b) Contractual and Completion risk

Pursuant to the Acquisition Agreement, the Company has agreed to acquire Global Exploration Technologies subject to the fulfilment of certain

conditions precedent. If any of the conditions precedent are not satisfied or waived, or any of the counterparties do not comply with their obligations, completion of the Acquisition may be deferred or not occur.

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their obligations under the Acquisition Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

(c) Integration risk of the Acquisition

The operating results of the Company will depend on the success of management in integrating the acquisition of Global Exploration Technologies. There is no guarantee that the Company will be able to integrate this new acquisition into the Company successfully, or that any economic benefits will be able to be realised from the integration. There is a risk that the Company's future profitability and prospects could be adversely impacted if successful integration is not achieved in an orderly and timely fashion.

5.2 Specific risks to the Company's operations and the mining industry

There are a number of specific risks involved for the Company, and consequently its security holders, in the acquisition of Global Exploration Technologies, including risks specific to the business and assets of Global Exploration Technologies, which include the following non-exhaustive list.

(a) Future capital requirements

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Kopore Copper/Silver Project or its existing projects are successfully developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities. The Company believes its available cash and the net proceeds of the Capital Raising should be adequate to fund its business development activities, exploration program and other Company objectives in the short term as stated in this Notice.

In order to successfully develop the Kopore Copper/Silver Project and for production to commence, the Company will require further financing in the future, in addition to amounts raised pursuant to the Capital Raising. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price (or offer price under the Capital Raising) or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities including resulting in the tenements being subject to forfeiture, and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(b) Operational risks

The operations of the Company may be affected by various factors, including:

- (i) failure to locate or identify mineral deposits;
- (ii) failure to achieve predicted grades in exploration and mining;
- (iii) operational and technical difficulties encountered in mining;
- (iv) insufficient or unreliable infrastructure, such as power, water and transport;
- (v) difficulties in commissioning and operating plant and equipment;
- (vi) mechanical failure or plant breakdown;
- (vii) unanticipated metallurgical problems which may affect extraction costs; and
- (viii) adverse weather conditions.

In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected.

(c) Exploration success

Mineral exploration and project development are high risk undertakings. There can be no assurance that further exploration on the Company's (including Global Exploration Technologies') projects will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. Until the Company is able to realise value from its mineral projects, it is likely to incur ongoing operating losses.

(d) Drilling and exploration programs

There are operational risks associated with the Company's planned drilling and exploration programs. The planned surface sampling, drilling and exploration programs at the Company's mineral projects may be affected by a range of factors, including (but not limited to): geological and ground access conditions; unanticipated operational and technical difficulties encountered in sampling and drilling activities; adverse weather conditions, environmental accidents, and unexpected shortages or increases in the costs of consumables, spare parts, and labour; mechanical failure of operating plant and equipment; prevention of access by reason of political or civil unrest, outbreak of hostilities, outbreak of disease or inability to obtain regulatory consents or approvals; terms imposed by government on development of mining projects including conditions such as equity participation, royalty rates and taxes; and risks of default or non-

performance by third parties providing essential services. No assurance can be given that planned and future exploration will be successful or that a commercial mining operation will eventuate at any of the Company's mineral projects.

(e) Environmental

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

(f) Exploration prospects

The Company has identified a number of exploration prospects based on geological interpretations and limited geophysical data, geochemical sampling and historic drilling. Insufficient data exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining new resources, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration prospects identified. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

As further information becomes available through additional fieldwork and analysis, resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

(g) Tenure, access and grant of applications

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved.

The Kopore Copper/Silver Project is subject to the applicable mining acts and regulations in Botswana. The tenure underlying the Kopore Copper/Silver Project consists of eight prospecting licences. A prospecting licence enables the holder to intentionally look for minerals in the prospecting area and determine their extent and economic value.

A prospecting license is valid for such period as the applicant has applied for and cannot exceed three years. The holder of a prospecting license can apply for a renewal three months before the expiry of his license and specify the period for which the renewal is sought. An applicant is entitled to the grant of not more than two renewals, each for the period applied for and not exceeding two years in either case. There are no guarantees that any of the prospecting licences will be granted renewal.

The Company considers the likelihood of tenure forfeiture to be low given the regulations governing exploration in Botswana and the ongoing expenditure budgeted for by the Company in accordance with those regulations. However, the consequence of forfeiture or involuntary surrender of granted tenements for reasons beyond the control of the Company could be significant.

(h) Metallurgy

Metal and/or mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (ii) developing an economic process route to produce a metal and/or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(i) Commodity price volatility and exchange rate risk

The Company's ability to proceed with the development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from mining will primarily be derived from the sale of copper. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any off-take agreements that the Company enters into.

The world market for minerals is subject to many variables and may fluctuate markedly. These variables include world demand for copper that may be mined commercially in the future from the Company's project areas, forward selling by producers and production cost levels in major mineral-producing regions. Minerals prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. Metals are principally sold throughout the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. Where possible, the Company will seek to undertake measures, where deemed necessary by the Board, to mitigate such risks.

(j) Access to operations

The Kopore Copper/Silver Project is located in an area subject to seasonal rainfall and cyclones which often bring extensive flooding to the area. Access to site can be restricted or cut off for extended periods that can cause delays to operations and potentially incur additional costs.

5.3 Market risks

(a) Regulatory risks

The Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Regulatory areas which are of particular significance to the Company include environmental compliance and rehabilitation, mining, taxation, employee relations, worker health and safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed business operations. In addition, changes in regulations could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

5.4 General risks

(a) Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business activities and potential research and development programmes, as well as on their ability to fund those activities.

(b) Force majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(c) Insurance risks

The Company intends to insure its operations and those of Global Exploration Technologies (as required) in accordance with industry practice. However, in certain circumstances, such insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company effected.

(d) Litigation risks

The Company is exposed to possible litigation risks. Further, the Company or Global Exploration Technologies may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. Neither the Company nor Global Exploration Technologies are currently engaged in any litigation.

(e) **Market conditions**

Share market conditions may affect the value of the Company's quoted Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to security holders arising from the transactions the subject of this Notice or otherwise.

6. Resolution 1 - Approval to change in nature and/or scale of activities

6.1 General

Resolution 1 seeks the approval of Shareholders for a change in the nature and/or scale of the Company's activities via the Acquisition.

A detailed description of the Acquisition is outlined in Section 4 above.

Resolution 1 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolution 1 is an ordinary Resolution.

6.2 Listing Rule 11.1

Listing Rule 11.1 provides that where an entity proposes to make a significant change, either directly or indirectly, to the nature and/or scale of its activities, it must provide full details to ASX as soon as practicable and comply with the following:

- (a) provide to ASX information regarding the change and its effect on future potential earnings, and any information that ASX asks for;
- (b) if ASX requires, obtain the approval of holders of its shares and any requirements of ASX in relation to the notice of meeting; and
- (c) if ASX requires, meet the requirements of Chapters 1 and 2 of the Listing Rules as if the company were applying for admission to the official list of ASX.

ASX has advised that it requires the Company to obtain the approval of its Shareholders for the proposed change of activities pursuant to Listing Rule 11.1.2 but

will not require re-compliance with the admission requirements of Chapters 1 and 2 of the Listing Rules.

For this reason, the Company is seeking Shareholder approval for the Company to change the nature and scale of its activities under Listing Rule 11.1.2.

Details of the assets to be acquired by the Company and the proposed changes to the structure and operations of the Company are provided throughout this Explanatory Memorandum.

6.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

The Chair intends to exercise all available proxies in favour of Resolution 1.

7. Resolution 2 - Approval to issue Consideration Shares

7.1 General

Resolution 2 seeks Shareholder approval under Listing Rule 7.1 for the issue to the Vendors (or their respective nominees) of 137,500,000 Consideration Shares as consideration for the acquisition of the Vendors' interests in Global Exploration Technologies.

The Consideration Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Resolution 2 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolution 2 is an ordinary Resolution.

Refer to Section 4.1 for further details regarding the background to Resolution 2.

7.2 Application of Listing Rule 7.1

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

7.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

- (a) the maximum number of Consideration Shares to be issued to the Vendors at Completion is 137,500,000.
- (b) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all the Consideration Shares will occur on the same date;
- (c) the Consideration Shares will be issued for nil cash consideration in satisfaction of the acquisition of all Global Exploration Technologies Shares;

- (d) the Consideration Shares will be issued to the Vendors (or their respective nominees), none of who will be a related party of the Company;
- (e) the Consideration Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) no funds will be raised from the proposed issue as the Consideration Shares; and
- (g) a voting exclusion statement is included in the Notice.

7.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

The Chair intends to exercise all available proxies in favour of Resolution 2.

8. Resolution 3 - Approval to issue Capital Raising Shares

8.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 150,000,000 Capital Raising Shares at an issue price of \$0.02 each to raise up to \$3,000,000 (before costs) under the Capital Raising.

Resolution 3 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolution 3 is an ordinary Resolution.

8.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in Section 7.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Capital Raising Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

8.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

- (a) the maximum number of Shares to be issued as Capital Raising Shares is 150,000,000;
- (b) the Capital Raising Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the issue price of the Capital Raising Shares will be \$0.02 per Share;
- (d) the Capital Raising Shares are proposed to be issued by way of a placement to sophisticated and professional investors none of whom (other than Mr Winton Willesee) are related parties to the Company. Shareholder approval

for the participation of Mr Winton Willesee in the Capital Raising is being sought under Resolution 15;

- (e) the Capital Raising Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Company's intended use of the funds raised from the issue of the Capital Raising Shares is set out in Section 4.9 above;
- (g) it is intended that the Capital Raising Shares will be issued on the same date, being the date of Completion; and
- (h) a voting exclusion statement is included in the Notice.

8.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

The Chair intends to exercise all available proxies in favour of Resolution 3.

9. Resolutions 4 and 5 - Approval to issue the Shares to Mr Grant Ferguson and Mr Tim Goldsmith

9.1 General

Resolutions 4 and 5 (respectively) seek Shareholder approval for the issue, on Completion, of up to 3,750,000 GET Director Shares as follows:

- (a) 3,150,000 GET Director Shares to Mr Grant Ferguson (or his nominees); and
- (b) 600,000 GET Director Shares to Mr Tim Goldsmith (or his nominees).

The GET Director Shares will be issued to Mr Grant Ferguson and Mr Tim Goldsmith (or their respective nominees) in lieu of historical outstanding directors' fees owed by Global Exploration Technologies to Mr Grant Ferguson and Mr Tim Goldsmith.

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolutions 4 and 5 will be to allow the Company to issue the GET Director Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolutions 4 and 5 are each an Acquisition Resolution and are subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolutions 4 and 5 are ordinary Resolutions.

9.2 Chapter 2E Corporations Act

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Each of Mr Ferguson and Mr Goldsmith are related parties of the Company by virtue of being proposed Directors. As a result of the Acquisition, the outstanding directors' fees owed to Mr Ferguson and Mr Goldsmith by Global Exploration Technology will become a liability of the Company, which the Company proposes to discharge by the issue of the GET Director Shares to Mr Ferguson and Mr Goldsmith (or their respective nominees).

The current Directors have considered the application of Chapter 2E of the Corporations Act and has resolved that the arm's length terms exception provided by section 210 and the reasonable remuneration exception provided by section 211 of the Corporations Act is applicable in the circumstances.

Accordingly, the Company will not seek approval for the issue of the Director Options pursuant to Section 208 of the Corporations Act.

9.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the GET Director Shares the subject of Resolutions 4 and 5:

- (a) the maximum number of GET Director Shares to be issued to Mr Grant Ferguson and Mr Tim Goldsmith (or their respective nominees) is 3,750,000 as follows:
 - (i) 3,150,000 GET Director Shares to Mr Grant Ferguson (or his nominees); and
 - (ii) 600,000 GET Director Shares to Mr Tim Goldsmith (or his nominees);
- (b) the GET Director Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all of the Securities will occur on the same date;
- (c) the GET Director Shares will be issued for nil cash consideration in lieu of historical outstanding directors' fees owed by Global Exploration Technologies to Mr Grant Ferguson and Mr Tim Goldsmith;
- (d) the GET Director Shares will be issued to Mr Grant Ferguson and Mr Tim Goldsmith (or their respective nominees), who are not related parties of the Company (other than as a result of the Acquisition);
- (e) the GET Director Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) no funds will be raised from the proposed issue as the GET Director Shares, are proposed to be issued in satisfaction of historical outstanding directors' fees owed by Global Exploration Technologies to Mr Grant Ferguson and Mr Tim Goldsmith; and
- (g) a voting exclusion statement is included in the Notice.

9.4 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 4 and 5.

10. Resolution 6 - Approval to issue Advisor Shares

10.1 General

Resolution 6 seeks Shareholder approval for the issue of up to 7,500,000 Advisor Shares to Ironside Capital (or its nominees) on Completion as part consideration for services provided to the Company by Ironside Capital in connection with the Capital Raising.

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolution 6 will be to allow the Company to issue the Advisor Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 6 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolution 6 is an ordinary Resolution.

10.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Advisor Shares the subject of Resolution 6:

- (a) the maximum number of Advisor Shares to be issued is 7,500,000;
- (b) the Advisor Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all of the Securities will occur on the same date;
- (c) the Advisor Shares will be issued for nil cash consideration as part consideration for services provided to the Company in connection with the Capital Raising;
- (d) the Advisor Shares will be issued to Ironside Capital (or its nominees), who are not related parties of the Company;
- (e) the Advisor Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) no funds will be raised from the proposed issue of the Advisor Shares; and
- (g) a voting exclusion statement is included in the Notice.

10.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

The Chair intends to exercise all available proxies in favour of Resolution 6.

11. Resolutions 7 to 10 - Approval to issue Director Options to Messrs Ferguson, Goldsmith, Willesee and Ms Coates

11.1 General

Under the Acquisition Agreement the Company has agreed, to issue a total of 20,000,000 Director Options to Mr Ferguson, Mr Goldsmith, Mr Willesee and Ms Shannon Coates (or their respective nominees) as follows:

- (a) 12,000,000 Director Options to Mr Ferguson (or his nominees);
- (b) 5,000,000 Director Options to Mr Goldsmith (or his nominees);
- (c) 1,500,000 Director Options to Mr Winton Willesee (or his nominees); and
- (d) 1,500,000 Director Options to Ms Shannon Coates (or her nominees).

The Director Options will be issued for nil consideration, exercisable at \$0.06 each, expiring on or before the date that is 3 years after the date of issue. The full terms and conditions of the Director Options are detailed in Schedule 3.

Resolutions 7 to 10 seek Shareholder approval for the issue of Director Options to Mr Ferguson, Mr Goldsmith, Mr Winton Willesee and Ms Shannon Coates (or their respective nominees).

Resolutions 7 to 10 are subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolutions 7 to 10 are ordinary Resolutions.

11.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolutions 7 and 8 will be to allow the Company to issue Director Options to Mr Ferguson and Mr Goldsmith during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

11.3 Listing Rule 10.11

In accordance with Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval, or unless an exception applies.

The effect of passing Resolutions 9 and 10 will be to permit the Company to issue the Director Options to Mr Winton Willesee and Ms Shannon Coates (or their respective nominees). Mr Winton Willesee and Ms Shannon Coates are related parties of the Company by virtue of being Directors.

As Shareholder approval of Resolutions 9 and 10 is sought for the purposes of Listing Rule 10.11, Shareholder approval will not be required for the issue of Director Options to Mr Winton Willesee and Ms Shannon Coates (or their respective nominees) under Listing Rule 7.1.

Each of Mr Ferguson and Mr Goldsmith are proposed directors, and are only related parties to the Company as a result of the Acquisition. The issue of Director Options to

Mr Ferguson and Mr Goldsmith falls under the exception to Listing Rule 10.11 contained in Listing Rule 10.12 exception 6. Accordingly, shareholder approval under Listing Rule 10.11 is not required in respect of Resolutions 7 and 8.

11.4 Chapter 2E

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Each of Mr Ferguson, Mr Goldsmith, Mr Winton Willesee and Ms Shannon Coates is a related party of the Company by virtue of being a Director or proposed Director.

The current Directors, other than Mr Winton Willesee in relation to Resolution 9 and Ms Shannon Coates in relation to Resolution 10 has considered the application of Chapter 2E of the Corporations Act and has resolved that:

- (a) the reasonable remuneration exception provided by section 211 of the Corporations Act is applicable in the circumstances; and
- (b) the arm's length terms exception provided by section 210 of the Corporations Act,

is applicable in the circumstances.

Accordingly, the Company will not seek approval for the issue of the Director Options pursuant to Section 208 of the Corporations Act.

11.5 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Director Options the subject of Resolutions 7 and 8:

- (a) the maximum number of Director Options to be issued to Mr Ferguson and Mr Goldsmith (or their respective nominees) is 17,000,000 Director Options as follows:
 - (i) 12,000,000 Options to Mr Ferguson (or his nominees); and
 - (ii) 5,000,000 Options to Mr Goldsmith (or his nominees).
- (b) the Director Options to be issued to Mr Ferguson and Mr Goldsmith (or their respective nominees) will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all of the Securities will occur on the same date;
- (c) the Director Options will be issued for nil cash consideration as part consideration for services provided to the Company in connection with the Capital Raising;
- (d) 17,000,000 Director Options will be issued to Mr Ferguson and Mr Goldsmith (or their respective nominees), who are proposed Directors and are only related parties of the Company as a result of the Acquisition;

- (e) the Director Options will be issued to Mr Ferguson and Mr Goldsmith (or their respective nominees) for nil cash consideration and otherwise on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the proposed issue of the Director Options; and
- (g) a voting exclusion statement is included in the Notice.

11.6 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with the requirements of Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Director Options under Resolutions 9 and 10:

- (a) the maximum number of Director Options to be issued to Mr Winton Willesee and Ms Shannon Coates (or their respective nominees) is 3,000,000 Director Options as follows:
 - (i) 1,500,000 Director Options to Mr Winton Willesee (or his nominees); and
 - (ii) 1,500,000 Director Options to Ms Shannon Coates (or her nominees).
- (b) the Director Options to be issued to Mr Winton Willesee and Ms Shannon Coates (or their respective nominees) will be issued no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Director Options will be issued on one date; and
- (c) the Director Options will be issued for nil cash consideration and otherwise on the terms and conditions set out in Schedule 3;
- (d) 3,000,000 Director Options will be issued to Mr Winton Willesee or Ms Shannon Coates (or their respective nominees), who are related parties to the Company by reason of being Directors;
- (e) no funds will be raised from the issue of the Director Options;
- (f) a voting exclusion statement is included in the Notice.

11.7 Board recommendation

The Board (excluding Mr Winton Willesee in relation to Resolution 9 and Ms Shannon Coates in relation to Resolution 10) recommends that Shareholders vote in favour of Resolutions 7 to 10.

The Chair intends to exercise all available proxies in favour of Resolutions 7 to 10.

12. Resolutions 11 and 12 - Approval to issue Broker Options to Ironside Capital and Ashanti Capital

12.1 General

Resolutions 11 and 12 seek Shareholder approval for the issue, on Completion, of up to 35,000,000 Broker Options as follows:

- (a) 20,000,000 Broker Options to Ashanti Capital (or its nominees); and

- (b) 15,000,000 Broker Options to Ironside Capital (or its nominees),

As part consideration for services provided to the Company by Ashanti Capital and Ironside Capital in connection with the Capital Raising.

The Broker Options will be issued for nil consideration, exercisable at \$0.06 each, expiring on or before the date that is 3 years after the date of issue. The full terms and conditions of the Director Options are detailed in Schedule 3.

A summary of Listing Rule 7.1 is set out in Section 7.2 above.

The effect of Resolutions 11 and 12 will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolutions 11 and 12 are each an Acquisition Resolution and are subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolutions 11 and 12 are ordinary Resolutions.

12.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Broker Options the subject of Resolutions 11 and 12:

- (a) the maximum number of Broker Options to be issued to Ashanti Capital and Ironside Capital (or their respective nominees) is 35,000,000 as follows:
 - (i) 20,000,000 Broker Options to Ashanti Capital (or its nominees); and
 - (ii) 15,000,000 Broker Options to Ironside Capital (or its nominees).
- (b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all of the Broker Options will occur on the same date;
- (c) the Broker Options will be issued for nil cash consideration and otherwise on the terms and conditions set out in Schedule 3;
- (d) the Broker Options will be issued to Ashanti Capital and Ironside Capital (or their respective nominees), none of whom are related parties of the Company;
- (e) no funds will be raised from the proposed issue of the Broker Options; and
- (f) a voting exclusion statement is included in the Notice.

12.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 11 and 12.

The Chair intends to exercise all available proxies in favour of Resolutions 11 and 12.

13. Resolutions 13 and 14 - Election of Directors - Messrs Ferguson and Goldsmith

13.1 General

Clause 13.3 of the Company's Constitution allows the Company to elect a person or persons as a Director by resolution passed in general meeting.

Clause 13.4 of the Company's Constitution provides that a person other than a Director retiring by rotation is not eligible for election as a Director at a general meeting unless the person, or some Shareholder intending to propose his or her nomination has, at least 30 business days before the meeting left at the registered office of the Company a notice in writing duly signed by the nominee giving his or her consent to the nomination and signifying his or her candidature for the office or the intention of the Shareholder to propose the person.

Notice of every candidature for election as a Director shall be given to each Shareholder as part of the notice of meeting at which the election is to take place.

Pursuant to the Acquisition Agreement, at Completion it is proposed that Mr Ferguson and Mr Goldsmith each be appointed as a Director.

Resolution 13 seeks approval for the election of Mr Ferguson as a Director on and from Completion if each of the other Acquisition Resolutions are approved by Shareholders. He will be appointed as Managing Director.

Resolution 14 seeks approval for the election of Mr Goldsmith as a Director on and from Completion if each of the other Acquisition Resolutions are approved by Shareholders. He will be appointed as a Non-Executive Chairman.

Please refer Section 4.11 for information on the qualifications, skills and experience of Mr Ferguson and Mr Goldsmith.

Resolutions 13 and 14 are Acquisition Resolutions and subject to Shareholders passing each of the Acquisition Resolutions and Completion occurring.

Resolutions 13 and 14 are ordinary Resolutions.

13.2 Board recommendation

The Board recommends that Shareholders vote in favour of Resolutions 13 and 14.

The Chair intends to exercise all available proxies in favour of Resolutions 13 and 14.

14. Resolution 15 - Participation in Capital Raising by related party - Mr Winton Willesee

14.1 General

Pursuant to Resolution 3, the Company is seeking Shareholder approval for the Capital Raising, being the issue of up to 150,000,000 Capital Raising to raise up to a total of \$3,000,000 before costs.

Mr Winton Willesee may wish to participate in the Capital Raising, subject to Shareholder approval being obtained.

Resolution 15 seeks Shareholder approval for the issue of up to a total of 2,500,000 Capital Raising Shares to Mr Winton Willesee (or his nominees) arising from his participation in the Capital Raising (**Participation**).

Resolution 15 is an ordinary resolution.

14.2 Chapter 2E of the Corporations Act and Listing Rule 10.11

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Directors, other than Mr Winton Willesee, consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr Winton Willesee on the same terms as Shares issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to related parties of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the Participation as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to Mr Winton Willesee (or his nominees) will not be included in the use of the Company's 15% placement capacity pursuant to Listing Rule 7.1.

14.3 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Capital Raising Shares will be issued to Mr Winton Willesee (or his nominees);
- (b) the maximum number of Capital Raising Shares to be issued to Mr Winton Willesee is 2,500,000;
- (c) the Capital Raising Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) Mr Winton Willesee is a Director and therefore a related party of the Company;

- (e) the issue price of the Capital Raising Shares will be \$0.02 per Share, being the same as all other Securities issued under the Capital Raising;
- (f) the Capital Raising Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 4.9 of this Explanatory Memorandum; and
- (h) a voting exclusion statement is included in the Notice.

15. Resolution 16 - Approval to change Company name

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 16 seeks the approval of Shareholders for the Company to change its name to "Kopore Metals Limited".

If Resolution 16 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

Resolution 16 is an Acquisition Resolution and subject to Shareholders passing each of the Acquisition Resolutions and to Completion occurring.

Resolution 16 is a special Resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

16. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2017.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.metallum.com.au;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (d) the preparation and content of the Auditor's Report;
- (e) the conduct of the audit;
- (f) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (g) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

17. Resolution 17 - Remuneration Report

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders.

The Directors' Report contains the Remuneration Report, which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 17 is advisory only and does not bind the Directors. If Resolution 17 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be

held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election (**Spill Resolution**).

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 17 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 17.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 17, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

18. Resolution 18 - Re-election of Director - Ms Shannon Coates

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer.

Clause 13.2 of the Constitution provides that:

- (a) at the Company's annual general meeting in 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 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;
- (b) the Directors to retire at an annual general meeting are those who have been longest 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;
- (c) a Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election; and
- (d) in determining the number of Directors to retire, no account is to be taken of:
 - (i) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/ or
 - (ii) a Managing Director,each of whom are exempt from retirement by rotation.

Ms Coates holds a Bachelor of Laws from Murdoch University and has over 20 years' experience in corporate law and compliance. Ms Coates is a Chartered Secretary and currently acts as Company Secretary to a number of ASX listed companies. Ms Coates is a Director of Perth based corporate advisory firm Evolution Corporate Services, which specialises in the provision of company secretarial and corporate advisory services to ASX listed companies.

Ms Coates also acts as Company Secretary to the Company.

The Board (excluding Ms Coates) recommends that Shareholders vote in favour of Resolution 18.

Resolution 18 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 18.

19. Resolution 19 - Approval of Additional 10% Placement Capacity

19.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Based on the ASX closing price on 21 September 2017, the Company has a market capitalisation of approximately \$3.8 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 19.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 19.

Resolution 19 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Chair intends to exercise all available proxies in favour of Resolution 19.

19.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, Shares.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of 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 Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without Shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of the Notice, the Company has on issue 135,401,400 Shares and has a capacity to issue:

- (i) 20,310,210 Equity Securities under Listing Rule 7.1; and
- (ii) 13,540,140 Equity Securities under Listing Rule 7.1A (subject to Shareholder approval being sought under Resolution 19).

Assuming the Acquisition Resolutions are approved by Shareholders and the acquisition of Global Exploration Technologies is completed, the Company will have on issue 434,151,400 Shares and will have the capacity to issue:

- (i) 65,122,710 Equity Securities under Listing Rule 7.1 (subject to Shareholder approval being sought under the Acquisition Resolutions); and
- (ii) 43,415,140 Equity Securities under Listing Rule 7.1A (subject to Shareholder approval being sought under the Acquisition Resolutions and Resolution 19).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 19.2(c)).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) (other than as contemplated by Resolution 1) or 11.2 (disposal of main undertaking),

(10% Placement Period).

19.3 Listing Rule 7.1A

The effect of Resolution 19 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

19.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If this Resolution 19 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,which may have an effect on the amount of funds raised by the issue of the Equity Securities.
- (c) The below tables show:
 - (i) Table A 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 in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice;
 - (ii) Table B shows the dilution of existing Shareholders on the basis of the current market price of Shares and the number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 assuming completion of the Acquisition;
 - (iii) 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
 - (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Table A - Based on existing capital structure

Variable 'A' in Listing Rule 7.1A.2*		Dilution		
		\$0.014 50% decrease in Issue Price	\$0.028 Issue Price	\$0.056 100% increase in Issue Price
Current Variable A 135,401,400 Shares	10% Voting Dilution	13,540,140 Shares	13,540,140 Shares	13,540,140 Shares
	Funds raised	\$189,562	\$379,124	\$758,248
50% increase in current Variable A 203,102,100 Shares	10% Voting Dilution	20,310,210 Shares	20,310,210 Shares	20,310,210 Shares
	Funds raised	\$284,343	\$568,686	\$1,137,372
100% increase in current Variable A 270,802,800 Shares	10% Voting Dilution	27,080,280 Shares	27,080,280 Shares	27,080,280 Shares
	Funds raised	\$379,124	\$758,248	\$1,516,496

Table B - Based on capital structure once GET Acquisition completed

Variable 'A' in Listing Rule 7.1A.2*		Dilution		
		\$0.014 50% decrease in Issue Price	\$0.028 Issue Price	\$0.056 100% increase in Issue Price
Current Variable A 434,151,400 Shares	10% Voting Dilution	43,415,140 Shares	43,415,140 Shares	43,415,140 Shares
	Funds raised	\$607,812	\$1,215,624	\$2,431,248
50% increase in current Variable A 651,227,100 Shares	10% Voting Dilution	65,122,710 Shares	65,122,710 Shares	65,122,710 Shares
	Funds raised	\$911,718	\$1,823,436	\$3,646,872
100% increase in current Variable A 868,302,800 Shares	10% Voting Dilution	86,830,280 Shares	86,830,280 Shares	86,830,280 Shares
	Funds raised	\$1,215,624	\$2,431,248	\$4,862,496

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The tables have been prepared on the following assumptions:

1. Table A assumes the Company has 135,401,400 Shares on issue. Table B assumes that Shareholders approval all Acquisition Resolutions, the acquisition of GET is completed and the Company has 434,151,400 Shares on issue.
 2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 3. No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
 4. 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%.
 5. The tables do not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 6. The tables show only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 7. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 8. The issue price is \$0.028 being the closing price of the Shares on ASX on 21 September 2017.
- (d) The Company will only issue the Equity Securities during the 10% Placement Period.
- (e) The Company may seek to issue the Equity Securities for the following purposes:
- (i) cash consideration, in which case the Company intends to use funds raised for exploration or development on its existing assets, to acquire new assets or investments and/or general working capital purposes; or
 - (ii) non-cash consideration for the acquisition of new assets in, or complementary to, the resources sector. If Equity Securities are issued for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.
- (f) The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.
- (g) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) 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;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;

- (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).
- (h) The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.
- (i) The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 30 November 2016 (**Previous Approval**).
 - (i) No Equity Securities have been issued pursuant to the Previous Approval.
 - (ii) No Equity Securities have been issued by the Company since 30 November 2016.
- (j) A voting exclusion statement is included in the Notice.
- (k) At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

20. Resolution 20 - Adoption of Employee Incentive Option Plan

20.1 General

To ensure that the Company has appropriate mechanisms to continue to attract, motivate and retain the services of Directors and employees of a high calibre, the Board has established the "Employee Incentive Option Plan" (**Plan**).

20.2 Regulatory requirements

Resolution 20 seeks Shareholder approval under exception 9(b) of Listing Rule 7.2 to allow the grant of Options (**Incentive Options**) and the issue of Shares on the exercise of such Incentive Options under the Plan as an exception to Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Exception 9(b) of Listing Rule 7.2 provides that a company may make an issue of securities under an employee incentive scheme (such as the Plan) if, within three years before the date of issue, holders of ordinary securities in the company have

approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 20 is passed, the Company will have the ability to grant Incentive Options to eligible participants under the Plan over a period of three years without impacting on the Company's 15% placement capacity under Listing Rule 7.1.

The Directors and employees of the Company have been, and will continue to be, instrumental in the growth of the Company. The Directors consider that the Plan is an appropriate method to:

- (a) reward executive Directors and employees for their past performance;
- (b) provide long term incentives for participation in the Company's future growth;
- (c) motivate executive Directors and generate loyalty from senior employees; and
- (d) assist to retain the services of valuable Directors and employees.

The Plan will be used as part of the remuneration planning for executive Directors and employees. The ASX Corporate Governance Council Guidelines recommend that executive remuneration packages involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the company's circumstances and goals.

Non-executive Directors are not eligible to participate in the Plan.

The Company first obtained approval for the issue of Options under the terms of the Plan for the purposes of Listing Rule 7.2 Exception 9(b) at its General Meeting on 17 February 2014. The table below sets out the number of Options issued under the Plan since the date of last approval:

Issue Date	Number of Options	Exercise Price	Expiry Date
9 March 2015	7,500	\$7.60	9 March 2019

A voting exclusion statement has been included for the purposes of Resolution 20.

Any future issues of Options under the Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

The key terms of the Plan are summarised below. A full copy of the Plan is available for inspection at the Company's registered office until the date of the Meeting.

20.3 Summary of the Plan

The Board has resolved to adopt an Employee Incentive Option Plan to allow Eligible Participants to be granted Incentive Options to acquire Shares in the Company. The material terms of the Plan are summarised below:

(a) **Eligible Participants**

Means full or part time employees of the Company or an associated body corporate (including Directors other than non-executive Directors) (**Eligible Participants**).

(b) **Purpose of the Plan**

The purpose of the Plan is to provide an incentive to encourage participation by Eligible Participants in the Company through Share ownership and to attract, motivate and retain Eligible Participants.

(c) **Offer of Incentive Options**

When an Eligible Participant satisfies specified criteria imposed by the Board (including performance criteria and any specified period(s) of tenure), the Board may grant Incentive Options to the Eligible Participant. The Board will determine the number of Incentive Options being offered and the conditions that must be met by the Eligible Participant before the Incentive Options may be exercised.

(d) **Number of Incentive Options offered**

The number of Incentive Options that will be offered to an Eligible Participant pursuant to an Offer is entirely within the discretion of the Directors.

(e) **Exercise price**

The exercise price of any Incentive Option granted to an Eligible Participant shall be at the absolute discretion of the Board, but may not be less than the minimum price specified in the Listing Rules.

(f) **Lapsing of Incentive Options**

Subject to the terms of the Offer made to a Participant, an unexercised Incentive Option will lapse:

- (i) on its expiry date;
- (ii) if any exercise condition is unable to be met; and
- (iii) if the Eligible Participant ceases to be an employee or Director of a member of the Company or an Associated Body Corporate for any reason whatsoever (including without limitation resignation or termination for cause) and:
 - (A) any exercise conditions have not been met by the date the Eligible Participant ceases to be an employee or Director of the Company or an Associated Body Corporate (**Ceasing Date**); or
 - (B) where any Exercise Conditions have been met by the Ceasing Date or the Incentive Option is not subject to any Exercise Conditions, the Participant does not exercise the Incentive Option within a period of three (3) months after the Ceasing Date (or a further date as determined by the Board after the Ceasing Date);

(g) Shares allotted upon exercise of Incentive Options

The Company will issue or transfer shares to the Eligible Participant as soon as practicable after the exercise of any Incentive Options. The shares allotted under the Plan will be of the same class and will rank equally with shares in the Company at the date of issue.

The Company will seek listing of the new shares on ASX within the time required by the Listing Rules.

(h) Disposal of Incentive Options

An Incentive Option issued under the Plan is not transferable and will not be quoted on the ASX, unless the offer provides otherwise or without the consent of the Board.

(i) Trigger events

The Company may permit Incentive Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover) or entry into a scheme of arrangement.

(j) Capital reorganisation

If at any time the Company's issued capital is reorganised, all rights of an Incentive Optionholder are to be changed in a manner consistent with the Listing Rules at the time of the reorganisation.

(k) Bonus issues and rights issues

If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), the Incentive Option Exercise Price shall be reduced according to the formula specified in the Listing Rules.

In the event of a bonus issue of Shares being made pro-rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option will include the number of bonus Shares that would have been issued if the Option had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of the Option.

(l) Participation in new issues

There are no participating rights or entitlements inherent in the Incentive Options and the Incentive Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Incentive Options. In addition, Incentive Optionholders will not be entitled to vote or receive dividends as a result of their holding of Incentive Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced (or such other date if required under the Listing Rules). This will give Incentive Optionholders the opportunity to exercise their Incentive Options prior to the date for determining entitlements to participate in any such issue.

(m) **Limitations on offers**

The Company must take reasonable steps to ensure that the number of Shares to be received on exercise of Incentive Options offered under an offer when aggregated with:

- (i) the number of Shares that would be issued if each outstanding offer for Shares, units of Shares or options to acquire Shares under the Plan or any other employee share scheme of the Company were to be exercised or accepted; and
- (ii) the number of Shares issued during the previous 3 years from the exercise of Incentive Options issued under the Plan (or any other employee share plan of the Company extended only to Eligible Participants),

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with ASIC Class Order 14/1000).

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

2012 JORC Code means the 2012 Edition of the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Acquisition means the acquisition by the Company of Global Exploration Technologies in accordance with the Acquisition Agreement.

Acquisition Agreement means the agreement described in Section 4.3 dated 30 August 2017.

Acquisition Resolutions means Resolutions 1 to 14 (inclusive).

Advisor Shares means the 7,500,000 Shares proposed to be issued to Ironside Capital (or its nominees) and which are the subject of Resolution 6.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2017.

Ashanti Capital means Ashanti Capital Pty Ltd ACN 614 939 981.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors of the Company.

Broker Options means the 35,000,000 Options to be issued to Ashanti Capital and Ironside Capital that are the subject of Resolutions 11 and 12 and have the terms and conditions set out in Schedule 3.

Business Day means a day that is not a Saturday, Sunday or public holiday in Western Australia.

Capital Raising means the offer of up to 150,000,000 Shares with an issue price of \$0.02 per share to raise up to a total of \$3 million as detailed in Section 4.5.

Capital Raising Shares means the Shares proposed to be issued under the Capital Raising.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Co-manager means Ironside Capital.

Company means Metallum Limited ACN 149 230 811 (to be renamed "Kopore Metals Limited").

Completion means completion of the Acquisition in accordance with the Acquisition Agreement.

Consideration Shares means the 137,500,000 Shares proposed to be issued the Vendors (or their nominees) as consideration for the Acquisition and which are the subject of Resolution 2.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Director Options means the 20,000,000 Options to be issued to proposed or current and proposed Directors the subject of Resolutions 7 to 10 and have the terms and conditions set out in Schedule 3.

Equity Security has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

GET Director Shares means the 3,750,000 Shares to be issued to Mr Grant Ferguson and Mr Tim Goldsmith that are the subject of Resolutions 4 and 5.

Global Exploration Technologies means Global Exploration Technologies Pty Ltd ACN 147 170 750.

Global Exploration Technologies Share means a fully paid ordinary share in the capital of Global Exploration Technologies.

Lead Manager means Ashanti Capital.

Listing Rules means the listing rules of ASX.

Loan Agreement means the loan agreement between the Company and Global Exploration Technologies dated on or about the date of the Notice that is summarised in Section 4.4.

Ironside Capital means Ironside Capital Pty Ltd ACN 168 562 918.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Kopore Copper/Silver Project or **Project** means the Kopore copper/silver project described in Section 4.2.

Majority Vendors means Coreks Super Pty Ltd as trustee for Coreks Superannuation Fund, Tonehill Pty Ltd as trustee for the Tonehill Trust, Breamline Pty Ltd, Eleanor Jean Reeves as trustee for the Elanwi Trust and Fehu Capital Pty Ltd as trustee for the Fehu Capital Trust.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of annual general meeting.

Option means an option to acquire a Share.

Optionholder means the holder of an Option.

Proxy Form means the proxy form attached to the Notice.

Relevant Interest has the meaning given in section 608 of the Corporations Act.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Securities means all Equity Securities of the Company, including Shares and Options.

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

Shareholder means a holder of a Share.

Spill Resolution has the meaning given in Section 17.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report (as relevant).

Vendors means all the shareholders of Global Exploration Technologies including the Majority Vendors.

WST means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 - Pro forma Balance Sheet

Set out below is the unaudited balance sheet (statement of financial position) of the Company as at 30 June 2017.

	Target Co Consolidated	Company	Adjustment Acquisition entries (a)	Adjustment Director options (b)	Adjustment Director and advisor shares (c) & (d)	Capital Raising ^{a - c} \$3m Subscription (net of Costs) (e) & (f)	Pro-forma as at 30 June17
	30 June 17	30-Jun-17					
Current Assets	AUD	AUD	AUD	AUD	AUD	AUD	AUD
Current Assets							
Cash & cash equivalents	444	746,462	-	-	-	2,550,000	3,296,906
Trade and other receivables	-	25,859	-	-	-	-	25,859
Total Current Assets	444	772,321	-	-	-	2,550,000	3,322,765
Non-Current Assets							
Property, plant and equipment	-	434	-	-	-	-	434
Exploration and evaluation asset	13,429	-	-	-	-	-	13,429
Other	-	36,462	-	-	-	-	36,462
Total Non-Current Assets	13,429	36,896	-	-	-	-	50,325
TOTAL ASSETS	13,873	809,217	-	-	-	2,550,000	3,373,090
Current Liabilities							
Trade & other payables	16,415	101,941	-	-	-	-	118,356
Borrowings	275,194	-	-	-	-	-	275,194
Total Current Liabilities	291,609	101,941	-	-	-	-	393,550
TOTAL LIABILITIES	291,609	101,941	-	-	-	-	393,550
NET ASSETS	(277,736)	707,276	-	-	-	2,550,000	2,979,540
EQUITY							
Issued Capital	120,646	24,806,331	(22,056,331)	-	225,000	2,540,000	5,635,646
Reserves	(258,621)	5,728,048	(5,728,048)	160,000	-	280,000	181,379
Accumulated Losses	(139,761)	(28,778,602)	27,784,379	(160,000)	(225,000)	(270,000)	(1,788,984)
Non-controlling interest	-	(1,048,501)	-	-	-	-	(1,048,501)
TOTAL EQUITY	(277,736)	707,276	-	-	-	2,550,000	2,979,540

Notes to Pro Forma:

The Pro Forma includes the following:

- a. Under the terms of the Acquisition, the Company acquires all the issued share capital of Global Exploration Technologies by issuing a total of 137,500,000 Consideration Shares to the Vendors. Global Exploration Technologies has thus been deemed the acquirer for accounting purposes as it will own approximately 50.4% ($137,500,000/272,901,400$) of the consolidated entity (prior to the shares issued in relation to the Capital Raising). The acquisition of Global Exploration Technologies by the Company is not deemed to be a business combination, as the Company is not considered to be a business under AASB 3 Business Combinations. As such the consolidation of these two companies is on the basis of the continuation of Global Exploration Technologies with no fair value adjustments, whereby Global Exploration Technologies is deemed to be the accounting parent. Therefore the most appropriate treatment for the transaction is to account for it under AASB 2 Share Based Payments, whereby Global Exploration Technologies is deemed to have issued shares to Company shareholders in exchange for the net assets held by the Company. In this instance, the value of the Company shares provided has been determined as the notional number of equity instruments that the shareholders of Global Exploration Technologies would have had to issue to the Company to give the owners of the Company the same percentage ownership in the combined entity. We have deemed this to be \$1,755,777 (before non-controlling interests). The pre-acquisition equity balances of the Company are eliminated against this increase in Share Capital upon consolidation and the balance is deemed to be the amount paid for the ASX listing status of the Company, being \$994,223.
- b. Subject to Shareholder approval, 20,000,000 Options to be issued to Directors on successful completion of the Acquisition with an exercise price of \$0.06 per option and an estimated value of \$0.008 per option equating to a \$160,000 non-cash increase in the option reserve.
- c. Subject to Shareholder approval, 7,500,000 Shares to be issued to Ironside Capital on successful completion of the Acquisition.
- d. Subject to Shareholder approval, 3,750,000 Shares to be issued to certain Global Exploration Technologies directors on successful completion of the Acquisition.
- e. Capital Raising of \$3,000,000 less capital raising costs of \$180,000 and transaction costs of \$270,000.
- f. Subject to Shareholder approval, 35,000,000 Options to be issued to Ironside Capital and Ashanti Capital on successful completion of the Acquisition with an exercise price of \$0.06 per option and an estimated value of \$0.008 per option equating to a \$280,000 non-cash increase in the option reserve.

Schedule 3 - Terms and conditions of the Director Options and Broker Options

The Director Options and Broker Options entitle the holder to subscribe for Shares on the following terms and conditions:

1. Entitlement

Each Director Option and Broker Option (**Option**) gives the Option holder the right to subscribe for one Share upon exercise of the Option.

2. Exercise Price and Expiry Date

Each Option has an exercise price of \$0.06 (**Exercise Price**) and will expire at 5.00pm (WST) on the date that is 3 years after their issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

3. Notice of Exercise

An Option holder may exercise their Options by lodging with the Company, on or prior to the Expiry Date:

- (a) in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion;
- (b) a written notice of exercise of Options specifying the number of Options being exercised (**Exercise Notice**); and
- (c) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised. Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.

4. Timing of issue of Shares

Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.

5. Shares issued on exercise

All Shares issued upon the exercise of Options will upon issue rank equally in all respects with the then issued Shares.

6. Quotation of Shares on exercise

The Company will apply for official quotation on ASX of all Shares issued upon exercise of Options within 10 Business Days after the date of issue of those Shares.

7. Quotation of Options

The Company will not apply for official quotation on ASX of the Options.

8. Options transferrable

The Options will be transferable subject to compliance with the Corporations Act and Listing Rules.

9. Participation in new issues

There are no participation rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

10. Adjustment for bonus issues of Shares

If the Company 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):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

11. Adjustment for entitlement issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = \frac{O - E [P - (S+D)]}{N+1}$$

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

12. Adjustments for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

AGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: MNE

Your proxy voting instruction must be received by **10.00am (WST) on Sunday, 29 October 2017**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

STEP 1: Please appoint a Proxy

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of the Company, to be held at **10.00am (WST) on Tuesday, 31 October 2017 at the offices of Discovery Capital Partners at Level 1, 50 Ord Street, West Perth, Western Australia** hereby:

Appoint the Chairman of the Meeting (Chair) 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 so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for", "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 4, 5, 7, 8, 9, 10, 17 and 20 (except where I/we have indicated a different voting intention below) even though Resolutions 4, 5, 7, 8, 9, 10, 17 and 20 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
1 Approval to change in nature and/or scale of activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval to issue Broker Options to Ironside Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval to issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval to issue Broker Options to Ashanti Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to issue Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13 Election of Director – Mr Grant Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to issue Shares to Mr Grant Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14 Election of Director – Mr Tim Goldsmith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to issue Shares to Mr Tim Goldsmith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15 Participation in Capital Raising by related party – Mr Winton Willesee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue Advisor Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16 Approval to change Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to issue Director Options to Mr Grant Ferguson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	17 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval to issue Director Options to Mr Tim Goldsmith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18 Re-election of Director – Ms Shannon Coates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval to issue Director Options to Mr Winton Willesee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Approval to issue Director Options to Ms Shannon Coates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20 Adoption of Employee Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date ____ / ____ / ____

Email Address

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

STEP 4: Return

Return your completed form:**BY MAIL**

Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

**IN PERSON**

Automic Registry Services
Level 3, 50 Holt Street,
Surry Hills NSW 2010

Contact us – All enquiries to Automic:**WEBCHAT**

<https://automic.com.au/>

**EMAIL**

hello@automic.com.au

**PHONE**

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)