



**MARINDI METALS LIMITED
ACN 118 522 124**

NOTICE OF GENERAL MEETING

Meeting to be held at Celtic Club, 48 Ord St, West Perth, WA, 6005 on Friday 29th July 2016 commencing at 11am (AWST).

This Notice and Explanatory Statement should be read in its entirety.

Shareholders are urged to attend or vote by lodging the Proxy Form attached to this Notice.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

MARINDI METALS LIMITED

ACN 118 522 124

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Marindi Metals Limited (ACN 118 522 124) will be held at Celtic Club, 48 Ord St, West Perth, WA, 6005 on 29th July 2016 commencing at 11am (AWST).

Terms and abbreviations used in this Notice are defined in the Glossary in the Explanatory Statement attached to this Notice.

AGENDA

1. Resolution 1 – Approval for Mr Ross Ashton to participate in share placement

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 10.11 and for all other purposes, approval is given for Mr Ross Ashton, or his nominee, to participate in a share placement up to a maximum of 12,000,000 Shares on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

As required by Listing Rule 14.11 the Company will disregard any votes cast on Resolution by or on behalf of Mr Ross Ashton and any of his associates.

However, the Company need not disregard a vote cast if:

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

2. Resolution 2 – Ratification of issues of share via a placement

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 ratify the issue of 191,200,000 Shares on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

As required by Listing Rule 14.11 the Company will disregard any votes cast on Resolution by or on behalf of persons who participated in the issue and any of their associates.

However, the Company need not disregard a vote cast if:

- (c) 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
- (d) it is cast by the Chairman of 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.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

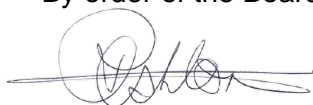
Voting Entitlements

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AWST) on 28th July 2016.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to Security Transfer Register in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of Corporate Representative form is enclosed if required.

By order of the Board



Mr Ross Ashton
Chairman
28th June 2016

EXPLANATORY STATEMENT

1. Resolution 1 – Approval for Mr Ross Ashton to participate in share placement

1.1 Background

The Board is seeking Shareholder approval to grant 12,000,000 Shares (**Ashton Shares**) to Mr Ross Ashton, or his nominee.

Mr Ashton is the Non-executive Chairman of the Company.

1.2 Purposes of approval

Approval for the grant of the Ashton Shares is sought for the purposes of Listing Rule 10.11 and for all other purposes.

Listing Rule 10.11 requires the Company to obtain Shareholder approval to issue, or agree to issue, securities to a related party.

1.3 Information required by ASX Listing Rule 10.13

In accordance with the requirements of ASX Listing Rule 10.13 the following information is provided in relation to Resolution 1:

(a) Personal details

The Ashton Shares are proposed to be issued to Mr Ross Ashton who is the Non-executive Chairman of the Company.

(b) Securities granted

A maximum of 12,000,000 Shares are proposed to be issued to Mr Ashton, or his nominee.

(c) Date of Grant

The Ashton Shares are proposed to be issued within one month of the date of the Meeting.

(d) Related party relationship

Mr Ashton is the Non-executive Chairman of the Company.

(e) Price

Each Ashton Share will be issued at an issue price of A\$0.01.

(f) Intended use of funds raised

The funds raised will be used to expand and accelerate exploration at the Company's Newman Base Metals Project, and to help fund preliminary work at both the Company's Caranbirini Lead-Zinc Project in the Northern Territory and the Forrestania Lithium Project in Western Australia.

(g) Terms

The Ashton Shares will be fully paid ordinary shares in the Company.

1.4 ASX Listing Rule 7.1

Approval under ASX Listing Rule 7.1 is not required in order to grant the Ashton Shares to Mr Ashton or his nominees as approval is being obtained under ASX Listing Rule 10.11.

Accordingly, the grant of the Shares will not be included in calculating the Company's capacity to issue equity securities equivalent to 15% of the Company's Shares under ASX Listing Rule 7.1.

1.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act also requires Shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). A "related party" for the purposes of the Corporations Act is defined widely. It includes a director of a public company and specified members of the director's family. It also includes an entity over which a director maintains control.

Mr Ashton is considered to be a related party within the meaning of the Corporations Act, and the Ashton Shares will constitute a financial benefit for the purposes of Chapter 2E of the Corporations Act.

A "financial benefit" is defined in section 229 of the Corporations Act. This concept includes issuing shares to a related party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is on terms that would be reasonable in the circumstances if the public company and the related party were dealing at arm's-length.

Mr Ashton will subscribe for the Ashton Shares the subject of this Resolution 1 and participate in the placement on the same terms as those shares placed by the Company to other subscribers in the placement. Therefore, the Company considers that the proposed participation in the placement by Mr Ashton and the Company's issue of the Ashton Shares to him falls within the arm's-length exception set out in section 210 of the Corporations Act.

1.6 Directors' Recommendation

The Board (other than Mr Ashton) recommends that Shareholders vote in favour of Resolution 1. Mr Ashton declines to make a recommendation on Resolution 1 based on his interest in the outcome of the Resolution.

2. Resolution 2 – Ratification of issues of share via a placement

2.1 Background

Resolution 2 seeks Shareholder approval for the prior issues of Shares that have occurred that have not already been approved by Shareholders for the

purposes of Listing Rule 7.4.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the Company's issued capital at the commencement of that 12 month period.

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

2.2 Purposes of approval

The Company is seeking Shareholder approval to the issues of securities described below. The Board believes that it is in the best interests of the company to maintain the ability to issue up to its full placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval so that the Company retains financial flexibility and can take advantage of commercial opportunities that may arise.

2.3 Information required by ASX Listing Rule 7.5

In accordance with the requirements of Listing Rule 7.5 the following information is provided in relation to Resolution 2:

- (a) The number of Shares issued: 191,200,000
- (b) The price of the Shares issued: A\$0.01
- (c) The terms of the Shares issued: Shares rank equally in all respects with the existing Shares.
- (d) The names of the persons to whom the Shares were issued or the basis on which those persons were determined: Existing and new sophisticated and professional investors.
- (e) The use of the funds raised: The funds raised will be used to expand and accelerate exploration at the Company's Newman Base Metals Project, and to help fund preliminary work at both the Company's Caranbirini Lead-Zinc Project in the Northern Territory and the Forresteria Lithium Project in Western Australia.

2.4 Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

3. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

4. Glossary

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

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

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

ASX Listing Rules means the listing rules of ASX.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Company means Marindi Metals Limited (ACN 118 522 124).

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement attached to the Notice.

Notice means this notice of meeting.

Resolution means a resolution contained in the Notice.

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

Shareholder means a shareholder of the Company.

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

Company or Trust in which Security holding is held

Marindi Metals Limited (ACN 118 522 124)

Registered Name(s)

Registered Address

Holder Identification Number (HIN) or Securityholder Reference Number (SRN)

Use a black pen.
Print in CAPITAL letters.

A B C

1 2 3

Where a choice is required, mark the box with an 'X'

X

Appointment of Corporate Representative

A Appointment of Corporate Representative

The abovenamed registered holder hereby appoints:

to act as its representative at:

the meeting of the above named company to be held on: Day / Month / Year
*and at any adjournment of that meeting

OR

all meetings of the above named company.

Please state if there are any restrictions on the representative's power: YES NO

If yes, please describe these restrictions

Contact Name Telephone Number – Business Hours / After Hours

B Sign Here – This section must be signed for your instructions to be executed

I/We authorise you to act in accordance with the instructions set out above. We acknowledge that these instructions supersede and priority over all previous instructions.

Director Director/Company Secretary Sole Director and Sole Company Secretary

Day / Month / Year

How to complete this form

A

Appointment of Corporate Representative

Enter the name of the person you wish to appoint as a corporate representative
Indicate whether this appointment is for one specific meeting or all future meetings. If it is only for one specific meeting, enter the date of that meeting.
State if there are any restrictions to the representative's power and, if so, describe these.
Please enter contact details so that we can call you in the instance we have a query regarding this form.

B

Signature(s)

You must sign this form as follows in the space provided:
Companies: this form must be signed by either 2 Directors or a Director and a Company Secretary. Alternatively, where the company has a Sole Director and, pursuant to the Corporations Act, there is no Company Secretary, or where the Sole Director is also the Sole Company Secretary, that Director may sign alone. Delete titles as applicable.

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ACN: 118 522 124

REGISTERED OFFICE:
LEVEL 3
35-37 HAVELOCK STREET
WEST PERTH WA 6005

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPECROSS WA 6953
AUSTRALIA
770 Canning Highway, APPECROSS WA 6153
AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

«Company_code» «Sequence_number»

Code:

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.

VOTE ONLINE 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.

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

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 General Meeting of the Company to be held at 11:00 am WST on Friday 29 July 2016 at Celtic Club, 48 Ord St, West Perth, WA, 6005 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.

RESOLUTION	For	Against	Abstain*
1. Approval for Mr Ross Ashton to participate in share placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of issues of share via a placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf 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 11:00 am WST on Wednesday 27 July 2016.



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

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 Alexandria 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.

