

# WILD ACRE

METALS LIMITED

ABN 29 125 167 133

## **NOTICE OF GENERAL MEETING OF SHAREHOLDERS**

**9.00 AM WEDNESDAY, 22 APRIL 2015**

**AT**

**MAXIM AUDIT HALL CHADWICK  
255 HAY STREET, SUBIACO  
WESTERN AUSTRALIA**

**Notice of General Meeting  
WILD ACRE METALS LIMITED**

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Notice is hereby given that the General Meeting of Wild Acre Metals Limited ("the Company") will be held at Maxim Audit Hall Chadwick, 255 Hay Street, Subiaco, Western Australia at 9.00am (Western Standard Time) on Wednesday, 22 April 2015.

**AGENDA**

**RESOLUTION 1 – RATIFICATION OF ISSUE OF PLACEMENT SHARES (TRANCHE 1)**

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

*"That pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders approve the issue of 11,750,000 Shares (Tranche 1) at an issue price of \$0.008 per Share on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person (or any associate of such a person) who participated in the Placement (Tranche 1).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 2 – APPROVAL OF ISSUE OF PLACEMENT SHARES (TRANCHE 2)**

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

*"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 7,250,000 Shares (Tranche 2) at an issue price of \$0.008 per Share on the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person (or any associate of such a person) who participated in the Placement (Tranche 2).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 3 – PARTICIPATION OF DIRECTOR IN PLACEMENT OF SHARES**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, members of the Company approve and authorise the Directors to issue up to 3,750,000 ordinary shares at an issue price of \$0.008 per share in the Company to Director Mr Grant Mooney or his nominee pursuant to the Placement."*

**Voting exclusion statement**

The Company will in accordance with section 224 of the Corporations Act, disregard any votes cast on Resolution 3 by Grant Mooney and any associates of Grant Mooney. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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WILD ACRE METALS LIMITED**

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**RESOLUTION 4 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR, GRANT MOONEY**

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

*"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 5,112,500 fully paid ordinary shares to director Grant Mooney or his nominee, the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by Grant Mooney or any associate of him, and anyone who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR, RICK BROWN**

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

*"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 1,562,500 fully paid ordinary shares to director William Richard (Rick) Brown or his nominee, the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by Rick Brown or any associate of him, and anyone who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 6 – APPROVAL OF ISSUE OF SHARES TO DIRECTOR, JEFF MOORE**

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

*"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of 1,562,500 fully paid ordinary shares to director Jeffrey Moore or his nominee, the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by Jeffrey Moore or any associate of him, and anyone who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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**BODIES CORPORATE**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

**PROXIES**

In accordance with Section 249L of the Corporations Act 2001, members are advised:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with Section 250BA of the Corporations Act 2001 the Company specifies the following for the purposes of receipt of proxy appointments:

<b><i>In person:</i></b> Security Transfer Registrars Pty Ltd Alexandrea House, Suite 1 770 Canning Highway Applecross WA 6153	<b><i>By post:</i></b> Security Transfer Registrars Pty Ltd PO Box 535 Applecross WA 6953	<b><i>By facsimile:</i></b> Facsimile: +61 8 9315 2233
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Each shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

For the purposes of Section 1074E of the Corporations Act the Company determines that members holding ordinary shares at 9.00 am, Monday, 20 April 2015 will be entitled to attend and vote at the General Meeting.

**INCORPORATION OF EXPLANATORY MEMORANDUM**

The Explanatory Memorandum to Shareholders attached to this Notice of General Meeting, is hereby incorporated into and forms part of this Notice of General Meeting.

By order of the Board



**Grant J Mooney**  
Company Secretary  
24 March 2015

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

### **INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders of Wild Acre Metals Limited ("the Company") in connection with the business to be conducted at a General Meeting to be held at Maxim Audit Hall Chadwick, 255 Hay Street, Subiaco, Western Australia on Wednesday, 22 April 2015 at 9.00am (WST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting.

Defined terms in this Explanatory Memorandum and accompanying Notice of General Meeting have, unless provided otherwise, the meaning given by the Glossary.

### **RESOLUTION 1: RATIFICATION OF ISSUE OF PLACEMENT SHARES (TRANCHE 1)**

On 9 March 2015, the Company announced a placement of securities (Placement) for the issue of 19 million shares at an issue price of 0.8 cent per share.

The Placement will occur in two tranches with 11,750,000 shares issued on 13 March 2015 (Tranche 1), being the subject of this resolution. The remaining 7,250,000 shares (Tranche 2) are the subject of Resolution 2.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of Shareholders under Listing Rule 7.1 if subsequently approved by Shareholders, thereby "refreshing" the Company's ability to issue shares within the 15% limit, and restoring the Company's ability to make placements within that limit (if that is thought desirable) without the need for Shareholder approval. While the Shares described in this Resolution 1 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's ability to issue securities will be "refreshed" and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the issue of the Shares the subject of this Resolution:

- 11,750,000 Shares were issued to various sophisticated investors on or about 13 March 2015;
- the Shares were issued at an issue price of \$0.008 each;
- the Shares issued are fully paid ordinary shares that rank equally in all respects with existing Shares;
- A total of \$94,000 before costs was raised from the issue for the purposes of funding exploration activities and investigating new opportunities for general working capital purposes.
- None of the participants in the Placement were considered a related party of the Company.

### **RESOLUTION 2: APPROVAL OF ISSUE OF PLACEMENT (TRANCHE 2) SHARES**

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained.

The Company is seeking shareholder approval for the issue of 7,250,000 Shares (Tranche 2) under the Placement at \$0.008 per share.

In compliance with Listing Rule 7.3 shareholders are advised as follows:

- The total number of securities which may be issued is 7,250,000 Shares;
- Shares will be issued to various sophisticated investors;
- Upon receipt of shareholder approval for this Resolution, the Shares will be issued immediately following the Shareholders meeting and in any event not later than 3 months following this meeting;
- The Shares will be issued at an issue price of \$0.008 per share, raising gross proceeds before costs of \$58,000.

**RESOLUTION 3: PARTICIPATION OF DIRECTOR IN PLACEMENT OF SHARES**

Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. Director Grant Mooney wishes to participate in the placement of 7,250,000 ordinary shares in the Company at an issue price of \$0.008 per share (Tranche 2 of Placement) as previously announced to ASX on 9 March 2015. His participation must be approved by the shareholders in accordance with Listing Rule 10.11.

In compliance with Listing Rule 10.13, Shareholders are advised:

- the Company will issue 3,750,000 shares to Grant Mooney no later than 1 month after the date of the meeting;
- the issue price of the shares will be \$0.008;
- the Shares issued will rank equally with the existing Shares on issue; and
- the funds from the issue of the Shares will be applied towards exploration and for working capital purposes.

Table 1 and 2 below sets out the direct and indirect relevant interests of Grant Mooney prior to and following the issue of the Shares the subject of Resolution 3.

**Table 1**

**Relevant Interests of Grant Mooney immediately prior to the Issue of Placement Shares and assuming the passing of Resolutions 2, 4, 5 and 6.**

<b>Director</b>	<b>Number of Shares</b>	<b>Voting Power</b>
Grant Mooney	11,838,778	10.78%

**Table 2**

**Relevant Interests of Grant Mooney immediately following the Issue of Placement Shares and assuming the passing of Resolutions 2, 3, 4, 5 and 6.**

<b>Director</b>	<b>Number of Shares</b>	<b>Voting Power</b>
Grant Mooney	15,588,778	13.7%

**RESOLUTION 4, 5, 6: APPROVAL OF ISSUE OF SHARES TO DIRECTORS**

Resolutions 4, 5, & 6 seek Shareholder approval for the Company to grant and issue a total of 8,237,500 shares ("**Shares**") to Director and Chairman Grant Mooney, Non-Executive Director William Richard (Rick) Brown and Non-Executive Director Jeffrey Moore ("**the Recipient Directors**") or their nominees. The Shares will be fully paid ordinary Shares and shall be issued within one month of the date of this meeting.

**Purpose and Basis of the Issue**

The purpose of the proposed issue of the Shares is to remunerate the Recipient Directors for directors fees, corporate management and geological consultancy services provided to the Company.

The Shares are in lieu of cash for directors fees, corporate management and geological consulting services rendered to the Company since the Recipient Directors joined the Board. Over this period, the Recipient Directors have been contributing significantly to the Company's corporate administration and exploration activities in Australia and Peru. The value of these services is \$65,900. The value of these shares based upon a Volume Weighted Average Price ("**VWAP**") of the Company's shares traded on the ASX over the 20 days prior to the date of this Notice of Meeting is \$0.008 (assuming a VWAP share price of \$0.008 per share).

The recipients of the Shares are as follows:

	<b># Shares</b>	<b>\$ Value</b>
Grant Mooney or his nominee(s)	5,112,500	40,980
Jeffrey Moore or his nominee(s)	1,562,500	12,500
Rick Brown or his nominee(s)	1,562,500	12,500
	<b>8,237,500</b>	<b>\$65,980</b>

**Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party (such as a director) of the Company, unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the relevant provisions of the Corporations Act; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit.

For the purposes of Chapter 2E, the Recipient Director is considered to be a related party of the Company as he fills the role of a director of the Company. Resolutions 4, 5, and 6 provide for the issue of Shares and Director Options to a related party which are financial benefits requiring Shareholder approval.

In accordance with the requirements of Chapter 2E of the Corporations Act, the following information is provided:

**(i) The related party to whom the proposed Resolutions 4, 5, and 6 would permit the financial benefit to be given:**

The Shares will be issued to the Recipient Director or his nominee.

**(ii) The nature of the financial benefit:**

The proposed financial benefit is the issue to the Recipient Director or his nominee of a total of 8,237,500 Shares at no consideration.

**(iii) Current holdings:**

Apart from the Shares the subject of Resolutions 3, 5 and 6, the Recipient Directors (and their designated nominees) hold the following shares and Options:

<b>Director</b>	<b>Shares</b>	<b>Options</b>
Grant Mooney	6,716,278	1,751,390
Rick Brown	1,700,000	1,366,667
Jeff Moore	50,000	500,000

**(iv) Other Information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors:**

- a) The Shares and Director Options are granted for no issue price and are in lieu of cash for services rendered.
- b) As at the date of this Explanatory Memorandum, the Company has 97,993,334 Shares on issue, and 20,719,445 Unlisted Options.
- c) Over the last 12 months prior to the date of this Explanatory Memorandum, Shares have traded from a high of \$0.046 on 27 May 2014 to a low of \$0.007 on 9 March 2015. The latest available trading price of the Shares prior to the date of this Explanatory Memorandum was \$0.007 on 9 March 2015.
- d) The Shares being issued to the Recipient Directors will be expensed at an estimated value of \$65,900.
- e) With the exception set out in paragraph (f) above, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Shares to the Recipient Directors pursuant to Resolution 4, 5, and 6.
- f) The primary purpose of the grant of the Shares is to remunerate the Recipient Directors by issuing the Shares in lieu of the payment of cash. The Directors are not aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by Resolution 4, 5, and 6.

**Directors' recommendation**

Each of Directors believe that the issue of the Shares proposed in Resolutions 4, 5 and 6 is in the best interests of the Company.

**Listing Rule 10.11**

Listing Rule 10.11 requires Shareholder approval for the issue of Shares to a related party of the Company. As Grant Mooney, Rick Brown and Jeff Moore are related parties of the Company as noted above, Shareholder approval is sought pursuant to Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

- a) the maximum number of Shares to be issued under Resolutions 4, 5, and 6 to the Recipient Directors is 8,237,500 shares in total;
- b) the Shares the subject of Resolution 4, 5, and 6 will be issued no later than one month after the date of this General Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- c) The Shares are issued as payment for geological and corporate management services in lieu of cash and hence are issued for no consideration;
- d) the recipients are directors Grant Mooney, Rick Brown and Jeff Moore or their designated nominee(s);
- e) no funds will be raised from the issue of the Shares;

If approval is given for the issue of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

## **GLOSSARY**

**General Meeting** means the meeting of Shareholders called by the Notice of Meeting of which this Explanatory Memorandum forms part.

**ASX** means ASX Limited (ACN 008 624 691).

**ASX Listing Rules** means the Listings Rules of the ASX.

**Board** means the board of Directors of the Company.

**Chair** or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Closely Related Party** means:

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

**Constitution** means the Constitution of the Company.

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

**Directors** means directors of the Company.

**Explanatory Memorandum** means this explanatory memorandum.

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

**Key Management Personnel** means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Notice of Meeting** means the Notice of Meeting of which this Explanatory Memorandum forms part.

**Placement** means the placement of 19,000,000 Shares as announced to ASX on 9 March 2015

**Resolution** means a resolution to be considered by the Shareholders at the General Meeting.

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

**Shareholder** or member means a registered member of the Company.

**Tranche 1** means 11,750,000 Shares issued pursuant to the Placement.

**Tranche 2** means 7,250,000 Shares issued pursuant to the Placement.

**Two Strikes Rule** has the meaning given in the Explanatory Memorandum.

**Wild Acre** or **the Company** means Wild Acre Metals Limited (ACN 125 167 133).

**WST** means Australian Western Standard Time.

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