



TREK METALS LIMITED

Company No. (Bermuda) 35116

ARBN 124 462 826

NOTICE OF GENERAL MEETING

and

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Monday, 4 December 2017

Time of Meeting

10:30 am Perth WST / (10:30 pm Bermuda AST (Atlantic Standard Time) previous day)

Place of Meeting

**The Boardroom
Bentleys (WA) Pty Ltd
Level 3
216 St Georges Terrace
Perth, Western Australia**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting, please complete and return the enclosed CDI Form of Instruction (as applicable) in accordance with the specified instructions.

Trek Metals Limited
Company No. (Bermuda) 35116
ARBN 124 462 826

NOTICE IS HEREBY GIVEN that a General Meeting of the Shareholders of Trek Metals Limited ("Company") will be held at The Boardroom, Bentleys (WA) Pty Ltd, Level 3, 216 St Georges Terrace, Perth, Western Australia on Monday, 4 December 2017 at 10:30 am (WST), for the purpose of transacting the following business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to the following Resolutions accompanies this Notice of Meeting.

AGENDA

RESOLUTIONS

Resolution 1 – Approval of Issue of Shares to Coolabah Group Pty Ltd

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 8,571,429 Shares to Coolabah Group Pty Ltd on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by Coolabah Group Pty Ltd and any of its associates. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

Resolution 2 – Approval of issue of Capital Raising Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 8,744,373 Shares at an issue price of \$0.031 on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the Resolution is passed and an associate of those persons. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

Resolution 3 – Subsequent Approval under ASX Listing Rule 7.4 of Prior Capital Raising Shares Issued under ASX Listing Rule 7.1

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 35,398,537 Shares without Shareholder approval under ASX Listing Rule 7.1 on 22 November 2017 on the terms and conditions in the Explanatory Memorandum.”

The Company will disregard any votes cast on this Resolution by any person who participated in the Capital Raising and any associates of those persons. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

Resolution 4 – Subsequent Approval under ASX Listing Rule 7.4 of Prior Capital Raising Shares Issued under ASX Listing Rule 7.1A

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 23,599,025 Shares without Shareholder approval under ASX Listing Rule 7.1A on 22 November 2017 on the terms and conditions in the Explanatory Memorandum.”

The Company will disregard any votes cast on this Resolution by any person who participated in the Capital Raising and any associates of those persons. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

Resolution 5 – Approval of Issue of Attaching Options

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 33,870,967 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021 issued to participants of the Capital Raising on the basis of one (1) Option for every two (2) Shares subscribed for and issued on the terms and conditions in the Explanatory Memorandum.”

The Company will disregard any votes cast on this Resolution by any person who may participate in the Capital Raising and any of their associates and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of shares if the resolution is passed. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

Resolution 6 – Approval of Issue of Facilitator Options

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

"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 4,000,000 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021 to PAC Partners Pty Ltd (and/or its nominee(s)) on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by PAC Partners Pty Ltd (and/or its nominee(s)) and any of their associates. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

Resolution 7 – Approval of issue of Plan Options to Mr Greg Bittar

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 10.14 and for all other purposes, approval is given to issue up to 5,000,000 Plan Options under the Plan to Mr Greg Bittar (or his nominee) on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in the Plan and any associates of those Directors. 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 Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 8 – Approval of issue of Plan Options to Mr Bradley Drabsch

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 10.14 and for all other purposes, approval is given to issue up to 6,000,000 Plan Options under the Plan to Mr Bradley Drabsch (or his nominee) on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in the Plan and any associates of those Directors. 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 Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 9 – Approval of issue of Plan Options to Mr Michael Bowen

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 10.14 and for all other purposes, approval is given to issue up to 4,000,000 Plan Options under the Plan to Mr Michael Bowen (or his nominee) on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in the Plan and any associates of those Directors. 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 Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 10 – Approval of issue of Plan Options to Ms Sonja Neame

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 10.14 and for all other purposes, approval is given to issue up to 3,000,000 Plan Options under the Plan to Ms Sonja Neame (or her nominee) on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in the Plan and any associates of those Directors. 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 Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 11 – Approval of issue of Additional Plan Options to Ms Sonja Neame

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 10.14 and for all other purposes, approval is given to issue up to 3,000,000 Additional Plan Options under the Plan to Ms Sonja Neame (or her nominee) on the terms and conditions in the Explanatory Memorandum."

The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in the Plan and any associates of those Directors. 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 Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 12 – Increase of Authorised Share Capital

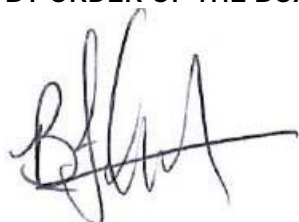
To consider and, if thought fit, to pass, with or without amendment as an **ordinary resolution** the following:

"That, for the purposes of Bermudian law and for all other purposes, the authorised share capital of the Company be and is hereby increased from £3,950,000 divided into 395,000,000 shares of 1p each to £5,500,000 by the creation of an additional 155,000,000 shares of 1p each in the capital of the Company each ranking pari passu in all respects with the existing shares."

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of the holder of ordinary securities if the Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if it is cast by:

- (a) 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 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.

BY ORDER OF THE BOARD



Bradley Drabsch

Managing Director

Dated: 24 November 2017

Proxies

Registered Shareholders for the Company only can vote at the Meeting personally or by proxy, attorney or representative. A Shareholder entitled to attend and vote at the Meeting may appoint not more than two proxies to attend and vote at the Meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. A proxy may but need not be a Shareholder of the Company. The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or email and reach the respective offices of the Company, for Australian holders not later than 10.30am Western Standard Time on Saturday, 2nd December 2017. For the convenience of Shareholders, a Proxy Form is enclosed with Notices sent to Shareholders.

A Shareholder that is a corporation may elect to appoint a representative in accordance with the Articles of Association in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to, the Company not later than 10.30 am Western Standard Time on Saturday, 2nd December 2017.

CHESS Depositary Interests

Holders of CHESS Depositary Interests ("CDI") are invited to attend the Meeting but are not entitled to vote at the Meeting. In order to have votes cast at the Meeting on their behalf, CDI holders must complete, sign and return the CDI Form of Instruction enclosed with the Notice sent to them to the Company at Suite 5, 56 Kings Park Road, West Perth WA 6005, PO Box 1796, West Perth WA 6872 or alternatively you can email your form to nerida@trekmetals.com.au, so that CDI holders can direct CHESS Depositary Nominees Pty Ltd ("CDN") to vote the underlying Shares on their behalf. The CDI Form of Instruction needs to be received by not later than 10.30 am Western Standard Time on Friday, 1st December 2017.

Trek Metals Limited
Company No. (Bermuda) 35116
ARBN 124 462 826

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of Trek Metals Limited ("Trek" or "Company") in connection with the business to be conducted at the General Meeting of the Company to be held at The Boardroom, Bentleys (WA) Pty Ltd, Level 3, 216 St Georges Terrace, Perth, Western Australia on **Monday, 4 December 2017 commencing at 10:30 am Perth WST / (10:30 pm Bermuda AST (Atlantic Standard Time) previous day).**

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice of General Meeting.

1 RESOLUTION 1 – APPROVAL OF ISSUE OF SHARES TO COOLABAH GROUP PTY LTD

1.1 Background

Resolution 1 seeks Shareholder approval for the issue of 8,571,429 Shares to Coolabah Group Pty Ltd ("**Acquisition Shares**"). The Acquisition Shares are being issued in consideration for the acquisition of ELM Resources Pty Ltd, an entity that holds the tenements that make up the Arunta Lithium-Cobalt Project in Northern Territory under the Share Sale Deed dated 13 November 2017 between the Company, ELM Resources Pty Ltd and Coolabah Group Pty Ltd. 4,285,714 Acquisition Shares, representing 50% of the Acquisition Shares, will be subject to voluntary escrow for a period of six months from issue.

ASX 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.

The effect of Resolution 1 will be to allow the Company to issue the Acquisition Shares, without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

1.2 Effect on Share Capital

	Number of Shares
Number of Shares on issue at 24 November 2017	294,987,812
Acquisition Shares	8,571,429
Total*	303,559,241

* There are currently 55,000,000 unlisted Options currently on issue. If any of these Options are exercised prior to the date of issue of the Acquisition Shares this will also impact the number of Shares on issue following the issue of the Acquisition Shares.

1.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the maximum number of securities the Company intends to issue under Resolution 1 is 8,571,429 Shares;
- (b) the Acquisition 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 ASX Listing Rules);
- (c) the Acquisition Shares will be issued at the deemed price of \$0.035 per Share;
- (d) the Acquisition Shares will be issued to Coolabah Group Pty Ltd in accordance with the Share Sale Deed dated 13 November 2017 between the Company, ELM Resources Pty Ltd and Coolabah Group Pty Ltd;
- (e) the Acquisition 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 Acquisition Shares are being issued in consideration for the acquisition of ELM Resources Pty Ltd. Accordingly, no funds will be raised through the issue of the Acquisition Shares;
- (g) subject to section 1.3(b), the allotment and issue of the Acquisition Shares will occur as soon as practicable after the Meeting; and
- (h) a voting exclusion statement is included in the Notice of Meeting.

1.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

The Chairman intends to vote available undirected proxies in favour of Resolution 1.

2 RESOLUTION 2 – APPROVAL OF ISSUE OF CAPITAL RAISING SHARES

2.1 Background

On 15 November 2017, the Company announced plans to issue up to 67,741,935 Shares to raise \$2.1 million (before costs), together with one (1) free attaching unlisted Option exercisable at \$0.06 before 2 November 2021 ("**Attaching Option**") for every two (2) Shares subscribed for and issued ("**Capital Raising**"). The Capital Raising will be completed in two tranches as follows:

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- (a) 58,997,562 Shares ("**Prior Capital Raising Shares**") at an issue price of \$0.031 per Share to raise \$1.83 million (before costs) that were issued on 22 November 2017 pursuant to the Company's existing capacity under ASX Listing Rules 7.1 and 7.1A. Resolutions 3 and 4 seek Shareholder approval to ratify the issue of the Prior Capital Raising Shares; and
 - (b) 8,744,373 Shares ("**Capital Raising Shares**") at an issue price of \$0.031 per Share to raise \$0.27 million (before costs) subject to Shareholder approval. Resolution 2 seeks Shareholder approval for the issue of the Capital Raising Shares.

Subject to Shareholder approval of Resolution 5, up to 33,870,967 Attaching Options will be issued, comprised of:

- (a) 29,498,781 Attaching Options to professional and sophisticated investors that subscribed for the Prior Capital Raising Shares; and
- (b) up to an additional 4,372,186 Attaching Options to investors that subscribe for Capital Raising Shares.

Proceeds from the Capital Raising will be used to fund initial assessment of the Arunta Lithium-Cobalt Project in the Northern Territory, continuing advancement of exploration activities at the Kroussou Zinc-Lead Project in Gabon, support ongoing exploration activities on the Company's other base metals project in the Northern Territory and for general working capital purposes.

A summary of ASX Listing Rule 7.1 is provided in section 1.1 of this Explanatory Memorandum.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Capital Raising Shares. The effect of passing Resolution 2 will be to allow the Company to issue the Capital Raising Shares during the three-month period after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of securities the Company intends to issue under Resolution 2 is 8,744,373 Shares;
- (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 ASX Listing Rules);
- (c) the Capital Raising Shares will be issued at \$0.031 per Share to raise up to \$0.27 million (before costs);
- (d) the Capital Raising Shares will be issued to sophisticated and professional investors through the lead manager of the Capital Raising, PAC Partners Pty Ltd;

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- (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 intends to use the funds raised from the Capital Raising to fund initial assessment of the Arunta Lithium-Cobalt Project in the Northern Territory, continuing advancement of exploration activities at the Kroussou Zinc-Lead Project in Gabon, support ongoing exploration activities on the Company's other base metals project in the Northern Territory and for general working capital purposes;
 - (g) subject to section 2.2(b), the allotment and issue of the Capital Raising Shares will occur as soon as practicable after the Meeting; and
 - (h) a voting exclusion statement is included in the Notice of Meeting.

2.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to vote available undirected proxies in favour of Resolution 2.

3 RESOLUTIONS 3 AND 4 – SUBSEQUENT APPROVAL UNDER ASX LISTING RULE 7.4 OF SECURITIES ISSUED UNDER ASX LISTING RULES 7.1 AND 7.1A

3.1 General

Resolutions 3 and 4 seek Shareholder ratification pursuant to Listing Rule 7.4 of the prior issue of the Prior Capital Raising Shares, being:

- (a) 35,398,537 Shares issued pursuant to Listing Rule 7.1; and
- (b) 23,599,025 Shares issued pursuant to Listing Rule 7.1A,

at an issue price of \$0.031 each to sophisticated and professional investors who are not related parties or associates of related parties of the Company to raise gross proceeds of \$1.83 million.

Further details of the issue of the Prior Capital Raising Shares are outlined above in section 2.1.

ASX Listing Rule 7.1 provides that a listed company may only issue or agree to issue up to 15% of the company's ordinary issued capital in any 12-month period, unless Shareholder approval is obtained (subject to certain exceptions).

ASX Listing Rule 7.1A enables certain eligible entities to seek Shareholder approval to issue Equity Securities up to 10% of its issued share capital over a 12-month period after the annual general meeting at which a resolution regarding ASX Listing Rule 7.1A is passed by special resolution. At the Company's last AGM on 7 August 2017, the Company obtained approval from Shareholders to issue Equity Securities under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 allows a company in a general meeting to subsequently approve an issue of securities under ASX Listing Rule 7.1, provided the company did not breach the 15% capacity, and also approve an issue of securities under ASX Listing Rule 7.1A, provided the company did not breach the 10% capacity.

Resolutions 3 and 4 seek subsequent Shareholder approval of the Prior Capital Raising Shares issued during the period since 7 August 2017 as described below, pursuant to ASX Listing Rule 7.4. These securities were issued without Shareholder approval under ASX Listing Rules 7.1 and 7.1A. If such approval is given, the Company will be entitled under ASX Listing Rule 7.1 to issue up to 15% of its ordinary issued capital, if required, in the next 12 months without shareholder approval.

3.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 3 and 4:

- (a) on 22 November 2017, the Company issued the Prior Capital Raising Shares to sophisticated and professional investors who are not related parties or associates of related parties of the Company on the following basis:
 - (i) 35,398,537 Prior Capital Raising Shares were issued pursuant to Listing Rule 7.1; and
 - (ii) 23,599,025 Prior Capital Raising Shares were issued pursuant to Listing Rule 7.1A;
- (b) the Prior Capital Raising Shares were issued for \$0.031 per Share;
- (c) the Prior Capital Raising Shares issued were fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares;
- (d) the funds raised will be used for the same purposes as all other funds raised under the Capital Raising as detailed in section 2.2(f) of this Explanatory Memorandum; and
- (e) a voting exclusion statement is included in the Notice of Meeting.

3.3 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4.

The Chairman intends to vote available undirected proxies in favour of Resolutions 3 and 4.

4 RESOLUTION 5 – APPROVAL OF ISSUE OF ATTACHING OPTIONS

4.1 General

In connection with the Capital Raising and subject to Shareholder approval, investors will receive one (1) free Attaching Option for every two (2) Shares subscribed for and issued. Accordingly, Resolution 5 seeks Shareholder approval for the issue of up to 33,870,967 free Attaching Options to participants of Capital Raising Shares. None of the participants under the Capital Raising are related parties or an associate of a related party of the Company.

A summary of ASX Listing Rule 7.1 is provided in section 1.1 of this Explanatory Memorandum.

The effect of Resolution 5 will be to allow the Company to issue the Attaching 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 under ASX Listing Rule 7.1.

4.2 Effect on Share Capital

No shares will be issued as a result of Resolution 5, only 33,870,967 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021.

There are currently 55,000,000 unlisted Options on issue.

4.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the Company will issue up to 33,870,967 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021;
- (b) the Attaching 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 ASX Listing Rules);
- (c) the Attaching Options will be issued for nil cash consideration to professional and sophisticated investors that participated in the Capital Raising on the basis of one (1) Attaching Option for every two (2) Shares subscribed for and issued;
- (d) the full terms and conditions of the Attaching Options are outlined in Schedule 1 to this Notice;
- (e) as the Attaching Options are being issued for nil cash consideration, no funds will be raised from the issue. Funds raised from the exercise of the Attaching Options will be used for the same purposes as all other funds raised under the Capital Raising as detailed in section 2.2(f) of this Explanatory Memorandum;

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- (f) subject to section 4.3(b), the allotment and issue of the Attaching Options will occur as soon as practicable after the Meeting; and
 - (g) a voting exclusion statement is included in the Notice of Meeting.

4.4 Directors' recommendation

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

The Chairman intends to vote available undirected proxies in favour of Resolution 5.

5 RESOLUTION 6 – APPROVAL OF ISSUE OF FACILITATOR OPTIONS

5.1 General

Resolution 6 seeks Shareholder approval for the issue of 4,000,000 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021 to be issued to PAC Partners Pty Ltd (and/or their nominee(s)) ("**Facilitator Options**") in accordance with the terms and conditions of its lead manager mandate.

Under the terms of the lead manager mandate, PAC Partners Pty Ltd (and/or its nominees) is entitled to a success fee of 4,000,000 Facilitator Options if it successfully raises a minimum of \$1,828,924.42 from the Capital Raising.

The Facilitator Options will be issued on the same terms and conditions as the Attaching Options detailed in Schedule 1.

A summary of ASX Listing Rule 7.1 is provided in section 1.1 of this Explanatory Memorandum.

The effect of Resolution 6 will be to allow the Company to issue the Facilitator 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 under ASX Listing Rule 7.1.

5.2 Effect on Share Capital

No Shares will be issued as a result of Resolution 6, only 4,000,000 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021.

There are currently 55,000,000 unlisted Options on issue.

5.3 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

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- (a) the Company will issue 4,000,000 unlisted Options with an exercise price of \$0.06 expiring 2 November 2021;
 - (b) the Facilitator 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 ASX Listing Rules);
 - (c) the Facilitator Options will be issued for nil cash consideration to PAC Partners Pty Ltd (and/or their nominee(s));
 - (d) the full terms and conditions of the Facilitator Options are outlined in Schedule 1 to this Notice;
 - (e) as the Facilitator Options are being issued for nil cash consideration, no funds will be raised from the issue. Funds raised from the exercise of the Facilitator Options will be used for the same purposes as all other funds raised under the Capital Raising as detailed in section 2.2(f) of this Explanatory Memorandum;
 - (f) subject to section 5.3(b), the allotment and issue of the Facilitator Options will occur as soon as practicable after the Meeting; and
 - (g) a voting exclusion statement is included in the Notice of Meeting.

5.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

The Chairman intends to vote available undirected proxies in favour of Resolution 6.

6 RESOLUTIONS 7 TO 10 (INCLUSIVE) - ISSUE OF PLAN OPTIONS TO DIRECTORS

6.1 General

Resolutions 7 to 10 (inclusive) seek Shareholder approval pursuant to ASX Listing Rule 10.14 for the issue of up to an aggregate total of 18,000,000 unlisted Options exercisable for \$0.06 and expiring 2 November 2021 under the Plan to the Directors (or their nominee(s)) ("**Plan Options**").

The Plan was approved by Shareholders on 30 December 2016. The Board considers that the grant of Plan Options is appropriate to align the efforts of the Directors in seeking to achieve growth of the Share price and the creation of Shareholder value. In addition, the Board also believes that incentivising Directors with Plan Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer these Plan Options to continue to attract and retain experienced and quality Board members for the benefit of the Company.

Refer to Schedule 2 for a summary of the terms and conditions of the Plan Options.

The Plan Options to be issued pursuant to Resolutions 7 to 10 (inclusive) will vest immediately.

The Company intends to issue the following number of Plan Options to the Directors (or their nominees):

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- (a) 5,000,000 Plan Options to Mr Greg Bittar pursuant to Resolution 7;
 - (b) 6,000,000 Plan Options to Mr Bradley Drabsch pursuant to Resolution 8;
 - (c) 4,000,000 Plan Options to Mr Michael Bowen pursuant to Resolution 9; and
 - (d) 3,000,000 Plan Options to Ms Sonja Neame pursuant to Resolution 10.

6.2 ASX Listing Rule 10.14

Listing Rule 10.14 requires Shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

The Directors are of the view that none of the exceptions detailed in ASX Listing Rule 10.15B apply in the current circumstances. Accordingly, Shareholder approval is sought for the allotment and issue of Plan Options to the Directors (or their nominees).

Pursuant to ASX Listing Rule 7.2, exception 14, the effect of passing Resolutions 7 to 10 (inclusive) will be to allow the Company to issue a total of 18,000,000 Plan Options to the Directors (or their nominees) without using up the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolutions 7 to 10 (inclusive) are being put to Shareholders to seek approval for the issue of the Plan Options to Directors pursuant to ASX Listing Rule 10.14

6.3 Technical information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the issue of Plan Options:

- (a) Plan Options will be issued under the Plan to Directors (or their nominee(s));
- (b) the maximum number of Plan Options to be issued to the Directors (or their nominee(s)) is 18,000,000 to be issued as follows:
 - (i) up to 5,000,000 Plan Options to be issued to Mr Greg Bittar (or his nominee) pursuant to Resolution 7;
 - (ii) up to 6,000,000 Plan Options to be issued to Mr Bradley Drabsch (or his nominee) pursuant to Resolution 8;
 - (iii) up to 4,000,000 Plan Options to be issued to Mr Michael Bowen (or his nominee) pursuant to Resolution 9; and
 - (iv) up to 3,000,000 Plan Options to be issued to Ms Sonja Neame (or his nominee) pursuant to Resolution 10;
- (c) the Plan Options will be issued for nil cash consideration as they will be issued as part of the Directors' remuneration packages;

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- (d) the terms and conditions of the Plan Options are outlined in Schedule 2 to this Notice;
 - (e) since adoption of the Plan on 30 December 2016, Mr Bradley Drabsch has received 8,000,000 Options under the Plan and Mr Greg Bittar has received 5,000,000 Options under the Plan. No other persons referred to in ASX Listing Rule 10.14 have received securities under the Plan since its adoption;
 - (f) the persons referred to in ASX Listing Rule 10.14 who are entitled to participate in the Plan are the Directors, Mr Greg Bittar, Mr Bradley Drabsch, Ms Sonja Neame and Mr Michael Bowen;
 - (g) no loan has been provided to the Directors in relation to the issue of the Plan Options; and
 - (h) the Plan Options will be issued no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

6.4 Directors' recommendation

None of the Directors consider it appropriate to make a recommendation to Shareholders about Resolutions 7 to 10 (inclusive) as each has an interest in the Resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 7 to 10 (inclusive).

7 RESOLUTION 11 - ISSUE OF ADDITIONAL PLAN OPTIONS TO MS SONJA NEAME

7.1 General

Resolution 11 seeks Shareholder approval pursuant to ASX Listing Rule 10.14 for the issue of up to 3,000,000 Options exercisable for \$0.06 and expiring 2 November 2021 under the Plan to Ms Sonja Neame (or her nominee) ("**Additional Plan Options**").

The Additional Plan Options are being granted to Ms Sonja Neame as the Board at the time of its December 2016 general meeting had yet to determine the terms of Options to be granted to Ms Sonja Neame. The Board has now determined the terms on which Ms Sonja Neame will be granted the Additional Plan Options, and accordingly seeks Shareholder approval for the issue.

Refer to Schedule 3 for a summary of the terms and conditions of the Plan Options.

The Additional Plan Options will be subject to the following vesting conditions:

- (a) 35% of the Additional Plan Options or the first 1,000,000 of the Additional Plan Options (whichever is greater) will vest immediately;
- (b) 50% of the Additional Plan Options will vest upon the Company acquiring or entering into a farm in arrangement in relation to a flagship project for the Company and undertaking a reasonably contemporaneous capital raising; and

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- (c) the balance of the Additional Plan Options will vest upon the earlier of 18 months after the date of issue and after the Share price has traded on a 1 month VWAP of no less than 10 cents.

7.2 ASX Listing Rule 10.14

A summary of ASX Listing Rule 10.14 is provided in section 6.2 of this Explanatory Memorandum.

The Directors are of the view that none of the exceptions detailed in ASX Listing Rule 10.15B apply in the current circumstances. Accordingly, Shareholder approval is sought for the allotment and issue of the Additional Plan Options to Ms Sonja Neame (or their nominees).

Pursuant to Listing Rule 7.2, exception 14, the effect of passing Resolution 11 will be to allow the Company to issue a total of 3,000,000 Additional Plan Options to Ms Sonja Neame (or her nominees) without using up the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 11 is being put to Shareholders to seek approval for the issue of the Additional Plan Options to Ms Sonja Neame, Director, pursuant to ASX Listing Rule 10.14

7.3 Technical information required by ASX Listing Rule 10.15

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.15, the following information is provided in relation to the issue of the Additional Plan Options:

- (a) Additional Plan Options will be issued under the Plan to Ms Sonja Neame (or her nominee);
- (b) the maximum number of Additional Plan Options to be issued to Ms Sonja Neame (or her nominee) is 3,000,000;
- (c) the Additional Plan Options will be issued for nil cash consideration as they will be issued as part of Ms Sonja Neame's remuneration package;
- (d) the terms and conditions of the Additional Plan Options are outlined in Schedule 3 to this Notice;
- (e) since adoption of the Plan on 30 December 2016, Mr Bradley Drabsch has received 8,000,000 Options under the Plan and Mr Greg Bittar has received 5,000,000 Options under the Plan. No other persons referred to in ASX Listing Rule 10.14 have received securities under the Plan since its adoption;
- (f) the persons referred to in ASX Listing Rule 10.14 who are entitled to participate in the Plan are the Directors, Mr Greg Bittar, Mr Bradley Drabsch, Ms Sonja Neame and Mr Michael Bowen;
- (g) no loan has been provided to Ms Sonja Neame in relation to the issue of the Additional Plan Options; and
- (h) the Additional Plan Options will be issued no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).

7.4 Directors' recommendation

The Directors, other than Ms Sonja Neame, unanimously recommend that Shareholders vote in favour of Resolution 11.

The Chairman intends to vote available undirected proxies in favour of Resolution 11.

8 RESOLUTION 12 – INCREASE OF AUTHORISED CAPITAL

8.1 General

The Company is required to seek Shareholder approval in order to increase its authorised share capital. Currently, the Company has an authorised share capital of £3,950,000 (divided into 395,000,000 shares of 1 p each). In order for the Company to be capable of issuing that maximum number of Shares contemplated by Resolutions 1 and 2, the exercise of allotted Options currently on issue and contemplated by Resolutions 5 to 11 (inclusive) and to enable it to issue securities under its ASX Listing Rules 7.1 and 7.1A capacity, the Company is required to increase its authorised share capital to £5,500,000 of 550,000,000 shares, by the creation of an additional 155,000,000 shares of 1p each.

Shares	Number	Authorised Share Capital
Authorised share capital as at 24 November 2017	395,000,000	£3,950,000
Additional number authorised to be issued	155,000,000	£1,550,000
Total	550,000,000	£5,500,000

8.2 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

The Chairman intends to vote available undirected proxies in favour of Resolution 12.

GLOSSARY OF TERMS

In this Explanatory Memorandum and Notice of Meeting, in addition to the terms defined in the body of the Explanatory Memorandum, the following expressions have the following meanings:

"Acquisition Shares" has the meaning give to that term in section 1.1.

"Additional Plan Options" has the meaning given to that term in section 7.1.

"AUD\$" or "A\$" means Australian dollars.

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

"ASX Listing Rules" means the listing rules of the Australian Securities Exchange operated by ASX Limited ABN 98 008 624 691.

"Attaching Option" has the meaning given to that term in section 2.1.

"Board" means the board of Directors.

"Business Day" means a day (not being a Saturday or Sunday) on which banks are open for general banking business in Perth, Western Australia.

"Capital Raising" has the meaning given to that term in section 2.1.

"Capital Raising Shares" has the meaning given to that term in section 2.1.

"CDI" means a CHESS Depository Interest representing a unit of beneficial ownership in a Share registered in the name of CHESS Depository Nominees Pty Ltd.

"Chairman" means the person appointed to chair the Meeting of the company convened by the Notice.

"Company" or "Trek" or "TKM" means Trek Metals Limited ARBN 124 462 826.

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

"Directors" mean the directors of Trek.

"Eligible Entity" means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P ASX 300 Index; and
- (b) has a market capitalization (excluding restricted securities and securities quoted on a deferred settlement basis) equal to or less than \$300,000,000.

"Equity Securities" has the same meaning as in the ASX Listing Rules.

"Explanatory Memorandum" means this Explanatory Memorandum.

"Facilitator Options" has the meaning given to that term in section 5.1.

"Meeting" means the general meeting of shareholders of Trek convened by the Notice.

"**Notice**" or "**Notice of Meeting**" means the notice of general meeting that accompanies this Explanatory Memorandum.

"**Option**" means an option to acquire a Share.

"**Optionholder**" means a holder of an Option.

"**Plan**" means the employee share option plan approved by Shareholders on 30 December 2016.

"**Plan Option**" has the meaning given to that term in section 6.1.

"**Prior Capital Raising Shares**" has the meaning given to that term in section 2.1.

"**Proxy Form**" means the proxy form accompanying the Notice of Meeting.

"**Resolution**" means a resolution referred to in the Notice of Meeting.

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

"**Shareholder**" means a registered holder of Shares.

"**VWAP**" means volume weighted average price.

"**WST**" means Western Standard Time as observed in Perth, Western Australia.

Schedule 1 – Terms and conditions of Attaching Options and Facilitator Options

1. Entitlement

Each Option entitles the Optionholder to subscribe for one Share upon exercise.

2. Exercise Price and Expiry Date

The exercise price of each Option is \$0.06 ("Exercise Price").

Each Option shall expire on 5.00pm WST on 2 November 2021 ("Expiry Date").

3. Exercise Period

Each Option may be exercised at any time before the Expiry Date ("Exercise Period")

4. Quotation of Options

No application for quotation of the Options will be made by the Company.

5. Exercise Notice

A notice under the Clearing House Electronic Subregister System ("CHESS") instead of a certificate will be issued for the Options. On the reverse side of the notice there will be endorsed a statement of rights of the Optionholder and a notice of exercise of Option that is to be completed when exercising the Options ("Exercise Notice"). If there is more than one Option comprised in the notice and prior to the Expiry Date those Options are exercised in part the Company will issue another notice for the balance of the Options held and not yet exercised.

6. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

7. Timing of the Issue of Shares on Exercise and Quotation

Within 5 Business Days after the later of the following:

- (a) receipt of a Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised; and
- (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information. If there is no such information, the relevant date will be the date of receipt of an Exercise Notice as set out in clause 7(a) above,

the Company will:

- (c) allot and issue the Shares pursuant to the exercise of the Options;
- (d) as soon as reasonably practicable:
 - (i) and in any event within 5 Business Days after issuing the Shares, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; or
 - (ii) lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Options for resale under section 708A(11) of the Corporations Act (which, if a notice is not lodged under paragraph (i) above, must be lodged with ASIC within 15 Business Days after issuing the Shares); and

- (e) apply for, and use best endeavours to obtain, official quotation on ASX (or, if the Company is no longer listed on ASX, to the securities exchange on which the Company's shares are admitted for quotation) of Shares issued pursuant to the exercise of the Options,

provided that if the Company receives an Exercise Notice within 2 weeks after the release of its annual financial statements or after the release of its half-year financial statements, it must take the actions set out in clauses 7(c) to (e) above within 5 Business Days after receiving the Notice of Exercise.

8. Participation in New Issues

The Optionholder may only participate in new issues of securities to holders of Shares if an Option has been exercised and Shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice as required under the ASX Listing Rules to the Optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.

9. Adjustment for Bonus Issues of Shares

There is no right to change the exercise price of an Option nor the number of underlying Shares over which the Option can be exercised, if the Company completes a bonus issue.

10. Adjustment for Entitlement Issue

- (a) The Optionholder will be permitted to participate in any new pro-rata issue of securities of the Company on the prior exercise of the Options in which case, the Optionholder will be afforded the period of at least 5 Business Days prior to and inclusive of the books closing date (to determine entitlements to the issue) to exercise the Options.
- (b) There is no right to change the exercise price of an Option nor the number of underlying Shares over which the Option can be exercised, if the Company completes a pro rata issue.

11. Adjustment for Reorganisation

In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Optionholder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.

12. Transferability

The Options are not transferrable.

13. Dividend Policy

The Options will not give any right to participate in dividends until Shares are allotted pursuant to the exercise of the relevant Options.

14. Amendments

The terms and conditions of the Options may only be amended subject to compliance with the ASX Listing Rules (or the rules of the relevant securities exchange on which the Company's shares are admitted for quotation).

Schedule 2 – Terms and conditions of Plan Options

1. Entitlement

Each Plan Option ("**Options**") entitles the Holder to subscribe for one Share upon exercise.

2. Plan

- (a) The Options are issued under the Plan.
- (b) In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

3. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.06 ("**Exercise Price**").
- (b) The expiry date of each Option ("**Expiry Date**") is the earlier to occur of:
 - (i) 2 November 2021; and
 - (ii) the Options lapsing and being forfeited under the Plan or these terms and conditions.

4. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

5. Vesting Conditions

The Plan Options will vest immediately.

6. Exercise Period

Each vested Option is exercisable at any time prior to the Expiry Date ("**Exercise Period**").

7. Exercise Notice and payment of Exercise Price

- (a) The Options may be exercised during the Exercise Period by notice in writing to the Company ("**Exercise Notice**") and payment (by cash, cheque, Share transfers, or any other legal means accepted by the Company) of the Exercise Price for each Option being exercised. Any Exercise Notice of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (b) The Holder may apply to the Board to pay the Exercise Price for an Option by using the cashless exercise facility as detailed in the Plan ("**Cashless Exercise Facility**").
- (c) If the Board approves the Holder's application to use the Cashless Exercise Facility, the Holder will only be issued that number of Shares (rounded down to the nearest whole number) as is equal in value to the difference between the total Exercise Price otherwise payable for the Options being exercised and the then market value of the Shares at the date of exercise ("**Market Value**"), calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

S = number of Shares to be issued on exercise of the Options

O = number of Options

MSP = market value of the shares calculated using the volume weighted average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded immediately preceding the date of exercise

EP = Exercise Price

- (d) If the difference between the total Exercise Price otherwise payable for the Options being exercised and then then Market Value of the Shares at the time of exercise is negative or zero, then the Holder will not be entitled to use the Cashless Exercise Facility.

8. Timing of issue of Shares and quotation of Shares on exercise

Within 10 Business Days of delivery of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised the Company will:

- (a) issue the Shares pursuant to the exercise of the Options together with any additional Shares an entitlement to which has arisen under the Plan in consequence of the exercise of the Options;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for the sale of the Shares does not require disclosure to investors; and
- (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 5 Business Days after the date of exercise of the Option.

9. Participation in New Issues

- (a) There are no participating rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital which may be offered to Shareholders from time to time prior to the Expiry Date without exercising the Options.
- (b) The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

10. Adjustment for Bonus Issues of Shares

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.

11. Adjustment for Entitlement Issue

If the Company makes a pro rata issue of securities (except a bonus issue) to the Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price shall be reduced as determined by the Board in its sole discretion and in accordance with the Listing Rules.

12. Adjustment for Reorganisation

If at any time the capital of the Company is reorganised (including by way of a return of capital, consolidation, subdivision, reduction or cancellation), the terms of the Options will be changed in a manner consistent with the Listing Rules at the time of the reorganisation.

13. Transferability

- (a) Subject to the Listing Rules and the Corporations Act, an Option granted under the Plan is only transferable, assignable or able to be otherwise disposed or encumbered:
 - (i) with the consent of the Board (which may be withheld in its absolute discretion); or
 - (ii) by force of law upon death to the Holder's legal personal representative or upon bankruptcy to the Holder's trustee in bankruptcy.
- (b) A Holder must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to Options granted to them under the Plan.
- (c) Where the Holder purports to transfer, assign, mortgage, charge or otherwise dispose or encumber an Option granted under the Plan, other than in accordance with Rule 13.8(a), or hedge an Option contrary to Rule 13.8(b), the Option immediately expires.

14. Dividend Policy

Options will not confer upon the Holder the right to dividends or to notice of, or to vote and attend at, meetings of Shareholders unless and until any Option has been exercised and Shares have been issued to the Holder.

Schedule 3 – Terms and conditions of Additional Plan Options

1. Entitlement

Each Additional Plan Option ("**Options**") entitles the Holder to subscribe for one Share upon exercise.

2. Plan

- (a) The Options are issued under the Plan.
- (b) In the event of any inconsistency between the Plan and these terms and conditions, these terms and conditions will apply to the extent of the inconsistency.

3. Exercise Price and Expiry Date

- (a) The exercise price of each Option is \$0.06 ("**Exercise Price**").
- (b) The expiry date of each Option ("**Expiry Date**") is the earlier to occur of:
 - (i) 2 November 2021; and
 - (ii) the Options lapsing and being forfeited under the Plan or these terms and conditions.

4. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

5. Vesting Conditions

- (a) Subject to these terms and conditions, the Plan Options will vest on each of the following Vesting Dates:
 - (i) 35% of the Plan Options or the first 1,000,000 of the Plan Options (whichever is the greater) will vest immediately;
 - (ii) 50% of the Plan Options will vest upon the Company entering into an acquisition or farm in arrangement in relation to a flagship project for the Company; and
 - (iii) the balance of the Plan Options will vest upon the earlier of 18 months after the date of issue and after the Company share price has traded on a 1 month VWAP of no less than 10 cents.
- (b) Subject to these terms and conditions, the Additional Plan Options will vest on each of the following Vesting Dates:
 - (i) 35% or the first 1,000,000 (whichever is the greater) of the Additional Plan Options will vest immediately;
 - (ii) 50% of the Additional Plan Options will vest upon the Company acquiring or entering into a farm in arrangement in relation to a flagship project for the Company and undertaking a reasonably contemporaneous capital raising; and
 - (iii) the balance of the Additional Plan Options will vest upon the earlier of 18 months after the date of issue and after the Company share price has traded on a 1 month VWAP of no less than 10 cents.
- (c) The Options shall be deemed to have vested if the Holder is an Eligible Person during the period ending on a relevant Vesting Date.

- (d) If a Change in Control Event occurs (as defined in item 9 of these terms and conditions), all Options which have not yet vested will vest on the date of that Change in Control Event.

6. Exercise Period

Each vested Option is exercisable at any time prior to the Expiry Date ("**Exercise Period**").

7. Exercise Notice and payment of Exercise Price

- (a) The Options may be exercised during the Exercise Period by notice in writing to the Company ("**Exercise Notice**") and payment (by cash, cheque, Share transfers, or any other legal means accepted by the Company) of the Exercise Price for each Option being exercised. Any Exercise Notice of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (b) The Holder may apply to the Board to pay the Exercise Price for an Option by using the cashless exercise facility as detailed in the Plan ("**Cashless Exercise Facility**").
- (c) If the Board approves the Holder's application to use the Cashless Exercise Facility, the Holder will only be issued that number of Shares (rounded down to the nearest whole number) as is equal in value to the difference between the total Exercise Price otherwise payable for the Options being exercised and the then market value of the Shares at the date of exercise ("**Market Value**"), calculated in accordance with the following formula:

$$S = \frac{O \times (MSP - EP)}{MSP}$$

Where:

- S = number of Shares to be issued on exercise of the Options
- O = number of Options
- MSP = market value of the shares calculated using the volume weighted average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded immediately preceding the date of exercise
- EP = Exercise Price
- (d) If the difference between the total Exercise Price otherwise payable for the Options being exercised and then then Market Value of the Shares at the time of exercise is negative or zero, then the Holder will not be entitled to use the Cashless Exercise Facility.

8. Timing of issue of Shares and quotation of Shares on exercise

Within 10 Business Days of delivery of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised the Company will:

- (a) issue the Shares pursuant to the exercise of the Options together with any additional Shares an entitlement to which has arisen under the Plan in consequence of the exercise of the Options;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for the sale of the Shares does not require disclosure to investors; and

- (c) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 5 Business Days after the date of exercise of the Option.

9. Participation in New Issues

- (a) There are no participating rights or entitlements inherent in the Options and Holders will not be entitled to participate in new issues of capital which may be offered to Shareholders from time to time prior to the Expiry Date without exercising the Options.
- (b) The Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

10. Adjustment for Bonus Issues of Shares

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.

11. Adjustment for Entitlement Issue

If the Company makes a pro rata issue of securities (except a bonus issue) to the Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price shall be reduced as determined by the Board in its sole discretion and in accordance with the Listing Rules.

12. Adjustment for Reorganisation

If at any time the capital of the Company is reorganised (including by way of a return of capital, consolidation, subdivision, reduction or cancellation), the terms of the Options will be changed in a manner consistent with the Listing Rules at the time of the reorganisation.

13. Transferability

- (a) Subject to the Listing Rules and the Corporations Act, an Option granted under the Plan is only transferable, assignable or able to be otherwise disposed or encumbered:
 - (i) with the consent of the Board (which may be withheld in its absolute discretion); or
 - (ii) by force of law upon death to the Holder's legal personal representative or upon bankruptcy to the Holder's trustee in bankruptcy.
- (b) A Holder must not enter into any arrangement for the purpose of hedging, or otherwise affecting their economic exposure, to Options granted to them under the Plan.
- (c) Where the Holder purports to transfer, assign, mortgage, charge or otherwise dispose or encumber an Option granted under the Plan, other than in accordance with Rule 13.8(a), or hedge an Option contrary to Rule 13.8(b), the Option immediately expires.

14. Dividend Policy

Options will not confer upon the Holder the right to dividends or to notice of, or to vote and attend at, meetings of Shareholders unless and until any Option has been exercised and Shares have been issued to the Holder.

15. **Change in Control Event**

- (a) For the purposes of these terms and conditions, "Change in Control Event" means:
- (i) a person's (other than ARF) voting power (as defined in section 610 of the Corporations Act) in the Company increases above 20%;
 - (ii) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
 - (iii) the announcement by the Company:
 - (A) Shareholders have at a court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) cancelled; or
 - (2) transferred to a third party,and the Court, by order, approves the proposed scheme of arrangement;
 - (B) the occurrence of the sale of all or a majority of the Company's main undertaking; or
 - (C) at the absolute discretion of the Board, the occurrence of a sale of at least 50% of the Company's main undertaking.
- (b) Notwithstanding any other terms contained in the Plan, upon the occurrence of a Change in Control Event the Board may determine in its absolute discretion:
- (i) that the Options may vest and be exercised at any time and in any number from the date of such determination until the date determined by the Board acting bona fide so as to permit the Holder to participate in any change of control arising from a Change in Control Event provided that the Board will advise in writing each Holder of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or
 - (ii) to use their reasonable endeavours to procure that an offer is made to Holders on like terms (having regard to the nature and value of the Options) to the terms proposed under the Change in Control Event in which case the Board shall determine an appropriate period during which the Holder may elect to accept the offer and, if the Holder has not so elected at the end of that period, the Options shall immediately vest and become exercisable and if not exercised within 10 days, shall lapse.

PROXY FORM

The Company Secretary
Trek Metals Limited

By delivery:

Suite 5, 56 Kings Park Road
West Perth WA 6005

By post:

PO Box 1796
West Perth WA 6872

By email:

nerida@trekmetals.com.au

Step 1 – CHESS Depositary Nominees Pty Ltd will vote as directed

I/We¹ _____
of _____

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Trek Metals Limited hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the General Meeting of Trek Metals Limited to be held at The Boardroom, Bentleys (WA) Pty Ltd, Level 3, 216 St Georges Terrace, Perth, Western Australia on Monday, 4 December 2017 at 10:30 am Perth WST / (10:30 pm Bermuda AST (Atlantic Standard Time) previous day). and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

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

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Approval of Issue of Shares to Coolabah Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of issue of Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Subsequent Approval under ASX Listing Rule 7.4 of Prior Capital Raising Shares Issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Subsequent Approval under ASX Listing Rule 7.4 of Prior Capital Raising Shares Issued under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of Issue of Facilitator Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Plan Options to Mr Greg Bittar	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of Plan Options to Mr Bradley Drabsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of issue of Plan Options to Mr Michael Bowen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of issue of Plan Options to Ms Sonja Neame	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Approval of issue of Additional Plan Options to Ms Sonja Neame	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	Increase of Authorised Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder**Voting Instruction Notes:**

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name at 2 December 2017 entitles you to one vote. You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.
Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

Voting Instruction forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Voting Instruction form (and the power of attorney or other authority) must be deposited at or received by email at the address below no later than 72 hours prior to the time of commencement of the General Meeting (WST).

Hand deliveries: Suite 5, 56 Kings Park Road, West Perth WA 6005

Postal address: PO Box 1796, West Perth WA 6872

Email: nerida@trekmetals.com.au