

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Annual General Meeting of Shareholders

Location: QV1 Conference Centre (Function Room)

Level 2, 250 St Georges Terrace

Perth 6000, Western Australia

On Monday, 23 November 2015 commencing at

10:30 am (WST)

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Metals X Limited ABN 25 110 150 055 ("Metals X" or "the Company") will be held at 10.30am (WST) on Monday, 23 November 2015 at the QV1 Conference Centre (Function Room) Level 2, 250 St Georges Terrace Perth 6000, Western Australia.

AGENDA

BUSINESS

The business of the meeting will consist of:

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for Metals X and its controlled entities for the year ended 30 June 2015.

Note: There is no requirement for shareholders to approve these reports.

2. Resolution 1 – Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2015 as disclosed in the 2015 Annual Report be adopted."

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

The Company will in accordance with the Corporations Act disregard any votes cast on Resolution 1 by a member of the Key Management Personnel (details of whose remuneration are required to be included in the Remuneration Report) or 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 member of the Key Management Personnel or a Closely Related Party of such a member and either:

- (a) the Voter is appointed as a proxy in writing that specifies the way the proxy is to vote on the 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 the Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Election of Director - Peter Newton

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

"That Peter Newton, a Director retiring from office by rotation, and in accordance with Rule 3.6 of the Constitution, being eligible, is re-elected as a Director of the Company."

4. Resolution 3 - Election of Director - Peter Cook

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

"That Peter Cook, a Director retiring from office by rotation, and in accordance with Rule 3.6 of the Constitution, being eligible, is re-elected as a Director of the Company."

5. Resolution 4 – Approval for the Issue of Shares to RNI NL for the Acquisition of the Grosvenor Gold Project

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, the Shareholders hereby approve the issue of 18,000,000 ordinary fully paid shares in the Company to RNI NL or its nominee(s) by way of consideration for an acquisition announced to the ASX on 31 July 2015 and as more fully described in the Explanatory Statement accompanying this Notice."

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue (e.g. RNI NL or its nominee(s)) and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any votes cast by an associate of such person.

However, the Company will 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 directions on the Proxy Form); or
- (b) it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 5 – Ratification of the Issue of Shares to Mt Henry Gold Pty Ltd, Australian Strategic and Precious Metals Investment Pty Ltd and GMP Securities Australia Pty Limited for the Acquisition of the Mt Henry Gold Project

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders hereby approve and ratify the issue by the Company on 16 September 2015 of 22,000,000 ordinary fully paid shares to Mt Henry Gold Pty Ltd, Australian Strategic and Precious Metals Investment Pty Ltd and their nominee GMP Securities Pty Ltd by way of consideration for an acquisition announced to the ASX on 31 July 2015 and as more fully described in the Explanatory Statement accompanying this Notice."

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, and any votes cast by an associate of such person.

However, the Company will 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 directions on the Proxy Form); or
- (b) it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote (in accordance with a direction on the Proxy Form to vote as the proxy decides).

7. Resolution 6 – Approval of Issue of Performance Rights to Peter Cook (Chief Executive Officer and Executive Director)

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

"That, for the purposes of Listing Rule 10.14, sections 208, 200B and 200E of the Corporations Act and for all other purposes, in part consideration of his employment as Chief Executive Officer and Executive Director of the Company, Mr Peter Cook or his nominee be issued 324,476 Performance Rights to acquire ordinary shares in the capital of the Company, on the terms and conditions set out, and approval be given to give Mr Cook the termination benefits described, in the Explanatory Memorandum accompanying this Notice of Annual General Meeting."

In relation to Resolution 6, pursuant to sections 224 of the Corporations Act and Listing Rule 10.15.5 of the Listing Rules of the Australian Securities Exchange, the Company will disregard any votes cast by the Directors (except those who are ineligible to participate in the Metals X Limited Long Term Incentive Plan) and any of their associates. However, the Company need not disregard a vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 7 – Approval of Issue of Performance Rights to Warren Hallam (Executive Director)

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

"That, for the purposes of Listing Rule 10.14, sections 208, 200B and 200E of the Corporations Act and for all other purposes, in part consideration of his employment as Executive Director of the Company, Mr Warren Hallam or his nominee be issued 225,175 Performance Rights to acquire ordinary shares in the capital of the Company, on the terms and conditions set out, and approval be given to give Mr Hallam the termination benefits described, in the Explanatory Memorandum accompanying this Notice of Annual General Meeting."

In relation to Resolution 7, pursuant section 224 of the Corporations Act and Listing Rule 10.15.5 of the Official Listing Rules of the Australian Securities Exchange, the Company will disregard any votes cast by the Directors (except those who are ineligible to participate in the Metals X Limited Long Term Incentive Plan) and any of their associates. However the Company need not disregard a vote if 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

OTHER BUSINESS

To transact any other business which may be brought forward in accordance with the Company's Constitution.

VOTING ENTITLEMENT

For the purpose of determining an entitlement to vote at the Annual General Meeting, a person will be recognised as a member if that person is registered as a holder of Metals X Limited shares at **10.30 am on Saturday**, **21 November 2015 (48 hours before meeting)**.

Dated: 23 October 2015

For and on behalf of the Board

X. Van Maanen Company Secretary

NOTES

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint no more than two proxies (who need not be members of the Company) to attend and vote on a poll in the members place.
- (b) The appointment of two proxies will be of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights. A single proxy exercises all voting rights.
- (c) The form of proxy must be signed by a member or the member's attorney duly authorised in writing or if the member is a corporation under its corporate seal or in accordance with section 127 of the Corporations Act 2001 or by its duly authorised attorney or representative. If an attorney is to attend the meeting please submit the relevant power of attorney for noting and return.
- (d) The completed and signed proxy form must be received by the Company's share registry, Security Transfer Registrars Pty Ltd by no later than 10.30 am on Saturday, 21 November 2015.
- (e) You can direct your proxy how to vote on the different proposed Resolutions by marking "For", "Against" or "Abstain."
- (f) The Company has determined in accordance with regulations pursuant to section 1074E of the Corporations Act 2001 that for the purpose of attending or voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 10.30 am on Saturday, 21 November 2015.
- (g) A corporation may elect to appoint a representative in accordance with the Corporations Act 2001 in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the meeting.
- (h) If you have any queries in relation to proxies please call the Company's share registry, Security Transfer Registrars Pty Ltd, on (08) 9315 2333 during business hours.

EXPLANATORY MEMORANDUM

METALS X LIMITED ABN 25 110 150 055

ORDINARY BUSINESS

1. Financial Statements and Reports

The Corporations Act requires the Financial Statements, Directors' Report and Auditor's Report of the Company for the year ended 30 June 2015 to be tabled at the Annual General Meeting ("AGM").

Shareholders will be given an opportunity to ask questions of the Directors and the Company's Auditors in relation to the accounts of the Company at the Annual General Meeting.

2. Approval of the Remuneration Report (Resolution 1)

The Annual Report for the year ended 30 June 2015 contains a Remuneration Report, which sets out the remuneration policy for the Company and reports the remuneration paid to the Directors and Executives during the financial year. A copy of the report is set out in the Directors' Report within the Annual Report and can be found on the Company's website at www.metalsx.com.au.

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, the Company will be required to put to the vote at the second of those AGMs a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election. Metals X encourages all shareholders to cast their votes on Resolution 1.

Any undirected proxies held by the Chairman of the meeting, will be voted in favour of Resolution 1. The Chairman is expressly authorised to exercise any undirected proxy in relation to the Resolution even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the consolidated entity.

The expression "Key Management Personnel" is defined in the Corporations Act. Key Management Personnel include the Directors of Metals X and its subsidiaries and those other persons having authority and responsibility for planning, directing and controlling the activities of Metals X and its subsidiaries directly or indirectly. The Remuneration Report identifies the Key Management Personnel for the financial year to 30 June 2015. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form for that item of business. You should specifically note that if you indicate on the Proxy Form that you do not wish to specify how your proxy should vote on Resolution 1, you will be deemed to have expressly authorised the Chairman to cast your votes on Resolution 1 and the Chairman intends to vote any undirected proxies in favour of Resolution 1. If you wish to appoint the Chairman as your proxy but do not want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either "against" or "abstain" against Resolution 1 in the Proxy Form.

3. Election of Director – Peter Newton (Resolution 2)

Resolution 2 seeks approval for the re-election of Mr Peter Newton as a Director with effect from the end of the Meeting.

Clause 3.6 of the Company's Constitution provides that at each Annual General Meeting one-third of the Directors (other than the Managing Director or any alternate Director) for the time being, or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director holds office for more than three years, must retire. Directors who retire by reason of clause 3.6 of the Constitution are those Directors who have been in office the longest since their last election. A retiring Director is eligible for re-election.

Mr Newton retires from office in accordance with this requirement and submits himself for re-election.

Mr Newton was a stockbroker for 25 years until 1994. Since then he has been a significant participant in the Australian resource industry as an investor and a director of a number of listed companies. In recent years he has been the Chairman of both Hill 50 Limited and Abelle Limited. Mr Newton is also the Chairman of the Company's Remuneration Committee.

Mr Newton has been a director of the Company since December 2012.

Directors' recommendation

The non-candidate Directors unanimously support the re-election of Mr Newton.

4. Election of Director – Peter Cook (Resolution 3)

Resolution 3 seeks approval for the re-election of Mr Peter Cook as a Director with effect from the end of the Meeting.

Clause 3.6 of the Company's Constitution provides that at each Annual General Meeting one-third of the Directors (other than the Managing Director or any alternate Director) for the time being, or, if their number is not a multiple of three, then such number as is appropriate to ensure that no Director holds office for more than three years, must retire. Directors who retire by reason of clause 3.6 of the Constitution are those Directors who have been in office the longest since their last election. A retiring Director is eligible for re-election.

Mr Cook retires from office in accordance with this requirement and submits himself for re-election.

Mr Cook is a Geologist (BSc (Applied Geology)) and a Mineral Economist (MSc (Min. Econ), MAusIMM). In recent years he has been the Chief Executive Officer of Harmony Gold Australia Pty Ltd, a Director of Westgold Resources Limited and Kingsrose Mining Limited, Managing Director of Hill 50 Limited and Abelle Limited and Chairman of both Metals Exploration Limited and Aragon Resources Limited. He has considerable experience in the fields of exploration and project and corporate management of mining companies. He is also the Chairman of Aziana Limited and Pacific Niugini Limited.

Mr Cook has been a director of the Company since its incorporation in 2004 and is currently an Executive Director and the Chief Executive Officer of the Company

Directors' recommendation

The non-candidate Directors unanimously support the re-election of Mr Cook.

5. Approval for the Issue of Shares to RNI NL (RNI) for the Acquisition of the Grosvenor Gold Project (Resolution 4)

Subject to limited exceptions, Listing Rule 7.1 restricts the number of equity securities the Company may issue without Shareholder approval in a 12-month period to the number that is 15% of its fully paid ordinary Shares on issue 12 months before the issue.

Resolution 4 has been proposed so that Shareholders may consider and approve the proposed issue of 18,000,000 Shares (**Grosvenor Gold Acquisition Shares**) as part of the consideration for the acquisition of the Grosvenor Gold Project from RNI.

In addition to the acquisition of the Grosvenor Gold Project the Company has provided an A\$300,000 interest free loan to RNI for working capital. The loan will be convertible to shares in RNI at the price of its next capital raising. Further, the Company has agreed to sell its Chunderloo copper-gold project at Meekatharra to RNI in consideration of the issue by RNI of 25,000,000 fully paid RNI shares.

The Heads of Agreement also provides for the grant to the Company of a first right of refusal on any future sale over certain tenement held by of RNI.

This transaction is recorded in a binding Heads of Agreement between the Company and RNI announced to the ASX on 31 July 2015. Completion under the Heads of Agreement is conditional upon the finalisation of formal legal agreements, approval of RNI shareholders (if required) and agreement from RNI's financiers to extend debt facilities and other statutory and regulatory approvals. The Grosvenor Gold Acquisition Shares will only be issued on completion occurring.

The Grosvenor Gold Project is located approximately 150 km north of Meekatharra in the Bryah Basin of Western Australia and includes:

- The gold prospects and resources of the Grosvenor, Horseshoe and Peak Hill Projects which host a resource base of over 2 million ounces (refer to ASX announcements ASX:RNI).
- The Grosvenor Gold process plant a 1.0 Mtpa CIL plant with substantial infrastructure including a 100 person village, airstrip and borefield.

RNI had been advancing the project towards production, partially completing refurbishment of the plant before funding and financing issues stifled its progress.

Specific Information Required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following particulars in relation to the issue of the Shares under Resolution 4:

- (i) A maximum of 18,000,000 Shares are proposed for issue.
- (ii) The Grosvenor Gold Acquisition Shares will be issued by the Company to RNI, or its nominees(s), by way of the primary consideration for the acquisition by the Company of the Grosvenor Gold Project.
- (iii) No funds will be raised from the issue of the Grosvenor Gold Acquisition Shares as the shares are being issued in consideration of the purchase of the Grosvenor Gold Project.
- (iv) The Grosvenor Gold Acquisition Shares will on issue be fully paid ordinary shares and will rank pari passu with all existing Shares in the Company.
- (v) The issue of the Grosvenor Gold Acquisition Shares will all be made upon completion of the acquisition of the Grosvenor Gold Project and, in any event no later than three months from the date of the Meeting (or within such longer period as the ASX may allow).
- (vi) The Notice contains a voting exclusion statement.

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4. The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 4.

6. Ratification of the Issue of Shares to Mt Henry Gold Pty Ltd, Australian Strategic and Precious Metals Investment Pty Ltd and GMP Securities Australia Pty Limited for the Acquisition of the Mt Henry Gold Project (Resolution 5)

Listing Rule 7.1 generally permits the Company to issue without Shareholder approval in a 12-month period equity securities equal to 15% of its issued capital. On 16 September 2015 the Company issued in accordance with Listing Rule 7.1 22,000,000 Shares in consideration of the acquisition of the Mt Henry Gold Project by the Company's subsidiary Avoca Mining Pty Ltd. This Share issue has operated to diminish the number of Shares the Company may issue in the future under Listing Rule 7.1 without Shareholder approval.

Resolution 5 has been proposed so that Shareholders may consider and if thought fit approve and ratify, for the purposes of Listing Rule 7.4, and for all other purposes, the issue of 22,000,000 Shares (Mt Henry Acquisition Shares) as consideration for the acquisition of the Mt Henry Gold Project from Mt Henry Gold Pty Ltd (MHG) and Australian Strategic and Precious Metals Investment Pty Ltd (ASPMI) pursuant to the terms of an Assets Sale and Purchase Agreement dated 31 July 2015 (Assets Sale and Purchase Agreement).

Approval of the issue of the Mt Henry Acquisition Shares will operate to fully reinstate the Company's ability under Listing Rule 7.1, should it wish to do so, to issue further Shares without first obtaining Shareholders' approval. The Company's ability to issue Shares without Shareholders approval is considered important as it positions the Company to act quickly to take advantage of acquisition opportunities if and as and when they arise.

The Mt Henry Gold Project is located approximately 15 km south of Norseman and 75 km south of Metals X's Higginsville Gold Operations. MHG and ASPMI held 70% and 30% respective interests in the Mt Henry Gold Project.

The Mt Henry Gold Project consists of three known deposits: North Scotia, Selene and Mt Henry. All the deposits are located on granted mining leases. The deposits have a JORC 2012 compliant total Mineral Resource of 43.18 Mt @ 1.19 g/t Au for 1.66 Moz Au (comprised of an Indicated Resource of 31.76 Mt @ 1.24 g/t Au and an Inferred Resource of 11.43 Mt @ 1.06 g/t Au using a 0.4 g/t Au cut-off) and a contained mining Probable Reserve of 20.22Mt @ 1.42 g/t for 0.92Moz Au — (refer to ASX announcements dated 14 May 2015 by ASX:PAN and ASX:MAT)*.

The Mt Henry Gold Project presents as a number of large low-grade and low strip ratio open pits.

Pursuant to the Assets Sale and Purchase Agreement, Avoca Mining Pty Ltd acquired, in addition to the granted mining leases, a number of associated prospecting licences and miscellaneous licences.

Specific Information Required by Listing Rule 7.5

In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue of the Shares under Resolution 5:

- (i) The total number of Shares issued was 22,000,000.
- (ii) The Mt Henry Acquisition Shares were issued to MHG (15,225,000 Shares), ASPMI (6,525,000 Shares) and their nominee GMP Securities Australia Pty Ltd (250,000 Shares) by way of consideration payable by the Company for acquisition of the Mt Henry Project and for no other consideration.
- (iii) No money was raised from the issue of the Mt Henry Acquisition Shares.
- (iv) The Mt Henry Acquisition Shares are fully paid ordinary shares and rank pari passu with all existing Shares in the Company.
- (v) The issue of the Mt Henry Acquisition Shares was made upon settlement of the acquisition on 16 September 2015.
- (vi) The Notice contains a voting exclusion statement.

Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5. The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of Resolution 5.

* The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and, in the case of estimates of Mineral Resources and Reserves, that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

7. Approval of issue of Performance Rights to Peter Cook and Warren Hallam (Resolution 6 and Resolution 7)

7.1 Introduction

The Board has resolved, subject to shareholder approval, to issue Mr Cook (Chief Executive Officer and Executive Director) and Mr Hallam (Executive Director), Performance Rights pursuant to the Company's Long Term Incentive Plan ("LTIP") to acquire ordinary shares in the capital of the Company, in the quantum and on the terms that are set out below.

- The number of Performance Rights to be issued to Mr Cook and Mr Hallam respectively in respect of the 2015 financial year ("FY16 Performance Rights") is 324,476 and 225,175.
- FY16 Performance Rights are priced at \$1.43 per right, based on the 20 day Volume Weighted Average Price ("VWAP") up to and including 30 June 2015.
- The issue of the Performance Rights is subject to the terms of the LTIP.
- No cash consideration is payable for the issue of the Performance Rights.

- The Performance Rights will vest and become exercisable subject to prescribed service and performance conditions being met. The number of Performance Rights vesting will be subject to the Company's relative performance for each of the performance conditions.
 - The service condition requires continuous employment for a three (3) year period commencing on 1 July 2015. The Board has discretion in circumstances of death, disability or bona fide redundancy to vary the service condition and reduce the number of Performance Rights proportionately for a period of service of less than three years.
 - 2) The performance conditions comprise the following:
 - a) a condition based on Absolute Total Shareholder Returns; and
 - b) a condition based on Relative Total Shareholder Returns.

each of which is calculated over the three year period commencing 1 July 2015.

- Subject to the satisfaction of the performance conditions, Mr Cook and Mr Hallam will become
 entitled to receive one ordinary Share in the Company for each Performance Right vested. Any
 Performance Right that does not vest will automatically lapse.
- The Performance Rights will not be listed on ASX and are not transferable, except as permitted under the LTIP.
- The Performance Rights, if approved will represent the long term component of Mr Cook's and Mr Hallam's total remuneration in respect of the 2016 financial year. Details of Mr Cook's and Mr Hallam's remuneration for the previous financial year are contained in the 2015 Annual Report. Details of the peer comparator group against which Relative Total Shareholder Return will be measured appear below.
- If Mr Cook or Mr Hallam ceases employment with the Company and is a "good leaver" (meaning employment ceases by reason of death, serious disability, permanent incapacity, retirement, redundancy or with Board approval), the Board has discretion to allow the early vesting of Performance Rights. If employment is terminated for other reasons (such as resignation, misconduct, fraud or unsatisfactory performance) then the Performance Rights held on cessation of employment will lapse immediately.
- The Board has discretion to allow the early vesting of Performance Rights in certain special circumstances such as a change of control, takeover or windup.

7.2 Shareholder Approval

Shareholder approval of the issue of Performance Rights to Mr Cook and Mr Hallam is sought for all purposes under the Corporations Act and the ASX Listing Rules, including for the following purposes:

- Under Listing Rule 10.14, the acquisition of securities by a director under an employee
 incentive scheme requires shareholder approval. Shareholder approval is therefore sought for
 the acquisition by Mr Cook and Mr Hallam of Performance Rights (and therefore the
 subsequent issue of ordinary Shares upon vesting of Performance Rights).
- Under section 208 of the Corporations Act which regulates to giving of financial benefits to related parties (Directors are classified as 'related parties').
- Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders or an exemption applies. Section 200B of the Corporations Act applies to managerial or executive officers of the Company or any of its subsidiaries, which includes Mr Cook and Mr Hallam. The term benefit has a wide operation and includes the early vesting of the Performance Rights under the rules of the LTIP. This approval is sought in case any vesting occurs in connection with any future retirement of Mr Cook or Mr Hallam from office. Neither Mr Cook nor Mr Hallam has expressed any intention to retire from office in the foreseeable future.

• It is proposed, therefore, that this resolution will also approve, under section 200E of the Corporations Act, any 'termination benefit' that may be provided to Mr Cook and Mr Hallam under the LTIP in relation to the Performance Rights to be granted to them, in addition to any other termination benefits that may be provided to Mr Cook and Mr Hallam as otherwise permitted under the Corporations Act. The termination benefit that may be given under the LTIP is the early vesting of the Performance Rights (or extension of the term of a Performance Right or waiver of any condition in relation to a Performance Right) if Mr Cook and Mr Hallam cease employment with the Company due to death, disability, bona fide redundancy or other reason with the approval of the Board.

7.3 Disclosures Made for the Purposes of Listing Rule 10.15

In accordance with Listing Rule 10.15, the Company notes that:

- the maximum number of securities that can be awarded for whom approval is required under Listing Rule 10.14 is 874,125 in aggregate. If this resolution is approved, Mr Cook and Mr Hallam would be entitled to a maximum of 324,476 and 225,175 respectively fully paid ordinary Shares if all Performance Rights subsequently vest;
- the price payable on the issue or exercise of each Performance Right is nil;
- since the approval of the LTIP by shareholders at the AGM held on 26 November 2014 the following Performance Rights have been issued:
 - On 16 December 2014 Mr Cook and Mr Hallam were issued 384,616 and 282,692 Performance Rights respectively in accordance with Shareholders' approval given at the AGM on 26 November 2014. The Performance Rights are subject to predetermined Absolute TSR (50%) and Relative TSR (50%) hurdles measured over the three year performance period from 1 July 2014 to 30 June 2017. The Performance Rights (if any) will vest on or about 1 July 2017 if the performance hurdles are satisfied.
 - An additional 969,712 Performance Rights were issued to senior staff (for whom approval was not required under Listing Rule 10.14) on the same date on the same terms and conditions.
 - The total number of Performance Rights currently on issue is 1,637,020.
- Mr Cook and Mr Hallam are the only Directors entitled to participate in the LTIP because they
 are the only Executive Directors and the Company has not declared any Non-executive Director
 as being eligible to participate in the LTIP;
- there is no loan proposed in relation to the proposed award of Performance Rights to Mr Cook and Mr Hallam; and
- Mr Cook's and Mr Hallam's Performance Rights are intended to be granted by 31 December 2015 and in any event will not be granted later than 12 months after the date of the meeting.

For the purposes of Listing Rule 7.2 Exception 14 it is stated that if shareholders' approval is given under Listing Rule 10.14 to the issue of the Performance Rights to Mr Cook and Mr Hallam then approval to issue the Performance Rights is not required under Listing Rule 7.1.

7.4 Shareholder Approval (Section 208 of the Corporations Act)

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the company, the company must:

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

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act. As it is not clear as to whether the grant of the Performance Rights would fall within one of the exceptions in section 210 to 216 of the Corporations Act, the Board has decided it would be prudent to seek shareholders' approval to the grant of the Performance Rights.

The following supplementary disclosures are given for the purposes of Chapter 2E of the Corporations Act (and are to be read in conjunction with the rest of this Part 5 of this Explanatory Memorandum);

- Mr Cook and Mr Hallam are each related parties of the Company by virtue of being Directors of the Company.
- The provision of Performance Rights by the Company to Mr Cook and Mr Hallam constitutes the giving of a financial benefit to related parties.
- The primary purpose for the provision of the issue of the Performance Rights to Mr Cook is to provide a market linked incentive package in his capacity as Chief Executive Officer and Executive Director and to assist in the reward, retention and motivation of Mr Cook in managing the operations and strategic direction of the Company whilst maintaining the Company's cash reserves. The Board (other than Mr Cook) considered the extensive experience and reputation of Mr Cook, the current market price of Shares and current market practices when determining the number of Performance Rights to be issued to Mr Cook. The Board (other than Mr Cook and Mr Hallam) considers the issue of the Performance Rights to Mr Cook to be reasonable upon the terms proposed;
- The primary purpose for the provision of the issue of the Performance Rights to Mr Hallam is to provide a market linked incentive package in his capacity as Executive Director and to assist in the reward, retention and motivation of Mr Hallam in the ongoing operations and strategic direction of the Company whilst maintaining the Company's cash reserves. The Board (other than Mr Hallam) considered the extensive experience and reputation of Mr Hallam, the current market price of Shares and current market practices when determining the number of Performance Rights to be issued to Mr Hallam. The Board (other than Mr Cook and Mr Hallam) considers the issue of the Performance Rights to Mr Hallam to be reasonable upon the terms proposed;
- The Company will not incur any material cash costs or fees in relation to issuing the Performance Rights to Mr Cook and Mr Hallam.
- If the Performance Rights are not issued to Mr Cook and Mr Hallam, the Company may find that it is necessary to remunerate the Directors for additional amounts in order to retain their services.
- The Board (other than Mr Cook and Mr Hallam) considers it reasonable and in the interests of Shareholders for the remuneration of the two Executive Directors to have a cash component and an equity component to further align the two Executive Directors' interests with Shareholders.

7.5 Dilution Effect of the Performance Right Grant

The effect to the Company of the grant of an aggregate of 549,651 Performance Rights to Mr Cook and Mr Hallam is that there will be a dilution of the issued share capital if the Performance Rights vest. Based on 440,181,038 shares currently on issue the vesting of the Performance Rights would have a dilution effect of approximately 0.125%. Also there are currently the following performance rights on issue in the Company:

Туре	Type Number of Performance Rights		Measurement Date		
Unlisted	1,637,020	Nil	1 July 2017		

7.6 Related Parties' Existing Interests

Mr Cook and Mr Hallam presently have the following interests in shares and performance rights of the Company:

Name	Ordinary Shares	Performance Rights
Peter Cook	18,361,237	384,616
Warren Hallam	1,587,500	282,692

7.7 Valuation

The value of the Performance Rights were assessed by independent consultants BDO Corporate Finance (WA) Pty Ltd by applying a Hoadley employee share option pricing methodology.

In determining the value of the Performance Rights, the following assumptions have been made:

- (a) A share price of \$1.17 is used, based on the 20 day VWAP of the Company up to 17 September 2015.
- (b) The exercise price of the Performance Rights are nil.
- (c) Price volatility used is 55%, based on an estimated future volatility level of the Company's share trading on the ASX.
- (d) The risk free interest rate used is 2.00%, based on the 3 year Australian Government bond rate.
- (e) The stock dividend yield per annum used is 2.5%, based on the dividend of \$0.0295 per share declared by the Company on 25 August 2015.
- (f) The measurement period is three years from 1 July 2015 to 30 June 2018.

Based on these assumptions and using the Hoadley employee share option pricing methodology, the Company estimates that the Absolute TSR Performance Rights are valued at approximately \$0.446 each and the Relative TSR Performance Rights are valued at approximately \$0.797 each.

On that basis, the value of the Performance Rights proposed to be granted to each Director (or his nominee) is as follows:

Name	Value of Absolute TSR Performance Rights	Value of Relative TSR Performance Rights	Total Value of Performance Rights		
Peter Cook	\$72,358 \$129,304		\$201,662		
Warren Hallam	\$50,214	\$89,732	\$139,946		

7.8 Directors' Remuneration

The relevant Directors' estimated total remuneration package based on the Remuneration Report disclosed in the 2015 Annual Report when added to the value of the performance rights is as follows:

Name	Salary and Fees	Cash Bonus	Superannu ation	Non- Monetary Benefits	Long Service Leave	Share based payments	Value of Performance Rights to be issued	Total Remuner ation
P Cook	\$580,948	\$93,575	\$21,959	\$4,721	\$22,400	\$52,051	\$201,662	\$977,316
W Hallam	\$468,653	\$72,770	\$35,047	\$4,878	\$14,876	\$38,258	\$139,946	\$774,428

7.9 Trading History

At the time of preparing this Notice of Annual General Meeting, the closing price of the Company's shares on the ASX was \$1.20. The price of the Company's shares quoted on the ASX over the past 12 months has ranged from a high of \$1.59 on 7 May 2015 to a low of \$0.62 on 17 December 2014.

7.10 Board Recommendations

Peter Newton who does not have a material personal interest or other interest in the outcome of Resolutions 6 and 7 recommends that Shareholders vote in favour of Resolutions 6 and 7 for the reasons set out in sub-paragraphs above. Mr Newton is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

Andrew Ferguson who does not have a material personal interest or other interest in the outcome of Resolutions 6 and 7 recommends that Shareholders vote in favour of Resolutions 6 and 7 for the reasons set out in sub-paragraphs above. Mr Ferguson is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

Paul Cmrlec who does not have a material personal interest or other interest in the outcome of Resolutions 6 and 7 recommends that Shareholders vote in favour of Resolutions 6 and 7 for the reasons set out in sub-paragraphs above. Mr Cmrlec is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

Simon Heggen who does not have a material personal interest or other interest in the outcome of Resolutions 6 and 7 recommends that Shareholders vote in favour of Resolutions 6 and 7 for the reasons set out in sub-paragraphs above. Mr Heggen is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

Xie Penggen who does not have a material personal interest or other interest in the outcome of Resolutions 6 and 7 recommends that Shareholders vote in favour of Resolutions 6 and 7 for the reasons set out in sub-paragraphs above. Xie Penggen is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 and 7.

Mr Cook and Mr Hallam do not wish to make a recommendation in relation to Resolutions 6 and 7 as each of them has a material personal interest in one of the Resolutions.

Exercise of Proxy Votes by the Chairman

Any undirected proxies held by the Chairman of the Meeting, will be voted in favour of each of Resolutions 6 and 7. The Chairman is expressly authorised to exercise any undirected proxy in relation to each of Resolutions 6 and 7 even though each Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the consolidated entity.

7.11 Performance Rights – Further Details

Performance Rights to be granted in respect of the 2016 financial year will be offered pursuant to the terms of the LTIP and the performance conditions set out below.

7.11.1 Performance Rights Pricing

The issue price of the Performance Rights is based on the 20 day VWAP on the ASX of the Company's share price up to, and including, the last business day of the financial period immediately preceding the period that the Performance Rights relate to. FY16 Performance Rights are priced at \$1.43 per right, based on the 20 day VWAP up to and including 30 June 2015.

7.11.2 Performance Conditions for Performance Rights

The performance conditions for FY16 Performance Rights will be measured over a three year vesting period ending on 30 June 2018. Vesting conditions also include satisfying performance conditions:

- 50% of total Performance Rights will be measured against an Absolute Total Shareholder Return performance measure; and
- 50% of total Performance Rights will be measured against a Relative Total Shareholder Return performance measure.

7.11.3 Percentage of Relevant Total Fixed Remuneration Offered as LTIs for the 2016 Financial Year

- Chief Executive Officer 80%;
- Other Executive Directors and Chief Financial Officer 70%;
- Executive General Managers 60%; and
- General Managers 50%.

The Board has the discretion, subject to any necessary Shareholder approvals, to vary the relevant percentage each year, having regard to external advice and / or relevant market benchmarks.

7.11.4 An Example of How Total Performance Rights are calculated for the 2016 Financial Year (Assuming the Maximum Award Level) is set out below:

CEO & Executive Director - Total Fixed Remuneration ("TFR") \$580,000

LTI award value 80% of TFR \$464,000 (i.e. 80% of TFR)

Performance Rights issue price (20 day VWAP) \$1.43

Performance Rights to be granted (\$400,000 ÷ \$1.43) 324,476

7.11.5 Absolute Total Shareholder Return Performance Measure

The Absolute Total Shareholder Return ("TSR") Performance Rights (50% of total Performance Rights) will vest subject to the Compound Annual Growth Rate of the Company's TSR being not less than 15% over the three year service period.

7.11.6 Relative Total Shareholder Return Performance Measure

The Relative TSR Performance Rights (50% of total Performance Rights) are measured against a defined peer group of companies which the Board considers compete with the Company for the same investment capital, both in Australia and overseas, and which by the nature of their business are influenced by commodity prices and other external factors similar to those that impact on the TSR performance of the Company.

The comparator group of companies for FY16 Performance Rights comprises:

Oz Minerals Limited	CuDeco Limited		
Northern Star Resources Ltd	Orocobre Limited		
Independence Group NL	Saracen Mineral Holdings Limited		
Sirius Resources NL	Resolute Mining Limited		
Alacer Gold Corp	Beadell Resources Limited		
Western Areas Limited	Perseus Mining Limited		
Sandfire Resources NL	Medusa Mining Ltd		
Oceana Gold Corporation	Kingsgate Consolidated Limited		
Regis Resources Limited	Tiger Resources Limited		
Evolution Mining Limited	Silver Lake Resources Limited		

At the discretion of the Board, the composition of the comparator group may change from time to time. TSR measures the growth for a financial year in the price of shares plus cash distributions notionally reinvested in shares. Company and comparator TSR performances are measured using the 20 day VWAP calculation up to, and including, the last business day of the financial period immediately preceding the period that the Performance Rights relate to, and in determining the closing TSR performances at the end of the three year period. Relative TSR performance is calculated at a single point in time and is not subject to re-testing. To satisfy this measure, the Company's TSR must be equal to or greater than the median TSR performance of a comparator group (that is, the Relative TSR). The proportion of the FY16 Performance Rights that vest will be influenced by the Company's TSR relative to the comparator group over the three year vesting period ending on 30 June 2018 as outlined below:

Relative TSR Performance	% Contribution to the Number of Performance Rights to Vest	
Below 50 th percentile	0%	
50 th percentile	50%	
Between 50 th & 75 th percentiles	Pro-rata from 50% to 100%	
75 th percentile and above	100%	

8. Glossary

In the Explanatory Memorandum the following terms bear the following meanings unless the context otherwise requires.

A\$ means the lawful currency of Australia.

Annual General Meeting or Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

Board means the Board of Directors of the Company.

Company means Metals X Limited.

Constitution means the constitution of the Company.

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

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory memorandum to this Notice of Annual General Meeting.

Listing Rules or Official Listing Rules means the listing rules of ASX.

LTIP means the Company's Long Term Incentive Plan which was approved by Shareholders at the Company's last AGM held on 26 November 2014.

Notice means this Notice of Annual General Meeting and includes the Explanatory Memorandum and Proxy Form.

Option means an option to acquire a Share.

Performance Right means a performance right issued pursuant to the LTIP.

Resolution means a proposed resolution contained in this Notice of Annual General Meeting.

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

Shareholder means a shareholder of the Company.

WST means Australian Western Standard Time.



METALS X LIMITED

ACN: 110 150 055

«EFT REFERENCE NUMBER»

«HOLDER NAME» «ADDRESS_LINE_1» «ADDRESS LINE 2» «ADDRESS LINE 3» «ADDRESS_LINE_4» «ADDRESS_LINE_5»

REGISTERED OFFICE:				
LEVEL 3				
18-32 PARLIAMENT PLACE				

WEST PERTH WA 6872

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd All Correspondence to: PO BOX 535 APPLECROSS WA 6953 AUSTRALIA 770 Canning Highway APPLECROSS WA 6153 **AUSTRALIA** T: +61 8 9315 2333 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au Code: MLX

Holder Number: «HOLDER_NUMBER

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

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Lodge your proxy vote securely at www.securitytransfer.com.au

- 1. Log into the Investor Centre using your holding details.
- 2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE PRX ID»

SECTION A: Appointment of Proxy						
We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:						
The meeting chairperson	<u>OR</u>					

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am WST on Monday 23 November 2015 at QV1 Conference Centre, Function Room, Level 2, 250 St Georges Terrace, Perth 6000, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RE	SOLUTION	For	Against	Abstain
1.	Remuneration Report			
2.	Election of Director - Peter Newton			
3.	Election of Director - Peter Cook			
4.	Approval for the Issue of Shares to RNI NL for the Acquisition of the Grosvenor Gold Project			
5.	Ratification of the Issue of Shares to Mt Henry Gold Pty Ltd, Australian Strategic and Precious Metals Investment Pty Ltd and GMP Securities Australia Pty Limited for the Acquisition of the Mt Henry Gold Project			
6.	Approval of Issue of Performance Rights to Peter Cook (Chief Executive Officer and Executive Director)			
7.	Approval of Issue of Performance Rights to Warren Hallam (Executive Director)			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, 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.

Resolutions connected with remuneration of Key Management Personnel

The Chair is authorised to exercise the proxy in relation to each of Resolutions 1, 6 and 7 even though each such resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company or if the Company is part of a consolidated entity for the entity. The Chair intends to vote any undirected proxies in favour of each of Resolutions 1, 6, and 7."

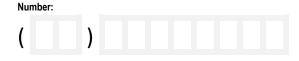
This section must be signed in accordance with the in	nstructions overleaf to enable your o	directions to be implemented.
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ns section must be signed in accordance with the mst	detions overlear to enable your directions to be implemented.	
Individual or Security Holder	Security Holder 2	Security Holder 3
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 10:30am WST on Saturday 21 November 2015.

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My/Our contact details in case of enquiries are:



1. NAME AND ADDRESS

Name:

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign. Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Registrars Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 535

Applecross WA 6953 AUSTRALIA

Street Address Alexandrea House

Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

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