



ABN 85 142 366 541

NOTICE OF ANNUAL GENERAL MEETING

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The 2016 Annual General Meeting of the Shareholders of Eclipse Metals Limited will be held at

- 2.00pm (WST) on Friday, 25 November 2016
- The Boardroom
NKH Knight
Level 2 Spectrum
100 Railway Road
SUBIACO WA 6008

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, please arrive 20 minutes prior to the start of the Annual General Meeting on the date and at the venue set out above, to facilitate the registration process.

VOTING by CORPORATE REPRESENTATIVE

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) ("Corporations Act"). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form, returning by the time and at an address given below:

By mail PO Box 1592, Booragoon WA 6954

By email eryn@kestelcorp8.com.au

In person Level 3, 1060 Hay Street, West Perth WA

So that it is received not later than 2.00pm (WST) on Wednesday, 23 November 2016.

Proxy Forms received later than this time will be invalid.

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 Annual General Meeting are those who are registered Shareholders at 5.00pm (AWST) on Wednesday, 23 November 2016.

NOTICE OF 2016 ANNUAL GENERAL MEETING

Notice is given that the 2016 Annual General Meeting of Eclipse Metals Limited will be held at 2.00pm (WST) on Friday, 25 November 2016 at The Boardroom, NKH Knight.

The Explanatory Memorandum to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the Annual General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

Adoption of Annual Financial Report

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending 30 June 2016.

NON-BINDING Resolution

1. Adoption of Remuneration Report

To consider, and if thought fit, to pass with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016."

Voting Exclusion: In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, the proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel

ORDINARY Resolutions

2. Reset of 15% threshold through the ratification of prior issue of Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the previous issue of 12,799,999 Shares in the capital of the Company to several professional and sophisticated investors on the terms and conditions described in the Explanatory Memorandum".

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any of the capital raising participants 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, 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.

3. **Reset of 15% threshold through the ratification of the prior issue of Shares for Services Rendered from Broker Advisors**

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve the previous issue of 1,000,000 Shares in the capital of the Company on the terms and conditions described in the Explanatory Memorandum”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any 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 chair 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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4. **Approval for the issue of Shares to a Director – Mr Rodney Dale in Satisfaction of Director Fees**

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

“That, for all purposes including the purposes of ASX Listing Rule 10.11, approval be given to issue fully paid Ordinary Shares in the Company to Mr Rodney Dale (or his nominee) in satisfaction of director fees, on the terms and conditions described in the Explanatory Memorandum.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Mr Rodney Dale and any of his associates. 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 by the Chair 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.

5. **Approval to issue Shares for a Capital Raising**

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

“That, for all purposes including the purposes of ASX Listing Rule 7.1, approval be given for the directors to issue up to 100,000,000 fully paid Ordinary Shares in the capital of the Company at an issue price of not less than 20% of the closing share price before the date on which the issue is made on the terms and conditions as described in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities and any associates of those persons, if the Resolution is passed. 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 chair 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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6. Re-Election of Director Retiring by Rotation

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

Re-election of Mr Carl Popal

“That, in accordance with clause 7.3(a) of the Company’s Constitution and for all other purposes, Mr Carl Popal, who retires by rotation in accordance with the Company’s Constitution, offers himself for re-election and is hereby re-elected as a director of the Company.”

SPECIAL Resolution

7. Approval of 10% Placement Capacity

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

“That, approval is provided for the Company to have the additional capacity (up to a further 10%) to issue Equity Securities under ASX Listing Rule 7.1A, for the period specified in Listing Rule 7.1A.1 and in accordance with the formula prescribed in Listing Rule 7.1A.2.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. 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.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

By Order of the Board



Eryn Kestel
Company Secretary
16 October 2016

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the 2016 Annual General Meeting of Shareholders to be held on Friday, 25 November 2016 at 2.00pm (WST).

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

2016 ANNUAL FINANCIAL REPORT

Section 317 of the Corporations Act requires the directors to lay before the Annual General Meeting the financial report, the directors' report (including the Remuneration Report) and the auditor's report for the last financial year that ended 30 June 2016.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports or statements.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) Ask questions or make comment to the Directors' present on the management of the Company and Remuneration Report; and
- (b) Ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman about:

- (a) The preparation and the content of the 2016 Auditor's Report;
- (b) The conduct of the 2016 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2016 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2016 audit

The questions will need to be submitted no later than five (5) business days (no later than Thursday, 17 November 2016) before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

The Annual Report is now available on the Company's website via the following link:

<http://www.eclipseuranium.com.au/investors/announcements>

RESOLUTION 1 – ADOPTION OF 2016 REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to present the Company's Remuneration Report so that Shareholders can adopt the Company's Remuneration Report.

The Remuneration Report is incorporated into the Directors' Report as set out on pages 10 to 13 of the 2016 Annual Report and is also available from the Company's website -

<http://www.eclipseuranium.com.au/investors/announcements>

In accordance with Section 300A of the Corporations Act, the Report contains the information that needs to be included in the Remuneration Report of the Company's annual report.

The Remuneration Report:

- Outlines the key developments that impacted on Eclipses' remuneration strategy during 2016;
- Explains the Board's policies in relation to the objectives and structure of remuneration;
- Highlights the links between the Company's performance and the remuneration received by Directors and key management personnel ("KMP");
- Explains the components of remuneration for Directors and KMP, including relevant performance conditions; and
- Sets out the remuneration details for the Directors and other KMP of the Group.

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity to ask questions of the Directors in relation to the Remuneration Report.

The Remuneration Report is for consideration and adoption by way of a non-binding resolution. The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed.

A failure of Shareholders to pass Resolution 1 will not require the directors to alter any of the arrangements in the Remuneration Reports and the Board will take into account the outcomes of the votes when considering the future remuneration arrangements of the Company.

The Director and Executive Remuneration Act which came into effect on 1 July 2011 provides Shareholders with the opportunity to remove the Board under the two strike rules.

The Remuneration Reports for the last five (5) years **DID NOT** receive a "no" vote of 25% or more when they were tabled at the respective Annual General Meetings.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the shareholder is considered to have provided the Chairman with an express authorisation to vote the proxy in accordance with the Chairman's intention.

Recommendation of Board

The Board of Directors unanimously recommend that Shareholders vote in favour of Resolution 1.

RESOLUTIONS 2 and 3 – RATIFICATION OF PREVIOUS ISSUE OF SHARES

Securities issued by the Company in the previous 12 months

In the previous 12 months Eclipse has issued 13,799,999 Shares, the subject of Resolutions 2 and 3 without Shareholder approval. The issue of these Shares was within the Company's 15% securities issue limit set out in Listing Rule 7.1 and accordingly did not require shareholder approval at the time of issue.

Nevertheless, Eclipse is now seeking shareholder ratification for the issue of these 13,799,999 Shares pursuant to Listing Rule 7.4 to ensure that its securities issue capacity is not reduced.

Listing Rule 7.4 – Ratification of issue of Securities

Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new shares equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1

In this instance Shareholder approval is being obtained after the Shares were issued.

If Resolutions 2 and 3 are not approved by shareholders at the Annual General Meeting the issues will remain valid and effective, however, without ratification, the Company will be restricted in its ability to issue further Securities without shareholder approval during the next 12 month period. Eclipse is likely to issue further Securities within the next 12 months to raise additional capital and so the Company seeks ratification of these 13,799,999 Share issues in order to provide future flexibility to place Shares.

RESOLUTION 2 - RESET of 15% THRESHOLD THROUGH THE RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of 12,799,999 ordinary fully paid shares that have already been issued

On 11 August 2016, Eclipse Metals Limited issued a total of 12,799,999 Shares to private investors at an issue price of \$0.0075 per Share to raise \$96,000 (**Placement**).

Outlined below is the information required to be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4

No. of Securities Issued:

12,799,999 fully paid ordinary shares

Issue Price:

\$0.0075 per Share for a total consideration of \$96,000.

Issue Date:

10 August 2016

Reason for Issue:

To assist with funding planned ongoing exploration activities, for general corporate and working capital requirements

Terms of Securities:

All shares were issued as fully paid ordinary shares ranking equally with existing shares. Quotation on the ASX was sought and obtained.

Placees:

The Shares were issued to domestic professional, sophisticated investors (consisting of both existing and new Shareholders) who were recommended by a number of local broker advisors together with the own Company network. None of the placees are or were related parties of the Company.

The private investors were eligible to be made offers without disclosure under an exemption under section 708 of the Corporations Act.

Recommendation of Board

None of the Directors have a material personal interest in the subject matter of Resolution 3 and therefore, believes that the ratification of this issue is beneficial for the Company.

The Board unanimously recommends Shareholders vote in favour of Resolution 3, as it allows the Company to ratify the above issues of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval.

RESOLUTION 3 - Reset of 15% threshold through the ratification of the prior issue of Shares for Services Rendered from Broker Advisors

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of 1,000,000 ordinary fully paid shares that have already been issued.

Eclipse Metals Limited appointed four (4) local private broker advisors to assist with the Placement, the subject of Resolution 2. The terms of the agreement between the Company and the broker advisors provided for the issue of 1,000,000 Shares to be spread evenly between the brokers as full consideration of the services performed in raising the funds under the Placement

Outlined below is the information required to be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4

No. of Securities Issued:

1,000,000 fully paid ordinary shares; and

Issue Price:

Deemed issue price of \$0.0075 being the for total broking services of \$7,500.

As the Shares were issued in satisfaction of brokerage services associated with the Placement completed in August 2016 and therefore, no funds were raised from this issue.

Issue Date:

10 August 2016;

Reason for Issue:

For brokerage services associated with the Placement completed in August 2016;

Terms of Securities:

All Shares were issued as fully paid ordinary shares ranking equally with existing shares. Quotation on the ASX was sought and obtained.

Placees:

The Shares were issued to four (4) local private broker advisors; none of the parties were related entities of the Company.

Recommendation of Board

None of the Directors have a material personal interest in the subject matter of Resolution 4 and therefore, believes that the ratification of this issue is beneficial for the Company.

The Board unanimously recommends Shareholders vote in favour of Resolution 4, as it allows the Company to ratify the above issues of Shares and retain the flexibility to issue the maximum number of equity securities permitted under Listing Rule 7.1 without shareholder approval.

Furthermore, the Company was able to preserve its cash reserves as a result of being able to offer Shares in payment of quarterly interest payments.

RESOLUTION 4 Approval to issue Shares to a Director in satisfaction of Fees - Mr Rodney Dale

As an appropriate and responsible measure to reduce the cash burn rate of the Company given the difficult market conditions in the junior mining sector and utilise as much as possible of its current cash resources to meet working capital requirements and costs associated with its tenement portfolio, Mr Dale has agreed (subject to obtaining Shareholder approval) to accept Shares in satisfaction of a portion of his accrued but unpaid remuneration.

The issue of Shares to Mr Dale does not represent "additional" payment.

Reason for Approval

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to Directors involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

The Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act as the proposed share issues are in satisfaction of remuneration and that remuneration is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

Information required by the Listing Rules

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares the subject of Resolution 5:

(a) *Name of related party:*

Mr Rodney Dale

(b) *The formula for calculating number of securities to be issued:*

Shares to the maximum value of \$7,500

This amount is the cash payment that has been (or will have been) completely foregone during the periods between 1 September 2016 to 25 November 2016 (i.e. the date of this Annual General Meeting).

- The maximum number of Shares which may be issued to Mr Dale is determined by the directors' fees outstanding (\$7,500) divided by the deemed issue price of the Shares. Assuming a deemed issue price of \$0.005 per Share, being the average closing Eclipse Share price for the period from 22 September 2016 to current date will be capped at 1,500,000 Shares;

(c) *The date by which the Company will issue the securities:*

The Shares will be issued no later than 1 month after the date of the AGM (or such later date to the extent permitted by any ASX waiver).

(d) *The deemed issue price of the securities and the terms of issue:*

The minimum deemed issue price will be \$0.005 per Share.

- As the last closing share price is likely to be subject to fluctuations between the date of this Notice and the date of issue, the Company has set a minimum deemed issue price of \$0.005 per Share. Even if the closing price prior to issue is less than \$0.005, the number of Shares to be issued to Mr Dale will still be a function of an issue price of \$0.005 calculated as detailed in point (b);
- The Shares will be issued for nil cash consideration as they are being issued in satisfaction of part of the directors' fees agreed to be paid by the Company to the Director; and

- The Shares will rank equally in all respects with all existing Shares on issue.

(e) *Intended use of funds raised:*

No funds will be raised from the issue of Shares.

RESOLUTION 5 – Approval to issue Shares for a capital raising

Resolution 5 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the future issue of 100,000,000 ordinary fully paid shares.

ASX Listing Rule 7.1 provides that a company must not, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The Company is seeking approval under this Listing Rule to have the flexibility to issue up to 100,000,000 fully paid Ordinary Shares within a three month period following the date of the Meeting to investors who are not Related Parties of the Company.

The effect if Resolution 5 is approved by Shareholder is that Eclipse can if the opportunity arises complete a Placement by 25 February 2017 without “eating” into the Company’s 15% annual placement capacity.

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 Resolution 7:

- (a) The maximum number of Shares to be issued is 100,000,000;
- (b) The Shares will be issued no later than 3 months after shareholder approval (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2);
- (c) The issue price per Share is not known at this time; however it will not be lower than 20% of the closing share price immediately before the date on which the issue is made;
- (d) The names of the subscribers of the Shares are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their associates. The subscribers may be institutional and/or professional investors and will be identified on the basis of the Directors’ view of their ability to participate in the proposed placement and any added value they are able to bring to the Company;
- (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 Shares will be issued progressively as the placement funds are received;
- (g) The funds to be raised by the Company are intended to be used for the following purposes:
 - Acquisition opportunities that the Company are currently reviewing in the context of advancing its existing projects or potential new investments; and
 - General working capital requirements of the Company
- (h) A voting exclusion statement is included in the Notice.

RESOLUTION 6 – RE-ELECTION OF DIRECTOR

In accordance with ASX Listing Rule 14.4 and Clause 7.3(a) of the Constitution, directors must retire after the third Annual General Meeting since they were last elected. In accordance with the Company's Constitution at the Annual General Meeting, one-third of the directors must retire from office.

Eclipse Metals Limited currently has three (3) Non-Executive Directors and accordingly, one (1) must retire but the directors who retire by rotation under Clause 7.3(a) of the Constitution are eligible for re-election.

Mr Carl Popal **Non-Executive Director**

Qualifications

Bachelor of Business

Experience and expertise

Mr Popal has 14 years' experience in business and property development and has managed various commercial dealings within a network of companies in various countries around the world including India, China and Malaysia.

He has held board positions on several ASX listed and unlisted companies, is well versed in the Perth mining community and brings a wealth of corporate industry knowledge.

Recommendation of Board

The Board (excluding Mr Popal) recommends the re-election of Mr Popal as a Director of the Company.

Resolution 7 - Approval of 10% Placement Capacity

General

Under Listing Rule 7.1, subject to certain exceptions, a listed entity must not, without the approval of holders of ordinary securities, issue or agree to issue more Equity Securities than the number calculated according to the formula set out in that rule. The formula generally has the effect that, every listed entity has the ability (15% Placement Capacity) over any 12 month period to issue Equity Securities equal to 15% of its issued capital at the commencement of the 12 month period.

Under Listing Rule 7.1A, an "Eligible Entity" may also seek the approval of the holders of its ordinary securities by special resolution passed at an AGM to have an additional capacity (10% Placement Capacity) to issue Equity Securities under rule 7.1A. The exact formula for the 10% Placement Capacity is set out in Listing Rule 7.1A.2 and the approval period (10% Placement Period) to which it relates (generally 12 months) is set out in Listing Rule 7.1A.1 (refer below).

The ability to issue securities under Listing Rule 7.1A is in addition and separate to each listed entity's ability to issue securities under Listing Rule 7.1.

Eclipse is now seeking Shareholder approval to have the 10% Placement Capacity.

An "Eligible Entity" for the purposes of Listing Rule 7.1A is an entity which, as at the date of the relevant special resolution passed for the purposes of rule 7.1A, (excluding restricted securities and securities quoted on a deferred settlement basis) is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Eclipse is an Eligible Entity.

There are a number of other rules and conditions applicable to the approval and issue of equity securities under Listing Rule 7.1A, including:

- (a) that any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company;
- (b) a limitation on the discount to prevailing market price at which they may be issued; and
- (c) additional disclosure requirements.

As at the date of the Notice, Eclipse has on issue two (2) classes of Equity Securities, being:

1. listed Shares; and
2. one class of unlisted Option

To date the total listed Shares are 978,416,948 fully paid ordinary Shares. Assuming the Company's Shares on issue do not change, the Company will have the capacity over the course of the next 12 months to issue:

- 146,762,542 Equity Securities under its 15% Placement Capacity; and
- 97,841,695 Shares under its 10% Placement Capacity,

without requiring further shareholder approval.

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution. In particular, the ability of the Company to issue Shares under the 10% Placement Capacity will enable the Company to issue Shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing difficult market conditions.

Formula for calculating the 10% Placement Capacity under Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4 (which does not include the 10% Placement Capacity);
- less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%;

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

10% Placement Period under Listing Rule 7.1A.1

Listing Rule 7.1A.1 provides that an approval under Listing Rule 7.1A must be for a period commencing on the date of the AGM at which the approval is obtained and expiring on the first to occur of the following:

- (a) the date that is 12 months after the date of that AGM; or
- (b) the date of the approval by holders of the Eligible Entity's ordinary securities of a transaction under rule 11.1.2 (proposed significant change to the nature or scale of its activities where ASX has required the entity to seek such approval) or rule 11.2 (disposal of main undertaking).

Special Resolution

Resolution 7 will only be effective if it is passed as a special resolution which requires (amongst other matters) that it be passed by at least 75% of votes cast by members entitled to vote on the resolution

Specific information required by Listing Rule 7.3A.

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

- (a) If the 10% Placement Capacity is used, Equity Securities may only be issued in reliance on the 10% Placement Capacity at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power and economic interests in the Company could potentially be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date, or the Equity Securities may be issued as part of the consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows:

- (i) the potential dilution of existing Shareholders assuming a share issue at the current market price of Shares and assuming the current number of ordinary securities for variable "A".
- (ii) two further examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities included in variable "A" may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (iii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Shares on Issue		Dilution Table		
		\$0.0025 50% decrease in Issue Price	\$0.005 Current Share Price	\$0.01 100% increase in Issue Price
<i>Variable A in Listing Rule 7.1A.2</i>				
Current Issued Shares 978,416,948	10% Voting Dilution	97,841,694 Shares	97,841,694 Shares	97,841,694 Shares
	Funds raised	\$244,604	\$489,208	\$978,417
50% increase in Issued Shares 1,467,625,422 Shares	10% Voting Dilution	146,762,542 Shares	146,762,542 Shares	146,762,542 Shares
	Funds raised	\$366,906	\$733,813	\$1,467,625
100% increase in Issued Shares 1,956,833,896 Shares*	10% Voting Dilution	195,683,390 Shares	195,683,390 Shares	195,683,390 Shares
	Funds raised	\$489,208	\$978,417	\$1,956,834

* The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or shares issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The following assumptions were made when preparing the dilution table:

1. There are currently **978,416,948** Shares on issue as at the date of this Notice of Meeting;
2. The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
3. None of the Unlisted Options are exercised into Shares before the date of the issue of the Equity Securities;
4. The Company has not issued any Shares in the 12 months prior to this Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
6. The table does not show the dilution affect that may be caused to a particular Shareholder;
7. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% Placement Capacity under Listing Rule 7.1;
8. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares; and
9. The issue price of \$0.005 is the closing price of the Shares on the ASX as at 12 October 2016.

(c) The Company will only issue the Equity Securities under the 10% Placement Facility approved (if approved) at the 2016 AGM during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) The Company may seek to issue Shares under ASX Listing Rule 7.1A for the following purposes:

1. Continued exploration on the current Mary Valley Manganese and Liverpool Uranium Projects with activities which could include:
 - (a) Rock-chip sampling;
 - (b) On the ground excavation;
 - (c) Continued exploration including on the ground excavation
2. Exploration and development activities as well as mine refurbishment on new exploration ground located west of the existing Mary Valley Manganese;
3. Development costs associated with any new mineral projects acquired by the Company during the period ahead; and
4. Potential acquisition of new resource assets and investments by either or both of the following:
 - (a) Cash consideration; and

- (b) Non-cash consideration, if this was the purpose; the Company would provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

5. For ongoing future working capital purposes

The cash issue price or the value of any non-cash consideration will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon the issue of any Equity Securities under the 10% Placement Facility.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity but may include a placement to selected existing Shareholders, a corner stone investor or several "new" professional/sophisticated investors not currently on the Company's register

The identity of the subscribers under the 10% Placement will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- The purpose of the issue;
- The methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- The effect of the issue of the Equity Securities on the control of the Company;
- The financial situation and solvency of the Company; and
- Advice from corporate, financial and broking advisors

The subscribers under the 10% Placement are not known as at the date of finalisation of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or Associates of a related party of the Company. Further, if the Company is successful in acquiring new resource assets or investments, it is likely that the subscribers under the 10% Placement will be the vendors of the new resource assets or investments.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2015 Annual General Meeting and in accordance with Listing Rule 7.3A.6, Eclipse confirms that no Equity Securities were issued under the 10% Placement Capacity between 30 November 2015 and the date of finalisation of this Notice of Meeting. The number of Shares issued under Listing Rule 7.1 in the past 12 months is set out in Schedule 1.

The number of Shares issued under Listing Rule 7.1 in the past 12 months is set out in Schedule 1. A total of 331,310,213 Shares were issued during the 12 Month Period representing 51.2% of the Shares on issue at the start of the 12 Month Period.

- (g) The Company's cash balance on 30 November 2015 was approximately \$61,252. Cash raised from issues in the previous 12 months totals \$857,930 (before costs). The Company's cash balance at the date of this Notice is approximately \$539,836. Funds raised have been used for working capital purposes and covering the costs of maintenance of existing tenements. The remaining funds of \$539,836 are intended to be applied to support exploration work on Mary Valley and Liverpool projects, identifying new opportunities and projects and general working capital.
- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities utilising this 10% Placement Facility following the 2016 Annual General Meeting. No existing Shareholder's votes will therefore be excluded under the voting at the Meeting.
- (i) The Chairman intends to vote all available proxies in favour of Resolution 7 as approval of Resolution 7 will provide the Company with the flexibility to raise capital quickly if advantageous terms are available.

SCHEDULE 1 – EQUITY ISSUES SINCE 30 NOVEMBER 2015 7.1A APPROVAL

CASH ISSUES

Date of Issue	Number of Securities Issued	Security Class	Issue Price	Discount to Market Price	Form of Consideration	Persons Receiving Securities
ISSUE 1						
23 Dec 2015	165,860,123	Ordinary Shares	\$0.003 Market value trending late October to early November 2015	Nil	Cash	Existing Shareholders
<p>Purpose of Issue: Non-renounceable rights issue as announced on 4 November 2015.</p> <p>Funds raised and spent = \$497,580</p> <p>Use of Funds – General working capital purposes including paying creditors and meeting the costs of the Offer and care and maintenance associated with tenements.</p>						
ISSUE 2						
23 Dec 2015	55,883,334	Ordinary Shares	\$0.0033 Per Rights Issue offer price	Nil	Cash	Existing Shareholders; New investors from Company network
<p>Purpose of Issue: Placement of Shortfall Shares from the Non-Renounceable Rights Issue.</p> <p>Funds raised = \$184,350</p> <p>Amount Remaining = \$184,350</p> <p>Use of Funds – Exploration work on Mary Valley, Liverpool Uranium and other Tenements.</p>						
ISSUE 3						
26 Feb 2016	12,100,000	Ordinary Shares	\$0.005 At Board's discretion	Nil	Cash	Existing Shareholders; New investors from Company network
<p>Purpose of Issue: Further placement of Shortfall Shares from the Non-Renounceable Rights Issue.</p> <p>Funds raised = \$60,000</p> <p>Amount Remaining = \$60,000</p> <p>Use of Funds – Identification of new opportunities.</p>						
ISSUE 4						
16 Mar 2016	66,666,667	Ordinary Shares	\$0.003 Per Rights Issue offer price	Nil	Cash	Existing Shareholders; New investors from Company network
<p>Purpose of Issue: Further placement of Shortfall Shares from the Non-Renounceable Rights Issue.</p> <p>Funds raised = \$200,000</p> <p>Amount Remaining = \$200,000</p> <p>Use of Funds – Identification of new opportunities.</p>						

Date of Issue	Number of Securities Issued	Security Class	Issue Price	Discount to Market Price	Form of Consideration	Persons Receiving Securities
ISSUE 5						
10 Aug 2016	12,799,999	Ordinary Shares	\$0.0075 At Board's discretion	Nil	Cash	Private sophisticated investors
<p>Purpose of Issue: Placement of Shares from 15% placement capacity to provide working capital for current exploration programs and maintenance of its existing tenements.</p> <p>Funds raised = \$96,000</p> <p>Amount Remaining = \$34,000</p> <p>Use of Funds – Provide working capital to the Company.</p>						

NON-CASH ISSUES

Date of Issue	Number of Securities Issued	Security Class	Issue Price	Discount to Market Price	Form of Consideration	Persons Receiving Securities
ISSUE 1						
22 Dec 2015	3,000,000	Ordinary Shares	Deemed \$0.005	Nil	Non-Cash	Non-Executive Director Mr Rodney Dale
<p>Purpose of Issue: Issue of fully paid Ordinary Shares in satisfaction of six (6) months outstanding director fees for 1 April to 30 June 2016 and 1 September to 30 November 2016.</p> <p>Market value of non-cash consideration as at 12 October 2016 (\$0.005): \$15,000</p>						
ISSUE 2						
22 Dec 2015	11,000,000	Ordinary Shares	Deemed \$0.005	Nil	Non-Cash	Ghan Resources Pty Ltd
<p>Purpose of Issue: Issue of fully paid Ordinary Shares to the Director in lieu of fees in accordance with Item 9, Section 611 of the Corporations Act 2001.</p> <p>Market value of non-cash consideration as at 12 October 2016 (\$0.005): \$55,000</p>						
ISSUE 3						
22 Dec 2015	3,000,000	Ordinary Shares	Deemed \$0.005	Nil	Non-Cash	Bluekebble Pty Ltd
<p>Purpose of Issue: Acquisition of 11,250,000 fully paid Ordinary Shares in Walla Mines Proprietary Limited, a subsidiary that Eclipse had a controlling interest in of 55.81% prior to the acquisition.</p> <p>Market value of non-cash consideration as at 12 October 2016 (\$0.005): \$15,000</p>						
ISSUE 4						
10 Aug 2016	1,000,000	Ordinary Shares	Nil	Nil	Non-Cash	Mr Hyungdae Shin; Mr Peter Marszal; Ms Ninah Marie Talib; Mr Tahir Khan
<p>Purpose of Issue: Fully paid Ordinary Shares to local private broker advisors for brokerage services associated with the August 2016 Placement.</p> <p>Market value of non-cash consideration as at 12 October 2016: \$5,000</p>						

Notes

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises) as at 12 October 2016.
2. October 2016. For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
3. Class means fully paid Ordinary Shares in the capital of Eclipse, ASX Code: EPM (terms are set out in the Constitution).
4. In respect to the current value of quoted Equity Securities the value is based on the closing price of the Shares as the context requires on the ASX on the trading day prior to the date of this Notice of Meeting.
5. The Proposed Use of Remaining Funds is a statement of current intentions as at the date of this Notice. As with any budget, outside events and new circumstances can arise that the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied.

GLOSSARY

\$ means Australian dollars

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

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Eclipse Metals Limited (ABN 85 142 366 541).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means Non-Executive Directors

Equity Securities has the same meaning as in the ASX Listing Rules but includes:

- (a) a share;
- (b) a unit;
- (c) a right to a share or unit or option;
- (d) an option over an issued or unissued security;
- (e) a convertible security;
- (f) any security that ASX decides to classify as an equity security
- (g) BUT not a debt security

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Key Management Personnel is defined by AASB 124 Related Party disclosures as all directors and those persons 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 or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

VWAP means the volume weighted average price.

WST means Western Standard Time as observed in Perth, Western Australia.

**APPOINTMENT OF PROXY
ECLIPSE METALS LIMITED
ACN 142 366 541**

ANNUAL GENERAL MEETING PROXY FORM

Member Details

Name:

Address:

Contact Telephone No:

Appointment of Proxy

I/We being a Member/s of Eclipse Metals Limited and entitled to attend and vote hereby appoint

Chairman of the Meeting **OR**

Insert Name of Appointed Proxy Below

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General 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 Eclipse Metals Limited to be held at The Boardroom, NKH Knight, Level 2 Spectrum, 100 Railway Road Subiaco, WA 6008 on Friday, 25 November 2016, at 2.00pm (WST) and at any adjournment of that meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
	Non-Binding Resolution			
Resolution 1	Adoption of 2016 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Ordinary Resolutions			
Resolution 2	Reset of 15% threshold through ratification of prior issue of 12,799,999 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Reset of 15% threshold through ratification of prior issue of 1,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Shares to a Director (Mr Rodney Dale) in satisfaction of Director Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to issue Shares for a capital raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Re-election of Director Retiring by Rotation Mr Carl Popal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Special Resolution			
Resolution 7	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolution 1 to7 you are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is -----%

PLEASE SIGN HERE
Individual or Member 1

Sole Director and
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

ECLIPSE METALS LIMITED
ACN 142 366 541

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm (WST) on Wednesday, 23 November 2016.

1. **Appointing a Proxy:** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

2. **Direction to Vote:** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. **New sections 250BB and 250BC of the Corporations Act:** These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies that are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote Section 250BB (1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

ECLIPSE METALS LIMITED
ACN 142 366 541

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

Transfer of non-chair proxy to chair in certain circumstances Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

4. **Signing Instructions:**

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
- **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

5. **Attending the Meeting:** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

6. **Return of Proxy Form:** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

By mail **PO Box 1592, Booragoon WA 6954**

By email eryn@kestelcorp8.com.au

In person **Level 3, 1060 Hay Street, West Perth WA**

So that it is received not later than 2.00pm (WST) on Wednesday, 23 November 2016.

Proxy Forms received later than this time will be invalid.

**Eclipse Metals Limited
ACN 142 366 541**

Corporate Representative Form

Please return this Appointment Form of Corporate Representative to the following address

Shareholder Details

This is to certify that by a resolution of the directors of:

_____ ACN _____
(Insert Company Name)

(Insert Address)

The Company has appointed:

(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of shareholders of Eclipse Metals Limited ACN 142 366 541 to be held on Friday, 25 November 2016 at 2.00pm and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this day of 2016

Executed by

ACN
in accordance with section 127 of the *Corporations Act*
2001:

.....
Director

.....
Director/Secretary

.....
Name of Authorised Representative

.....
Signed by Authorised Representative