



Metals Finance Limited
SPECIALISTS IN METAL RECOVERY

26 September 2014

Dear Shareholder

Please find enclosed a Notice rescheduling the General Meeting, which will now be held on Tuesday 28 October at 10.30 am.

The Company is pleased to advise shareholders that since the despatch of the original Notice of Meeting the following applications for Coal Licences lodged by Texas and Oklahoma Coal Company Limited (**TOCC**) in British Columbia have now been granted.

Licence No	Area (hectares)	District	Expiry Date
418645	1,183	Kootenay	19 September 2015
418646	801	Kootenay	19 September 2015
418647	830	Kootenay	19 September 2015
418648	1,094	Kootenay	19 September 2015
418649	1,128	Kootenay	19 September 2015
418650	1,349	Kootenay	19 September 2015

Additionally the Company has appointed Patersons Securities Limited to act as lead manager for the public offer of shares to be undertaken in conjunction with the acquisition of TOCC. Following discussions with Patersons the Company has amended the terms of the Offer to increase the number of options to be issue to subscribers. The Offer will now be made on the basis of one share with one free attaching option. Please refer to the attached notice for further details.

Yours faithfully

Ian Morgan
Company Secretary



METALS FINANCE LIMITED

ABN 83 127 131 604

Rescheduling of General Meeting and amendment to Resolution 4

New Meeting Date and Time

DATE: Tuesday 28 October 2014

TIME: 10:30am (AEDT)

PLACE: Level 14, 52 Phillip Street, SYDNEY NSW 2000

As part of the restructuring of the Company, it was proposed that the Company undertake an issue pursuant to a prospectus offering to the public one share in the Company together with 3 free attaching options (the **Capital Raising**).

The terms of the **Capital Raising** have now been amended so that for each share acquired a subscriber will receive one free attaching option exercisable at 25 cents on or before 31 December 2017.

The **Capital Raising** will now comprise the issue of up to 25,000,000 Shares at 20 cents per share to raise up to \$5,000,000 with one free attaching Option, exercisable at 25 cents each on or before 31 December 2017 for every Share applied for. If the Minimum Subscription of \$3,500,000 only is raised 17,500,000 Options will be issued.

Accordingly Resolution 4 as previously set out in the Notice of Meeting and Explanatory Statement is withdrawn and replaced with a new Resolution 4, as set out on the following page.

The amendments to the terms of Resolution 4 necessitate the the rescheduling of the General Meeting to the date and time set out above.

In all other respects the information provide to Shareholders in the Notice of Meeting and Explanatory Statement remains unchanged.

Hall Chadwick Corporate (NSW) Limited, the authors of the Independent Experts Report provided with the original Notice of Meeting and Explanatory Memorandum, have confirmed that the change to the terms of the **Capital Raising** do not affect the conclusions in their report.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 8:00pm (AEDT) on Sunday 26 October 2014.

Voting by Proxy

An updated Proxy Form is enclosed. If you wish to vote by proxy please ensure that you use this updated form. Any proxy forms that were despatched with the original Notice of Meeting will not be counted if received by the Company.

RESOLUTION 4- CAPITAL RAISING PURSUANT TO A PROSPECTUS

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

"That, subject to the passing of Resolutions 1 to 3 and 5 (inclusive), for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 25,000,000 Shares and up to 25,000,000 Options on a post-Consolidation basis on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need 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 a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

As Resolutions 1-5 are inter-conditional, votes which are disregarded on Resolutions 1 to 3 and 5 will also be disregarded on Resolution 4.

Additional Note: The issue of Shares pursuant to this Resolution 4 is conditional on ASX confirming that the Company has re-complied with Chapters 1 and 2 of the ASX Listing Rules. As ASX requires the Company to re-comply with the admission requirements under ASX Listing Rule 11.1.3, the issue of Shares pursuant to Resolution 5 cannot take place until the ASX's requirements have been met.

Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shares to be issued is 25,000,000 Shares (on a post-Consolidation basis) and 25,000,000 Options;
- (b) the Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price of the Shares will be 20 cents once the Consolidation has been completed. The Options are free attaching options and have no issue price;
- (d) the Shares and Options will be issued pursuant to a prospectus and allocated at the discretion the Directors. No related party of the Company will participate in the Capital Raising;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Options are options to acquire Shares in the Company at an exercise price of 25 cents on or before 31 December 2017 and otherwise issued on the terms and conditions set out in Schedule; and
- (g) the Company intends to use the funds raised from the Capital Raising to acquire shares in GCI and provide additional working capital to support TOCC and the Company's future operations and fund capital raising costs.





All Correspondence to:

 **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30AM (AEDT) ON SUNDAY 26 OCTOBER 2014**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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 your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the security holder.

Joint Holding: where the holding is in more than one name, all the security holders should sign.


Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.


Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**


STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Sunday 26 October 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Metals Finance Limited** (Company) and entitled to attend and vote hereby appoint:

the Chair of the Meeting (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the General Meeting of Metals Finance Limited to be held at Level 14, 52 Phillip Street Sydney commencing 10.30am (AEDT) on Tuesday 28 October 2014 and at any adjournment of that meeting, to act 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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

Chairman of the Meeting is authorised to exercise proxies on TOCC related matters (Resolution 3): If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default, by signing and submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with TOCC, which is related to the Chairman.

If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you wish to give the Chairman specific voting directions on an item, you should mark the appropriate box/es opposite those items in step 2 below (directing the Chairman of the Meeting to vote for, against or to abstain from voting). 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 vote will not be counted in computing the required majority on a poll.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Change in Nature and Scale of Activities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Acquisition of TOCC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Capital raising pursuant to a Prospectus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Change of Company Name (special resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014