

24 April 2020

Dear Sir/Madam,

**COVID-19 - VIRTUAL AGM**

The shareholder meeting is scheduled to be held in Perth on Thursday 28 May 2020 at 11:00am (AEST/AWST) (**Meeting**). However, in light of the evolving and uncertain COVID-19 situation and the associated health risks, only those personally invited by the Company to physically attend the meeting will be permitted to do so. The Company shall only extend invitations to Shareholders insofar as is legally permitted, having regard to Australian government COVID-19 restrictions imposed at the time of the Meeting. All other Shareholders will not be permitted to attend the meeting in person and are **strongly encouraged to lodge a directed proxy form prior to the meeting**.

The Directors wish to advise that pursuant to section 249S of the Corporations Act, the Company is offering Shareholders the opportunity to participate in the meeting by:

- (a) submitting your vote prior to the Meeting by lodging the attached proxy form attached to the Notice no later than 11:00am on Tuesday 26 May 2020;
- (b) submitting questions in advance of the meeting by emailing the questions to [info@cypriummetals.com](mailto:info@cypriummetals.com) by no later than 15 May 2020; and/or
- (c) hearing the meeting through a teleconference, which will be available online by calling +61 (8) 6500 2107.

The Australian government is implementing a wide range of measures to contain or delay the spread of COVID-19. If it becomes necessary or appropriate to make further and alternative arrangements to those presently proposed, the Company will notify Shareholders accordingly via the ASX platform at [asx.com.au](http://asx.com.au) (ASX: CYM) and on the Company's website at <https://cypriummetals.com/>.

This announcement is authorised for market release by Wayne Apted, Company Secretary.

Sincerely,



Wayne Apted  
Company Secretary



# Cyprium Metals Limited

ACN 002 678 640

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

**Date of Meeting**

Thursday 28 May 2020

**Time of Meeting**

11:00am (AWST)

**Place of Meeting**

110 Stirling Hwy, NEDLANDS WA 6009

**A Proxy Form is enclosed**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

**CYPRIUM METALS LIMITED**  
**ACN 002 678 640**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Cyprium Metals Limited ACN 002 678 640 will be held at 110 Stirling Highway, Nedlands, WA, 6009 on Thursday 28 May 2020 at 11:00am (AWST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

**AGENDA**

**Financial Statements and Reports**

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2019, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

**1 Resolution 1 – Non Binding Resolution to adopt Remuneration Report**

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report, as set out in the Company's annual financial report for the financial year ended 31 December 2019."*

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**2 Resolution 2 – Election of Gary Comb as a Director**

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

*"That Gary Comb, a Director who was appointed casually on 17 June 2019, ceases to hold office in accordance with clause 13.4(c) of the Company's Constitution retires and, being eligible, is elected a Director of the Company."*



### 3 Resolution 3 – Election of Barry Cahill as a Director

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

*“That Barry Cahill, a Director who was appointed casually on 17 June 2019, ceases to hold office in accordance with clause 13.4(c) of the Company’s Constitution retires and, being eligible, is elected a Director of the Company.”*

### 4 Resolution 4 – Re-Election of Nicholas Rowley as a Director

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

*“That Nicholas Rowley, a Director who was appointed casually on 31 May 2018, ceases to hold office in accordance with clause 13.5(a) of the Company’s Constitution and being eligible, is re-elected as a Director of the Company.”*

### 5 Resolution 5 – Ratification of Placement Shares – Listing Rule 7.4

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,758,922 Shares on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 6 Resolution 6 – Ratification of Placement Shares – Listing Rule 7.4

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

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,241,078 Shares on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or



- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7 Resolution 7 – Grant of Performance Rights to Barry Cahill or his nominee

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

*"That, subject to Shareholders approving Resolution 3, for the purposes of sections 200B and 200E of the Corporations Act, Listing Rules 10.14 and 10.19 and for all other purposes, Shareholders approve the grant of up to 2,500,000 Performance Rights to Barry Cahill or his nominee, on the terms and conditions set out in the Explanatory Memorandum."*

### **Voting Exclusion:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any associates of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written communication to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **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:

- (a) the proxy is the Chair; and
- (b) 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.

## 8 Resolution 8 – Replacement of Constitution

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

*"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form as signed by the chairman of the Meeting for identification purposes."*



**9 Resolution 9 – Approval of Additional 10% Placement Capacity**

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

*"That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of that number of Equity Securities equal to up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

**OTHER BUSINESS**

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**To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.**

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Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

**By order of the Board**

A handwritten signature in black ink, appearing to read "Wayne Apted", is written over a horizontal line.

**Wayne Apted**  
Company Secretary

Dated: 24 April 2020



### **How to vote**

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

### **Voting in person (or by attorney)**

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective 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 below.

### **Voting by a Corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### **Voting by proxy**

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- To be effective, proxies must be received by 11:00am (AWST time) on 26 May 2020. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:  
Advanced Share Registry  
PO Box 1156  
NEDLANDS WA 6906  
Australia

or



- by faxing a completed Proxy Form to (08) 6370 4203 (within Australia) or +61 8 6370 4203 (from outside of Australia);
  - or
  - by emailing a completed Proxy Form to Advanced Share Registry at [admin@advancedshare.com.au](mailto:admin@advancedshare.com.au);
  - or
  - by recording the proxy appointment and voting instructions via the internet at <https://www.advancedshare.com.au/home>. Only registered Shareholders may access this facility and will need their Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**).
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 11:00am (AWST time) on 26 May 2020. If facsimile transmission is used, the Power of Attorney must be certified.

**Shareholders who are entitled to vote**

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5:00pm (AWST time) on 26 May 2020.





## CYPRIUM METALS LIMITED

ACN 002 678 640

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

#### 1 FINANCIAL REPORTS

The first item of the Notice deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 31 December 2019, together with the Directors' declaration and report in relation to that financial year and the Auditor's Report on the financial report. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the management of the Company.

The Chair will also give Shareholders a reasonable opportunity to ask the Auditor or the Auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chair will also allow a reasonable opportunity for the Auditor or their representative to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act.

#### 2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2019 Annual Report be adopted. The Remuneration Report is set out in the Company's 2019 Annual Report and is also available on the Company's website ([www.cypriummetals.com](http://www.cypriummetals.com)).

The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.



The remuneration report for the financial year ended 31 December 2018 did not receive a vote of more than 25% against its adoption at the Company's last general meeting held on 29 May 2019. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation.

The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

### **Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

### **3 RESOLUTION 2 – ELECTION OF GARY COMB AS A DIRECTOR**

Resolution 2 seeks approval for the election of Gary Comb as a Director with effect from the end of the Meeting.

Clause 13.4(a) of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following Annual General Meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Clause 13.4(c) of the Constitution provides that any director appointed by the directors shall cease to be a director at the end of the annual general meeting, except that that director shall then be eligible for re-election and shall not be considered in deciding the directors who are to retire by rotation at that meeting.

Mr Comb was appointed a Director on 17 June 2019 and retires from office in accordance with the requirements of clause 13.4(c) of the Constitution and submits himself for election in accordance with clause 13.4(c) of the Constitution.

Mr Comb is an engineer with over 30 years' experience in the Australian mining industry, with a strong track record in successfully commissioning and operating base metal mines. He was Chairman of Finders Resources Limited from 2013 until its takeover in 2018. Mr Comb was previously the Managing Director of Jabiru Metals Limited and the CEO of BGC Contracting Pty Ltd.

The Company confirms it has conducted appropriate checks into Mr Comb's background and experience and those checks have not revealed any information of concern.

Mr Comb has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party. Accordingly, the Board considers that Mr Comb, if elected, will continue to be classified as an independent director.

The Board has reviewed Mr Comb's performance since his appointment to the Board and considers that Mr Comb's skills and experience will continue to enhance the Board's ability to perform its role. Accordingly, based on Mr Comb's relevant experience and qualifications the



members of the Board, in the absence of Mr Comb, support the election of Mr Comb as a director of the Company.

#### **4 RESOLUTION 3 – ELECTION OF BARRY CAHILL AS A DIRECTOR**

Resolution 3 seeks approval for the election of Barry Cahill as a Director with effect from the end of the Meeting.

A summary of clauses 13.4(a) and 13.4(c) of the Constitution are set out above.

Mr Cahill was appointed a Director on 17 June 2019 and retires from office in accordance with the requirements of clause 13.4(c) of the Constitution and submits himself for election in accordance with clause 13.4(c) of the Constitution.

Mr Cahill is a mining engineer with over 30 years' experience in exploration, operational mining and management. In particular his experience covers management of project development and construction from exploration drilling through project funding, commissioning and development. He was the Managing Director of Finders Resources Limited from 2013 until its takeover in 2018. Mr Cahill has previously been executive director of a number of public companies including operations director at Perilya Limited and Managing Director of Australian Mines Limited and Norseman Gold Plc.

The Company confirms it has conducted appropriate checks into Mr Cahill's background and experience and those checks have not revealed any information of concern.

Mr Cahill has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party. Accordingly, the Board considers that Mr Cahill, if elected, will continue to be classified as an independent director.

The Board has reviewed Mr Cahill's performance since his appointment to the Board and considers that Mr Cahill's skills and experience will continue to enhance the Board's ability to perform its role.

Based on Mr Cahill's relevant experience and qualifications the members of the Board, in the absence of Mr Cahill, support the election of Mr Cahill as a director of the Company.

#### **5 RESOLUTION 4 – RE-ELECTION OF MR NICHOLAS ROWLEY**

Resolution 4 seeks approval for the re-election of Mr Nicholas Rowley as a Director with effect from the end of the Meeting.

Mr Rowley was appointed as a Director on 31 May 2018 and re-elected at the Company's previous annual general meeting held on 28 May 2019. He submits himself for re-election in accordance with clause 13.5(c) of the Constitution.

A summary of clauses 13.4(a) and 13.4(c) of the Constitution are set out above.

Clause 13.5(a) of the Constitution provides that one-third of the directors at the time of any annual general meeting, or if their number is neither 3 nor a multiple of 3, then the number nearest one-third, and any other director who at that time has held office for 3 years or more, shall retire from office. Further, Clause 13.5(a) provides that, in any event, the Company must hold an election of directors each year.

Messrs Cahill and Comb are being elected under Clause 13.4(a). Pursuant to clause 13.4(c) (set out above), they are therefore excluded from consideration when deciding the directors eligible to retire and be re-elected by rotation. Accordingly, in addition to Messrs Cahill and Comb, another



Director must stand for re-election to satisfy the rotation requirement provided by clause 13.5(a) of the Constitution.

Mr Rowley is an experienced corporate executive with a strong financial background, including over 15 years' experience specialising in corporate advisory, M&A transactions and equities markets. He has advised on the equity financings of numerous ASX and TSX listed companies, predominantly in the mining and resources sector. Mr Rowley previously served as Non-Executive Director of Cobalt One Ltd (ASX:CO1) which was acquired by Canadian listed First Cobalt Corporation (TSX: FCC) in 2017.

Mr Rowley is currently an executive of Galaxy Resources Limited (ASX: GXY) and a non-executive director of Non-Executive Director of Titan Minerals (ASX: TTM).

The Company confirms it has conducted appropriate checks into Mr Rowley's background and experience and those checks have not revealed any information of concern.

Mr Rowley has no interests, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgment to bear on issues before the Board and to act in the best interest of the Company as a whole rather than in the interests of an individual security holder or other party. Accordingly, the Board considers that Mr Rowley, if elected, will continue to be classified as an independent director.

The Board has reviewed Mr Rowley's performance since his appointment to the Board and considers that Mr Rowley's skills and experience will continue to enhance the Board's ability to perform its role.

Based on Mr Rowley's relevant experience and qualifications the members of the Board, in the absence of Mr Rowley, support the re-election of Mr Rowley as a director of the Company.

## 6 RESOLUTIONS 5 AND 6 – RATIFICATION OF PLACEMENT SHARES – LISTING RULE 7.4

### General

On 12 December 2019, the Company completed a placement of 11,000,000 Shares at an issue price of \$0.21 per Share (**Placement Shares**) to raise \$2,310,000 (**Placement**).

Under the Placement, 6,758,922 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 and 4,241,078 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1A, which was approved by Shareholders at the annual general meeting held on 29 May 2019.

Further details of the Placement are available in the Company's announcements released on the ASX on 9 and 12 December 2019.

### Listing Rule 7.4

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.

Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1.



Where an eligible entity obtains shareholder approval to increase its placement capacity under Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under Listing Rule 7.4 (and provided that the previous issue did not breach Listing Rule 7.1A) or 12 months has passed since their issue. Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company’s capacity to issue further equity securities without shareholder approval under that rule.

As the issue of the Placement Shares has not yet been approved by Shareholders, it effectively uses up part of the Company’s 15% placement capacity under Listing Rule 7.1 and 10% placement capacity under Listing Rule 7.1A, reducing the Company’s capacity to issue further equity securities without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

Resolutions 5 and 6 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Placement Shares.

#### **Technical information required by Listing Rule 14.1A**

If Resolutions 5 and 6 are not passed, the Placement Shares will be included in calculating the Company’s 15% placement capacity under Listing Rule 7.1 and its 10% placement capacity under Listing Rule 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Placement Shares.

If Resolutions 5 and 6 are passed, the base figure (i.e. variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval. Although, it is noted that the Company’s use of the 10% annual placement capacity following this Meeting remains conditional on Resolution 9 being passed by the requisite majority.

#### **Technical information required by Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 5 and 6:

- (a) the Placement Shares were issued to professional and sophisticated investors who are clients of Ashanti Capital Pty Ltd (**Ashanti Capital**). The recipients were identified through a bookbuild process, which involved Ashanti Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients are related parties of the Company;
- (b) 11,000,000 Placement Shares were issued on the following basis:
  - (i) 6,758,922 Placement Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 5); and



- (ii) 4,241,078 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 6);
- (c) the Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 12 December 2019;
- (e) the issue price was \$0.21 per Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A; and
- (f) the purpose of the issue of the Placement Shares was to raise \$2,310,000, which will be applied towards:
  - (i) funding for the Cue Copper Project exploration drilling programmes;
  - (ii) metallurgical test-work;
  - (iii) technical due diligence on further copper project opportunities; and
  - (iv) general working capital.

**7 RESOLUTION 7 – GRANT OF PERFORMANCE RIGHTS TO BARRY CAHILL**

The Company proposes to grant a total of up to 2,500,000 Performance Rights to Barry Cahill.

The vesting conditions attaching to the Performance Rights are as follows:

<b>Vesting conditions attaching to the Performance Right</b>	<b>Number of Performance Rights</b>
The Performance Rights will vest upon completion of more than one transaction to acquire or earn into majority ownership interests in projects with exploration and mining tenements, excluding the Option Agreement ( <b>Projects</b> )	700,000
Each Performance Right will vest upon public announcement of the delineation of 125,000t of contained copper (within any Mineral Resource category) upon the Projects	600,000
Each Performance Right will vest upon the earlier of: <ul style="list-style-type: none"> <li>(a) public announcement of a Scoping Study that confirms the positive economics of the Projects; or</li> <li>(b) the volume weighted average price of the Shares equals or exceeds \$0.26 per Share for 20 consecutive trading days</li> </ul>	600,000
Each Performance Right will vest upon the earlier of: <ul style="list-style-type: none"> <li>(a) Board resolves to proceed with a Definitive Feasibility Study in respect of the Projects; or</li> <li>(b) the volume weighted average price of the Shares equals or exceeds \$0.30 per Share for 20 consecutive trading days</li> </ul>	600,000
<b>Total</b>	<b>2,500,000</b>

The Performance Rights will be issued pursuant to the Company's Incentive Performance Rights Plan (the **Plan**).

A summary of the Plan is set out in Annexure A.





## Related Party Transactions Generally

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a *related party* of the public company *unless* either:

- (a) the giving of the financial benefits falls within one of the nominated exceptions to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

For the purposes of Chapter 2E of the Corporations Act, each of the Participating Directors is a related party of the Company.

For Resolution 7, the Directors (other than Mr Cahill who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of 2,500,000 Performance Rights because the agreement to issue the 2,500,000 Performance Rights, reached as part of the remuneration package for Mr Cahill, is considered reasonable remuneration in the circumstances.

## Section 200E of the Corporations Act

Under the terms of the Plan, the Board in its absolute discretion may waive any vesting conditions attaching to a Performance Right if "Special Circumstances" (which relevantly includes redundancy, retirement, total and permanent disablement or death) arise in relation to an Eligible Participant (which will include the Participating Directors).

Shareholder approval of the benefits that may become payable to the Participating Directors as a result of the Board's discretion to allow unvested Performance Rights to vest for example if "Special Circumstances" arise in relation to that Participating Director, is sought under section 200E of the Corporations Act.

Section 200B of the Corporations Act prevents a company from giving a benefit to a person retiring or being removed from a managerial or executive, office or position (**Retiree**), unless the company's shareholders approve that benefit under section 200E or unless the benefit falls within certain exceptions set out in the Corporations Act.

A payment will only fall within the exceptions set out in the Corporations Act if the amount of the payment is less than a prescribed multiple of the Retiree's remuneration or if the nature of the payment falls within one of a number of categories set out in the Corporations Act (for example, a payment by way of damages for breach of contract or a payment for past services).

The possible accelerated vesting of Performance Rights does not fall within any of the categories of exception set out in the Corporations Act and accordingly Shareholder approval is sought.

Section 200E of the Corporations Act requires that where shareholders are asked to approve a payment or other benefit to a Retiree that would otherwise be prohibited by section 200B, shareholders must be given details of the amount of the payment, or, if the amount cannot be ascertained at the time of the disclosure, the manner in which the amount is to be calculated and any matter, event or circumstance that will, or is likely to affect the calculation of the amount.

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's share price at the time of vesting and the number of Performance Right that will vest. The following additional factors may also affect the benefit's value:



- (a) the Participating Director's length of service and the status of the vesting conditions attaching to the relevant Performance Right at the time the Participating Director's employment or office ceases; and
- (b) the number of unvested Performance Right that the Participating Director holds at the time they cease employment or office.

#### **Listing Rule 10.14**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) a director of the company;
- (b) an associate of a director of the company; or
- (c) a person whose relationship with the company or a person referred to in Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Performance Rights falls within Listing Rule 10.14.1 and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolution 7 seeks the required Shareholder approval to the issue of the Performance Rights under and for the purposes of Listing Rule 10.14.

#### **Technical Information Required by Listing Rule 10.15**

The following information is provided to Shareholders in relation to Resolution 7 for the purposes of Listing Rule 10.15:

- (a) the Performance Rights will be granted to Barry Cahill;
- (b) Barry Cahill is a Director of the Company;
- (c) the maximum number of Performance Rights to be granted is 2,500,000;
- (d) Barry Cahill is currently receiving a total remuneration package from the Company for his services as Director for a total of \$1,650 per day worked plus superannuation. For the upcoming financial year, the Company anticipates that Mr Cahill will work approximately 200 days and therefore receive approximately \$330,000 as remuneration based on his daily rate, plus superannuation. Subject to Shareholder approval being obtained for this Resolution (for example, as is being obtained under this Resolution for the grant of 2,500,000 Performance Rights), Mr Cahill is also entitled to receive Performance Rights under the Plan;
- (e) Barry Cahill previously received 2,500,000 Performance Rights under the Plan. These performance rights were issued to Mr Cahill on 17 June 2019 as part of his remuneration package. The performances rights have not yet vested and have an expiry 5 years from the date of issue (being 17 June 2024). The following vesting conditions apply to the previously issued performance rights:





Each Performance Right will vest upon completion of a transaction to acquire or earn into majority ownership interests in projects with exploration and mining tenements ( <b>Project</b> )	700,000
Each Performance Right will vest upon public announcement of the delineation of 80,000t of contained copper (within any Mineral Resource category) upon the Projects	600,000
Each Performance Right will vest upon the earlier of: (a) public announcement of a Scoping Study that confirms the positive economics of the Projects; or (b) the volume weighted average price of the Shares equals or exceeds \$0.35 per Share for 5 consecutive trading days	600,000
Each Performance Right will vest upon the earlier of: (a) Board resolves to proceed with a Definitive Feasibility Study in respect of the Projects; or (b) the volume weighted average price of the Shares equals or exceeds \$0.40 per Share for 5 consecutive trading days	600,000
<b>Total</b>	<b>2,500,000</b>

- (f) please refer to Annexure A for a summary of the material terms of the Plan pursuant to which the Performance Rights are being issued and the table on Page 12 of this Notice for the specific vesting conditions applicable to the Performance Rights;
- (g) the Company has chosen to issue the Performance Rights to Mr Cahill for the following purposes:
- (i) the Performance Rights are unquoted and, therefore, the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
  - (ii) the issue of the Performance Rights to Mr Cahill provides an incentive to satisfy the vesting conditions, which the Company expects to correlate with an increase in the value of the Company and therefore increase in Shareholders value;
  - (iii) by virtue of the above reasoning, the issue of the Performance Rights to Mr Cahill will align the interests of Mr Cahill with those of Shareholders;
  - (iv) the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Cahill;
  - (v) because of the deferred taxation benefit which is available to Mr Cahill in respect of an issue of Performance Rights. This is also beneficial to the Company as it means Mr Cahill is not required to immediately sell the Performance Rights to fund a tax liability (as would be the case in an issue of Shares where the tax liability arises upon issue of the Shares) and will instead, continue to hold an interest in the Company; and
  - (vi) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Performance Rights on the terms proposed;



- (h) the Company values the Performance Rights at \$233,540 (being \$0.0934 per Performance Right) based on the Black-Scholes valuation methodology;
- (i) the Performance Rights will be granted on a date, being no later than 12 months after the date Shareholder approval is obtained for Resolution 7;
- (j) the Performance Rights will be granted for no consideration and no funds will be raised by the grant of the Performance Rights; all Directors, or their permitted nominees, are entitled to participate in the Plan. However, at this time, the Company is only seeking to grant Performance Rights to Barry Cahill under Resolution 7. The persons referred to in Listing Rule 10.14 who are entitled to participate in the Plan are Barry Cahill;
- (k) no loan is provided in connection with the acquisition or conversion of the Performance Rights;
- (l) details of any securities issued under the Plan will be published in the Company's annual report for the period in which those securities were issued and approval for the issue was obtained under Listing Rule 10.14;
- (m) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 7 is approved and who were not named in this Notice will not participate until approval is obtained under Listing Rule 10.14; and
- (n) a voting exclusion statement is included in Resolution 7 of the Notice.

Under Exception 14 to Listing Rule 7.1, an issue of securities made with shareholder approval under Listing Rule 10.14 does not require approval under Listing Rule 7.1. If approval is given for the grant of the Performance Rights under Listing Rule 10.14, approval will not be required under Listing Rule 7.1.

### **Listing Rule 10.19**

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules.

As set out above, under the terms of the Plan, the Board may in its absolute discretion waive any vesting conditions attaching to a Performance Right if "Special Circumstances" (which relevantly includes redundancy, retirement, total and permanent disablement or death) arise in relation to an Eligible Participant. Mr Cahill is an Eligible Participant and the term "benefit" has a wide operation and would include any accelerated vesting of Performance Rights upon termination or cessation of employment in accordance with their terms.

The exercise of this discretion by the Board in relation to the grant of Performance Rights to Mr Cahill may constitute a "benefit" for the purposes of ASX Listing Rule 10.19. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of Mr Cahill.

The Company's equity interests as set out in its accounts for the period ended 31 December 2019 (being the latest accounts given to ASX) was \$6,377,179 and 5% of this figure is \$318,859. Whilst the termination payments are unlikely to exceed this amount, the Company is unable to give an indication of the value of any Shares issued upon conversion of Performance Rights (given certain Performance Rights vest upon a Termination Vesting Event occurring).



Accordingly, Shareholder approval is being sought under Listing Rule 10.19 in respect of the termination payments in case the aggregate value of the termination benefits exceeds the 5% threshold in ASX Listing Rule 10.19.

#### **Technical information required by Listing Rule 14.1A**

If Resolution 7 is passed, the Company will be able to proceed with the grant of the Performance Rights to Barry Cahill under the Plan within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity..

If Resolution 7 is not passed, the Company will not be able to proceed with the grant of the Performance Rights to Barry Cahill and Mr Cahill will not be able to receive the Performance Rights as part of his remuneration package.

The Chairman intends to vote all available proxies in favour of Resolution 7.

## **8 RESOLUTION 8 – REPLACEMENT OF CONSTITUTION**

### **General**

A company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders.

Resolution 8 is a special resolution which will enable the Company to repeal its existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares updated to ensure it reflects the current provisions of the Corporations Act and Listing Rules.

This will incorporate amendments to the Corporations Act and Listing Rules since the current Constitution was adopted on 20 May 2008.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- (a) updating the name of the Company from Arc Exploration Limited to Cyprium Metals Limited, the name adopted by the Company in 2019;
- (b) updating references to bodies or legislation which have been renamed (e.g. references to the Australian Settlement and Transfer Corporation Pty Ltd, ASTC Settlement Rules and ASTC Transfer); and
- (c) expressly providing for statutory rights by mirroring these rights in provisions of the Proposed Constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website <https://cypriummetals.com/> and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 6169 3050). Shareholders are invited to contact the Company if they have any queries or concerns.



## **Summary of material proposed changes**

### **Restricted Securities (clause 2.12)**

The Proposed Constitution complies with the recent changes to Listing Rule 15.12 which took effect from 1 December 2019. As a result of these changes, ASX will require certain more significant holders of restricted securities and their controllers (such as related parties, promoters, substantial holders, service providers and their associates) to execute a formal escrow agreement in the form Appendix 9A, as is currently the case. However, for less significant holdings (such as non-related parties and non-promoters), ASX will permit the Company to issue restriction notices to holders of restricted securities in the form of the new Appendix 9C advising them of the restriction rather than requiring signed restriction agreements.

### **Minimum Shareholding (clause 3)**

Clause 3 of the Constitution outlines how the Company can manage shareholdings which represent an “unmarketable parcel” of shares, being a shareholding that is less than \$500 based on the closing price of the Company’s Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with “unmarketable parcels” outlined in the Corporations Act such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 3 of the Proposed Constitution continues to outline in detail the process that the Company must follow for dealing with unmarketable parcels.

### **Fee for registration of off market transfers (clause 8.4(c))**

On 24 January 2011, ASX amended Listing Rule 8.14 with the effect that the Company may now charge a “reasonable fee” for registering paper-based transfers, sometimes referred to “off-market transfers”.

Clause 8.4 of the Proposed Constitution is being made to enable the Company to charge a reasonable fee when it is required to register off-market transfers from Shareholders. The fee is intended to represent the cost incurred by the Company in upgrading its fraud detection practices specific to off-market transfers.

Before charging any fee, the Company is required to notify ASX of the fee to be charged and provide sufficient information to enable ASX to assess the reasonableness of the proposed amount.

### **Direct Voting (clause 13, specifically clauses 13.35 – 13.40)**

The Proposed Constitution includes a new provision which allows Shareholders to exercise their voting rights through direct voting (in addition to exercising their existing rights to appoint a proxy). Direct voting is a mechanism by which Shareholders can vote directly on resolutions which are to be determined by poll. Votes cast by direct vote by a Shareholder are taken to have been cast on the poll as if the Shareholder had cast the votes on the poll at the meeting. In order for direct voting to be available, Directors must elect that votes can be cast via direct vote for all or any resolutions and determine the manner appropriate for the casting of direct votes. If such a determination is made by the Directors, the notice of meeting will include information on the application of direct voting.

### **Dividends (clause 22)**

Section 254T of the Corporations Act was amended effective 28 June 2010.



There is now a three-tiered test that a company will need to satisfy before paying a dividend replacing the previous test that dividends may only be paid out of profits.

The amended requirements provide that a company must not a pay a dividend unless:

- (a) the company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (b) the payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- (c) the payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing Constitution reflects the former profits test and restricts the dividends to be paid only out of the profits of the Company. The Proposed Constitution is updated to reflect the new requirements of the Corporations Act. The Directors consider it appropriate to update the Constitution for this amendment to allow more flexibility in the payment of dividends in the future should the Company be in a position to pay dividends.

#### **Partial (proportional) takeover provisions (new clause 36)**

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause.

#### **Information required by section 648G of the Corporations Act**

##### **Effect of proposed proportional takeover provisions**

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed.

##### **Reasons for proportional takeover provisions**

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

##### **Knowledge of any acquisition proposals**

As at the date of this Notice of Meeting, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.



### **Potential advantages and disadvantages of proportional takeover provisions**

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (a) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (b) assisting in preventing Shareholders from being locked in as a minority;
- (c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (d) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

### **Recommendation of the Board**

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provision in the Proposed Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 8.

## **9 RESOLUTION 9 – APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY**

### **Background**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.1A enables an eligible entity to issue Equity Securities up to an additional 10% of its issued share capital over a 12 month period after the Annual General Meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**Additional 10% Placement Capacity**). The Additional 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An entity will be eligible to seek approval under Listing Rule 7.1A if:

- (a) the entity has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less; and
- (b) the entity that is not included in the S&P ASX 300 Index.

The Company has a market capitalisation of \$6.7 million as at 23 April 2020 and is therefore an eligible entity for the purposes of Listing Rule 7.1A.





The number of Equity Securities to be issued under the Additional 10% Placement Capacity will be determined in accordance with the formula set out in Listing Rule 7.1A.2.

Resolution 9 seeks Shareholders' approval to issue additional Equity Securities under the Additional 10% Placement Capacity.

**Technical information required by Listing Rule 14.1A.**

If Resolution 9 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules and 7.1A without any further Shareholder approval.

If Resolution 9 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards the Company's exploration activities, the acquisition of new assets (should suitable assets be found), administration costs and general working capital.

**Listing Rule 7.1A**

The effect of Resolution 9 will be to permit the Company to issue the Equity Securities under Listing Rule 7.1A during the Additional Placement Period (as defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company has Shares, unlisted Options and unlisted performance shares on issue.

Based on the number of Shares on issue at the date of this Notice, the Company will have 56,059,482 Shares on issue and therefore, subject to Shareholder approval being obtained under Resolutions 5, 6 and 9, 5,605,948 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based the formula set out in Listing Rule 7.1A.2 at the time of issue of the Equity Securities. That formula is:

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

- 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 approval of holders of Shares under Listing Rules 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 the approval of Shareholders under Listing Rules 7.1 or 7.4.

The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Variable 'A'	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.06 Issue Price at half the current market price (50% decrease)	\$0.12 Issue Price at current market price	\$0.18 Issue Price at double the current market price (50% increase)
<b>Current Variable 'A'</b> 56,059,482 Shares	<b>Shares issued</b>	5,605,948	5,605,948	5,605,948
	<b>Funds raised</b>	\$336,357	\$672,714	\$1,009,071
	<b>Dilution</b>	10%	10%	10%
<b>50% increase in current Variable 'A'</b> 84,089,223 Shares	<b>Shares issued</b>	8,408,922	8,408,922	8,408,922
	<b>Funds raised</b>	\$504,535	\$1,009,071	\$1,513,606
	<b>Dilution</b>	10%	10%	10%
<b>100% increase in current variable 'A'</b> 112,118,964 Shares	<b>Shares issued</b>	11,211,896	11,211,896	11,211,896
	<b>Funds raised</b>	\$672,714	\$1,345,428	\$2,018,141
	<b>Dilution</b>	10%	10%	10%

**Note:** This table assumes:

- No Options are exercised before the date of the issue of the Equity Securities.
- The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2, with approval under Listing Rule 7.1 or ratified under Listing Rule 7.4.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a special resolution, requiring 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) in order to be passed.





### **Specific information required by Listing Rule 7.1A**

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 9:

(a) **Period for which the 7.1A Approval is Valid**

Approval of the Additional 10% Placement Capacity will be valid during the period (**Additional Placement Period**) from the date of the Annual General Meeting and will expire on the earlier of:

- (i) the date that is 12 months after the date of the Annual General Meeting;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(b) **Minimum Price**

The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities in that 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 by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within ten Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(c) **Use of Funds raised under the 7.1A Capacity**

The Company intends to use the cash consideration raised from the issue of Equity Securities for the following purposes:

- (i) advancing exploration projects held by the Company at that time (currently, the primary exploration project is the Cue Copper Project);
- (ii) projects and metallurgical test work;
- (iii) due diligence on further copper projects;
- (iv) general working capital; and
- (v) costs of the issue.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.

(d) **Risk of Economic and Voting Dilution**

If Resolution 9 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also 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 Annual General Meeting; and
- (ii) the Equity Securities may be issued:
  - (A) 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; or
  - (B) as consideration (or part thereof) for the acquisition of a new asset, both of which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

The table above on Page 22 shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%;
  - (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 23 April 2020, being \$0.12, (current market price), where the issue price is halved, and where it is doubled; and
  - (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.
- (e) **Allocation Policy under the 7.1A Approval**

The identity of the persons to whom Shares will be issued is not yet known and will be determined on a case by case basis having regard to market conditions at the time of the proposed issue of Equity Securities and the Company's allocation policy, which involves consideration of matters including, but not limited to:

- (i) the purpose of the issue, for example to raise funds for the Company's primary project (the Cue Copper Project) or for another, alternative purpose;
- (ii) the ability of the Company to raise funds at the time of the proposed issue of Equity Securities, which the Company currently expects to be significantly impacted by COVID-19;
- (iii) whether there are any alternative means of raising of funds, including but not limited to an entitlement issue, placement and other offers where existing Shareholders may participate, which may also be impacted by COVID-19 and broader, market conditions at the relevant time at which the Company is considering alternative means of raising funds;
- (iv) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issued of Equity Securities;



- (v) the circumstances of the Company, including but not limited to the financial situation and solvency of the Company; and
- (vi) advice from its professional advisers, which includes Ashanti Capital and Steinepreis Paganin.

The persons to whom Shares will be issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice, but could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

(f) **Previous approval under Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 29 May 2019.

During the 12-month period preceding the date of the Meeting, being on and from 28 May 2019, the Company issued 4,241,078 Shares pursuant to the Previous Approval (**Previous Issue**), which represents approximately 20.00% of the total diluted number of Equity Securities on issue in the Company on 28 May 2019, which was 21,200,732.

Further details of the issues of Equity Securities by the Company pursuant to Listing Rule 7.1A.2 during the 12-month period preceding the date of the Meeting are set out below. The following information is provided in accordance with Listing Rule 7.3A.6(b) in respect of the Previous Issue:

<b>Date of Issue and Appendix 2A</b>	<b>Date of Issue:</b> 12 December 2019 <b>Date of Appendix 2A:</b> 12 December 2019
<b>Recipients</b>	Professional and sophisticated investors as part of a placement announced on 9 December 2019. The placement participants were identified through a bookbuild process, which involved Ashanti Capital/the Company seeking expressions of interest to participate in the placement from non-related parties of the Company.
<b>Number and Class of Equity Securities Issued</b>	4,241,078 Shares <sup>1</sup>
<b>Issue Price and discount to Market Price<sup>2</sup> (if any)</b>	\$0.21 per Share (no discount to Market Price)
<b>Total Cash Consideration and Use of Funds</b>	<b>Amount raised:</b> \$890,626 <b>Amount spent:</b> \$540,580 <b>Use of funds:</b> Funding of the Cue Copper Project drilling programs and metallurgical test-work, due diligence of advanced stage copper projects and ongoing working capital. <b>Amount remaining:</b> \$350,046 <b>Proposed use of remaining funds<sup>3</sup>:</b> Funding of the Cue Copper Project drilling programs and metallurgical test-work, due diligence of advanced stage copper projects and ongoing working capital.

**Notes:**

1. Fully paid ordinary shares in the capital of the Company, ASX Code: CYM (terms are set out in the Constitution).



2. Market Price means the closing price of Shares on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
  3. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
- (g) At the time of dispatching this notice, the Company is not proposing to make an issue of securities under Listing Rule 7.1A.2. Accordingly, under Listing Rule 7.3A.7, the Company has not included a voting exclusion statement for this Resolution.

The Directors recommend that the Shareholders vote in favour of Resolution 9.

The Chairman intends to vote all available proxies in favour of Resolution 9.



## GLOSSARY

**\$** means Australian dollars.

**Accounting Standards** has the meaning given to that term in the Corporations Act.

**Additional 10% Placement Capacity** has the meaning set out on Page 20.

**Additional Placement Period** has the meaning set out on Page 23.

**Annual Report** means the annual report of the Company for the year ended 31 December 2019.

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

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

**Auditor** means the Company's auditor from time to time (if any).

**Auditor's Report** means the report of the Auditor contained in the Annual Report for the year ended 31 December 2019.

**AWST** means western standard time as recognised in Perth, Western Australia.

**Board** means the Directors.

**Chair** or **Chairman** means the individual elected to chair any meeting of the Company from time to time.

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

**Closely Related Party** has the meaning given to that term in the Corporations Act.

**Company** means Cyprium Metals Limited (ACN 002 678 640).

**Constitution** means the Company's constitution, as adopted on 20 May 2008.

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

**Directors** means the directors of the Company.

**Equity Securities** has the meaning given to that term in the Listing Rules.

**Explanatory Memorandum** means the explanatory memorandum accompanying this Notice.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards.

**Listing Rules** means the ASX Listing Rules.

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

**Notice** means this Notice of Annual General Meeting.

**Notice of Meeting** means this Notice of Annual General Meeting.

**Option Agreement** means the option agreement entered into between the Company and Musgrave Minerals Limited (ASX: MGV), pursuant to which the Company was granted an option to earn-in and joint venture for an 80% interest in the non-gold rights over tenements at the Cue Copper Project.



**Performance Rights** means the performance rights being issued to Mr Barry Cahill under Resolution 7 on the terms set out in the explanatory statement to that Resolution 7.

**Plan** means the incentive performance rights plan approved by Shareholders on 29 May 2019, a summary of which is included in Annexure A of this Notice.

**Projects** means transactions which the Company enters into to acquire or earn into majority ownership interests in projects with exploration and mining tenements, excluding the Option Agreement, further details of which are set out in the ASX announcement made by the Company on 25 March 2019.

**Proposed Constitution** means the constitution, which the Company is seeking shareholder approval for under Resolution 8 of this Notice.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** means the remuneration report set out in the Annual Report for the year ended 31 December 2019.

**Resolution** means a resolution contained in the Notice.

**Restricted Voter** means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

**Shareholder** means a member of the Company from time to time.

**Shares** means fully paid ordinary shares in the capital of the Company.

**Spill Meeting** has the meaning set out on Page 9.

**Spill Resolution** has the meaning set out on Page 9.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

## **Annexure A – Summary of Performance Rights Plan**

The following is a summary of the key terms and conditions of the Plan, which was approved by Shareholders on 29 May 2019.

### **(a) Eligibility**

Participants in the Performance Rights Plan may be:

- (i) a Director (whether executive or non-executive) of the Company or any associate Group Company;
- (ii) a full or part time employee of any Group Company;
- (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (Class Order); or
- (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,

who is declared by the Board to be eligible to receive grants of Performance Rights under the Performance Rights Plan (**Eligible Participants**).

### **(b) Offers**

The Board may, from time to time, at its absolute discretion, make an offer to grant Performance Rights to an Eligible Participant under the Performance Rights Plan and on such additional terms and conditions as the Board determines.

### **(c) Plan limit**

The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Performance Rights offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.

### **(d) Consideration**

Performance Rights granted under the Performance Rights Plan will be issued for nil cash consideration.

### **(e) Performance Rights**

Each Performance Right, once vested, entitles the holder, on exercise, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).

### **(f) Not transferrable**

Performance Rights are only transferrable with the prior written consent of the Board of the Company or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.

(g) **Vesting Conditions**

The Board will determine the vesting conditions (if any) that must be satisfied before a Performance Right vests, and the date by which a vesting condition must be satisfied (**Vesting Condition**).

(h) **Vesting**

A Performance Right will vest where Vesting Conditions are satisfied or where, despite Vesting Conditions not being satisfied, the Board (in its absolute discretion) resolves that unvested Performance Rights have vested as a result of:

- (i) the participant ceasing to be an Eligible Participant due to certain special circumstances (e.g. due to death, severe financial hardship, total and permanent disability, retirement or redundancy) as set out in the Plan;
- (ii) the Company undergoing a change of control; or
- (iii) the Company being wound up.

(i) **Conversion of vested Performance Right**

Unless the Board decides otherwise or the Performance Right has lapsed, any vested Performance Right may be exercised by the Eligible Participant, following which the Company will issue the participant with the applicable number of Shares.

(j) **Shares**

Shares resulting from the vesting of the Performance Rights shall, from the date of issue, rank on equal terms with all other Shares on issue.

(k) **Sale Restrictions**

The Board may, in its discretion, determine at any time up until exercise of Performance Rights, that a restriction period will apply to some or all of the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Performance Rights (**Restriction Period**).

(l) **Quotation of Shares**

If Shares of the same class as those issued under the Performance Rights Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any Restriction Period applying to the Shares ends.

(m) **Lapse of a Performance Right**

Subject to the terms of an Offer otherwise providing, a Performance Right will lapse upon the earlier to occur of:

- (i) an unauthorised dealing in, or hedging of, the Performance Right;
- (ii) a Vesting Condition in relation to the Performance Right not being satisfied by the due date, or becoming incapable of satisfaction, as determined by the Board in its absolute discretion;





- (iii) a vested Performance Right is not converted within 60 days of becoming vested;
- (iv) a participant (or, where the participant is a nominee of the Eligible Participant, that Eligible Participant) ceases to be an Eligible Participant, and the Board exercises its absolute discretion for the Performance Right to lapse;
- (v) the Board deems that a Performance Right lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant;
- (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Performance Right; and
- (vii) the expiry date of the Performance Right,

the five (5) year anniversary of the date of grant of the Performance Right.

(n) **No Participation Rights**

There are no participating rights or entitlements inherent in the Performance Rights and participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without exercising the Performance Right.

(o) **No Change**


A Performance Right does not confer the right to a change in the number of underlying Shares over which the Performance Right can be exercised.


(p) **Reorganisation**

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Performance Right are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(q) **Inconsistency with Offer**

Notwithstanding any other provision in the Plan, to the extent that any covenant or provision contained in an Offer document is inconsistent with any covenant or provision under the Plan, the deemed covenant or provision under the Offer document shall prevail.

 **ONLINE PROXY APPOINTMENT**  
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**  
Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

## ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Cyprium Metals Limited and entitled to attend and vote hereby:

### APPOINT A PROXY

The Chair of the meeting **OR**   **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.


or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **110 Stirling Hwy, Nedlands WA 6009 on 28 May 2020 at 11:00am (AWST)** and at any adjournment or postponement of that Meeting.

**Chair is authorised to exercise undirected proxies on remuneration related resolution:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 & 7 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of the resolution.

### VOTING DIRECTIONS

#### Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report (Non-Binding Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Gary Comb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Barry Cahill as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of Nicholas Rowley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Placement Shares – Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Placement Shares – Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Grant of Performance Rights to Barry Cahill or his nominee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Replacement of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for the 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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## TELECONFERENCE CALL INSTRUCTION

Please dial +618 6500 2123 to join the teleconference. The dialling number is ready to receive calls 1 hour before the meeting.

All questions must be lodged by no later than 15 May 2020 to the Company Secretary by Email at [info@cyprriummetals.com](mailto:info@cyprriummetals.com).

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**SHAREHOLDERS WILL NOT BE PERMITTED TO ATTEND THE MEETING IN PERSON AND ARE STRONGLY ENCOURAGED TO LODGE A DIRECTED PROXY FORM PRIOR TO THE MEETING.**

### CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

### PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1 & 7, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 & 7.

**PLEASE NOTE:** If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

### COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolution where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company you are in compliance with Listing Rule 14.11.

### CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, each shareholder should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

#### Companies:

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

## LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00am (AWST) on Tuesday 26 May 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 6370 4203



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033