

WILD ACRE

METALS LIMITED

ABN 29 125 167 133

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

10.00 AM THURSDAY, 29 OCTOBER 2015

AT

**THE RICHARDSON HOTEL
BOARD ROOM 1, LEVEL 1, 32 RICHARDSON STREET
WEST PERTH**

Notice of Annual General Meeting WILD ACRE METALS LIMITED

Notice is hereby given that the Annual General Meeting of Wild Acre Metals Limited ("the Company") will be held at The Richardson Hotel, Board Room 1, Level 1, 32 Richardson Street, West Perth, Western Australia at 10.00am (Western Standard Time) on Thursday, 29 October 2015.

AGENDA

FINANCIAL REPORT

To table the Annual Financial Report of the Company for the year ended 30 June 2015 and the related Director's Report, Director's Declaration and Audit Report thereon.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report for the year ended 30 June 2015 be adopted."

Voting Exclusion Statement

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

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

RESOLUTION 2 - RE-ELECTION OF JEFFREY MOORE AS A DIRECTOR

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

"That Mr Jeffrey Moore, having retired in accordance with the Constitution of the Company and having consented to act, be, and is hereby re-elected as a director."

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.

VOTING PROHIBITION BY PROXY HOLDERS

In accordance with section 250R of the Corporations Act 2001, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

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

However, a person described above may cast a vote on Resolution 1 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

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:

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

<i>In person:</i> Wild Acre Metals Limited Suite 4, 6 Richardson Street West Perth WA 6005	<i>By post:</i> Wild Acre Metals Limited Suite 4, 6 Richardson Street West Perth WA 6005	<i>By facsimile:</i> Facsimile: +61 8 9226 0130
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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 Annual 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 10.00 am, Tuesday, 27 October 2015 will be entitled to attend and vote at the Annual 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 Annual General Meeting.

By order of the Board



Grant J Mooney
Company Secretary
25 September 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 the Annual General Meeting to be held at The Richardson Hotel, Board Room 1, Level 1, 32 Richardson Street, West Perth, Western Australia Western Australia on Thursday, 29 October 2015 at 10.00 am (WST).

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

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

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The directors' report contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive and non-executive directors.

Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act has been amended by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act (**Director and Executive Remuneration Act**) which received the Royal Assent on 27 June 2011 and came into effect on 1 July 2011.

The Director and Executive Remuneration Act introduced new sections 250U and 250Y, among others, into the Corporations Act, giving Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that it may result in the re-election of the Board.

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

The Chairman will not cast undirected votes on Resolution 1 unless the voter or proxy has expressly provided he may do so.

RESOLUTION 2: RE-ELECTION OF MR JEFFREY MOORE AS A DIRECTOR

Rule 7.3 of the Company's Constitution requires that at an Annual General Meeting one-third of Directors for the time being shall retire from office. This rule does not apply to the managing director. A retiring Director is eligible for re-election.

In accordance with the Company's Constitution, Director Mr Jeffrey Moore retires as a director of the Company and being eligible, offers himself for re-election as a director of the Company. Details of the experience and qualifications of Mr Moore are set out in the Company's 2015 Annual Report.

GLOSSARY

Annual 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)

Director and Executive Remuneration Act has the meaning given in section 2 of the Explanatory Memorandum.

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.

Resolution means a resolution to be considered by the Shareholders at the Annual 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.

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.