
METALS OF AFRICA LIMITED

ACN 152 071 095

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
945 Wellington Street, West Perth WA 6005 on
Monday 30 May 2016 at 1.00pm (WST).**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on (08) 9322 7600.

METALS OF AFRICA LIMITED

ACN 152 071 095

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Shareholders of Metals of Africa Limited (**Company**) will be held at 945 Wellington Street, West Perth WA 6005 on Monday 30 May 2016 at 1.00pm (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders on Saturday 28 May 2016 at 10.00am (WST).

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 10.

AGENDA

Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 31 December 2015, which includes the Financial Report, the Directors' Report and the Auditor's Report.

1. Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

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

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

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

2. Resolution 2 – Re-election of Mr Gilbert George as a Director

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

"That Mr Gilbert George, who retires in accordance with clause 13.2 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."

3. Resolution 3 – Approval of the issue of the Dombeya Consideration Shares pursuant to the Dombeya Acquisition Agreement

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

"That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue the Shares under the terms of the Dombeya Acquisition Agreement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the issue of the Shares under the terms of the Dombeya Acquisition Agreement 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 will not disregard a vote if:

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

4. Resolution 4 – Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by a person who may participate in the 10% Placement Facility issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if this Resolution is passed, and any associates of those persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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. Resolution 5 – Approval of grant of Performance Rights to Ms Cherie Leeden

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to grant 3,500,000 Performance Rights to Ms Cherie Leeden (or her nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Ms Cherie Leeden and her nominees and any of their associates.

However, the Company will not disregard a vote if:

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

6. Resolution 6 – Approval of grant of Incentive Options to Mr Gilbert George

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to grant 1,000,000 Incentive Options to Mr Gilbert George (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Gilbert George and his nominees and any of their associates.

However, the Company will not disregard a vote if:

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

7. Resolution 7 – Approval of grant of Incentive Options to Mr Brett Smith

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

"That, for the purposes of Listing Rule 10.11, and for all other purposes, approval is given for the Company to grant 1,000,000 Incentive Options to Mr Brett Smith (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Brett Smith and his nominees and any of their associates.

However, the Company will not disregard a vote if:

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

8. Resolution 8 – Approval of grant of Incentive Options to Mr Steven Wood

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

"That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to grant 500,000 Incentive Options to Mr Steven Wood (or his nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on this Resolution by Mr Steven Wood and his nominees and any of their associates.

However, the Company will not disregard a vote if:

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

Dated 27 April 2016

BY ORDER OF THE BOARD



Mr Steven Wood
Company Secretary

METALS OF AFRICA LIMITED

ACN 152 071 095

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 945 Wellington Street, West Perth WA 6005 on Monday 30 May 2016 at 1.00pm (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

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

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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.

2.2 Voting Prohibition by Proxy Holders

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

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

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 1 and 5 to 7 if:

- (a) the person is either:
 - (i) a member of the Key Management Personnel of the Company; or
 - (ii) a Closely Related Party of such a member, and
- (b) the appointment does not specify the way the proxy is to vote on Resolutions 1 and 5 to 7.

However, the prohibition does not apply if:

- (a) the proxy is the Chairman; and
- (b) the appointment expressly authorises the Chairman to exercise the proxy even if Resolutions 1 and 5 to 7 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

3. Annual Report

Shareholders will be offered the opportunity to discuss the Annual Report at the Meeting. Copies of the report can be found on the Company's website www.metalsofafrica.com.au or by contacting the Company on (08) 9322 7600.

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 31 December 2015;
- (b) ask questions about, or make comment on, the management of the Company;
- (c) ask questions about, or make comment on, the Remuneration Report; and

- (d) ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Financial Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 – Adoption of Remuneration Report

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

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

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

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

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

At the Company's 2015 Annual General Meeting the remuneration report was approved by over 75% of shareholders.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual

general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

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

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, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

5. Resolution 2 – Re-election of Mr Gilbert George as a Director

Clause 13.2 of the Constitution requires that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number). Clause 13.2 provides that a Director who retires under clause 13.2 is eligible for re-election.

Mr Gilbert George will retire by rotation and, being eligible, seek re-election.

With a Masters Degree in Economics from a prestigious Japanese university, Mr George has a wide range of experience in international business development and management. Formerly a senior bilingual Australian embassy official in Tokyo, he established his own business development consultancy in 1988. He is the principal of Gilbert George & Associates Pty Ltd which has provided strategic advice to companies in Australia, Africa, Japan, the US and Europe and been involved in over \$950 million of new investment in Australia, in the resource, IT, food processing and service sectors. Resource experience includes coal iron ore, gold, uranium, oil and heavy mineral sands.

The Board unanimously supports the re-election of Mr Gilbert George.

6. Resolution 3 – Approval of the issue of the Dombeya Consideration Shares pursuant to the Dombeya Acquisition

6.1 General

The Company, through a subsidiary, has entered into a binding Licence Sale Agreement with Mozambican registered company, Dombeya, to acquire 100% of Mozambique Exploration Licence 4118, termed the Balama Central Project (**Dombeya Acquisition Agreement**).

Under the terms of the Dombeya Acquisition Agreement, the Company has agreed to pay cash and issue Shares as consideration to Dombeya.

At a general meeting of the Company held on 16 January 2015 (**January General Meeting**), Shareholders approved the issue of the Dombeya Consideration Shares. However, due to conditions precedent relating to regulatory approval of the acquisition in Mozambique not being met, the Company was unable to complete the acquisition of the Balama Central Project and issue Dombeya Consideration Shares within three months of the date of the January General Meeting. The Company sought further approvals of the issue of the Dombeya Consideration Shares at the annual general meeting of the Company held on 27 May 2015, and at a general meeting of the Company held on 13 November 2015. However the condition precedent relating to regulatory approval of the acquisition in Mozambique was unable to be met within three months of the date of those meetings. Accordingly the Company is seeking

re-approval of the issue of the Dombeya Consideration Shares at the 2016 annual general meeting.

6.2 Overview of the Balama Central Project

The Balama Central Project has not been subject to any previous systematic or on the ground exploration. The granted license comprises a surface area of 9600 hectares. The project area has been subject to country wide regional geological mapping plus government airborne geophysics surveys flown over the region, which produced magnetics and radiometric data.

Desktop appraisals of the results of this broad scale regional exploration conducted to date has concluded that the project area is prospective for graphite on the basis of the prospective geology mapped and airborne magnetic signature. Approximately 70% of the exploration license is mapped to contain the regions prospective geological unit called: X3Pqm – Graphite bearing quartz mica gneiss and schist.

On successful completion of due diligence, Metals of Africa conducted an airborne electro-magnetic (EM) survey over the license, as an initial phase of exploration, in order to rapidly delineate any potential conductors and target areas for more rigorous on-ground exploration. The recent VTEM survey flown over the Balama Central Project produced encouraging results, which indicate a conductive anomaly, approximately 3 km long by 1 km wide, coincident with the strike of stratigraphic conductors hosting the mineralisation at Syrah's project area.

The project boasts excellent logistics, with a main road passing through the middle of the license.

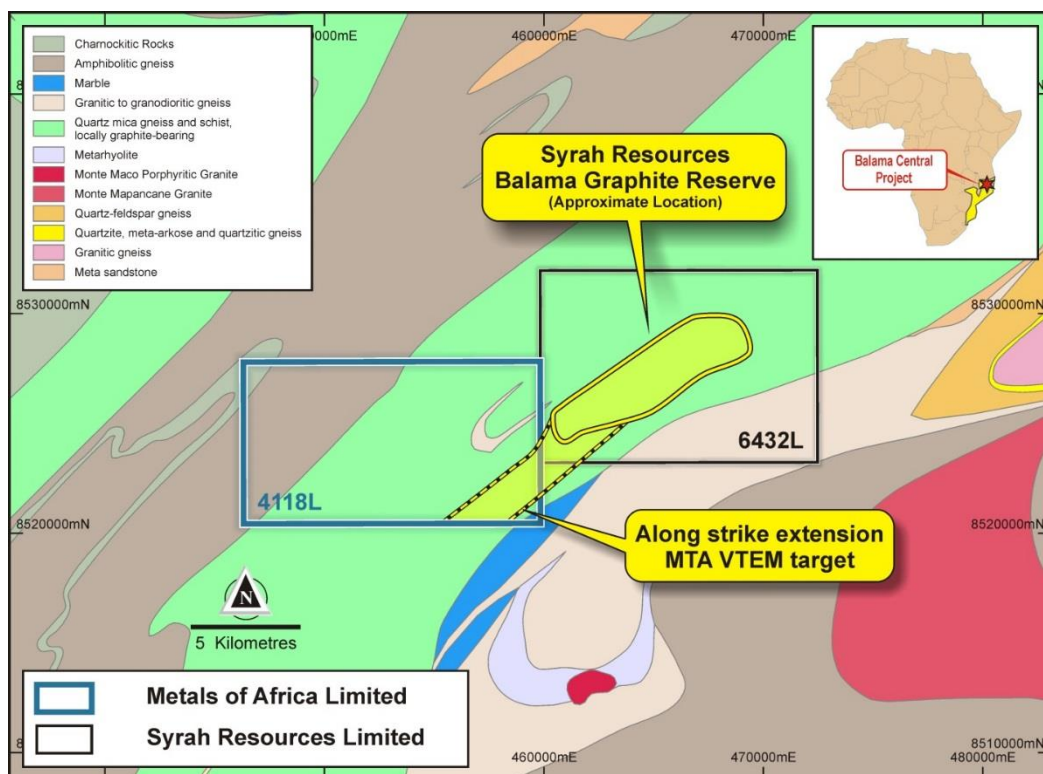


Figure 1. Mozambique Country Location Map and general location of Metals of Africa graphite project area.

The Company released a maiden JORC resource at the Balama Central Resource on 21 March 2016 for 16.3 Mt at 10.4% Total Graphite Content.

The details of the individual categories of the Balama Central Resource are as follows:

Balama Central Graphite Project					
March 2016 Mineral Resource Estimate (6% TGC Cut-off)					
Class	Tonnes	TGC	V ₂ O ₅	Cont. Graphite	Cont. V ₂ O ₅
	Mt	%	%	kt	kt
Measured	-	-	-	-	-
Indicated	8.9	9.3	0.16	836	14
Inferred	7.3	11.8	0.27	863	20
Total	16.3	10.4	0.21	1,699	34

The entity is not aware of any new information or data that materially affects the information included in the relevant market announcement and that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement on 21 March 2016 continue to apply and have not materially changed.

6.3 Commercial Terms

The total consideration payable to Dombeya under the Dombeya Acquisition Agreement is as follows:

- (a) a cash payment of US\$50,000, paid on 21 August 2014;
- (b) a cash payment of US\$200,000, paid in April 2015; and
- (c) the issue of US\$200,000 worth of Shares, with a deemed issue price per Share being the lower of:
 - (i) the closing volume-weighted average mid-market Share price for the period of 10 trading days prior to 31 January 2015 (using the US\$/AUD\$ exchange rate on 31 January 2015) (being \$0.045 per Share); and
 - (ii) the closing volume-weighted average mid-market Share price for the period of 10 trading days prior to the completion date of the acquisition (using the US\$/AUD\$ exchange rate on the completion date),

(Dombeya Consideration Shares).

There are certain legal restrictions regarding the issue of shares to parties in Mozambique. Depending on the extent of these restrictions, the Company may be unable to issue the Dombeya Consideration Shares directly to Dombeya, and it may be necessary for the Company to first issue the Dombeya Consideration Shares to a Mozambican subsidiary of the Company, and for that subsidiary to then immediately transfer the Dombeya Consideration Shares to Dombeya. The Company will be required to obtain an ASIC exemption in respect of section 259C of the Corporations Act, which prohibits a Company issuing shares to any entity it controls.

6.4 Listing Rule 7.1

The Company seeks prior Shareholder approval under Listing Rule 7.1 for the issue of the Dombeya Consideration Shares.

Listing Rule 7.1 provides that, subject to certain exceptions, Shareholder approval is required for any issue of equity securities (including convertible securities) by a listed company during a 12 month period, where the securities proposed to be issued represent more than 15% of the Company's securities on issue at the commencement of that 12 month period.

If Shareholders approve Resolution 3, issue of the Dombeya Consideration Shares will not count towards the Company's 15% capacity.

Resolution 3 is an ordinary Resolution.

6.5 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding the issue of the Dombeya Consideration Shares is provided as follows:

- (a) The maximum number of Shares to be issued will be that number of Shares with a total value of US\$200,000, using a deemed issue price per Share of the lower of:
 - (i) the closing volume-weighted average mid-market Share price for the period of 10 trading days prior to 31 January 2015 (using the US\$/AUD\$ exchange rate on 31 January 2015) (being \$0.058 per Share, or US\$0.045 per Share based on the A\$/US\$ exchange rate of 0.777 on that date); and
 - (ii) the closing volume-weighted average mid-market Share price for the period of 10 trading days prior to the completion date of the acquisition (using the US\$/AUD\$ exchange rate on the completion date).

For illustrative purposes, the following table sets out the potential number of Shares that may be issued at different issue prices and the percentage dilution to existing Shareholders that would occur:

	Number of Shares	Dilution
Current Issued Shares	210,916,509	-
Issue price of A\$0.058 (US\$0.045) ¹	4,440,065	2.11%
Issue price of A\$0.104 (US\$0.081) ^{2, 3}	2,473,996	1.12%

1. Based on the A\$/US\$ exchange rate of 0.777 on 31 January 2015.

2. Based on the A\$/US\$ exchange rate of 0.776 on 17 April 2015.

3. The prevailing Share price on ASX on 17 April 2015.

- (b) Subject to completion of the conditions precedent of the acquisition, relating to receipt of appropriate regulatory approval of the acquisition in Mozambique, the Company will issue the Dombeya Consideration Shares no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules).
- (c) The Dombeya Consideration Shares will be issued as consideration for the Dombeya Acquisition and accordingly no funds will be raised from the issue of the Dombeya Consideration Shares.
- (d) The Dombeya Consideration Shares will be issued to Dombeya. As foreshadowed in Section 6.3, in the event that Mozambican law restricts the issue of the Dombeya Consideration Shares direct to Dombeya, then subject to receipt of the appropriate ASIC exemption in respect to section 259C of the Corporations Act, the Dombeya Consideration Shares will be first transferred to a Mozambican subsidiary of the Company and then immediately transferred by that subsidiary to Dombeya.

- (e) The Shares to be issued are fully paid ordinary shares and will rank equally in all respects with the Company's existing Shares on issue.
- (f) The Dombeya Consideration Shares will be issued on one date.
- (g) A voting exclusion statement is included in the Notice

7. Resolution 4 – Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

While the Company has no current intention to use the 10% Placement Facility, the Company is now seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Company intends to continue to develop its existing key projects in Mozambique and Gabon and continue to seek to acquire new resources assets and investments. The Company may use the 10% Placement Facility to develop its existing key projects and to acquire new resources assets and investments.

The Directors of the Company believe that Resolution 4 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

7.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12

month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A is the number of shares on issue 12 months before the date of issue or agreement:
- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (B) plus the number of partly paid shares that became fully paid in the 12 months;
 - (C) 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. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
 - (D) 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.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days in which trades in the relevant class of securities 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 five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

7.4 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 Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days in which trades in the relevant class of securities 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 five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will 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 are issued as part of 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 the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two 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 on issue 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
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.034 50% decrease in Issue Price	\$0.067 Issue Price	\$0.134 100% increase in Issue Price
Current Variable A 212,854,861 Shares	10% voting dilution	21,285,486	21,285,486	21,285,486
	Funds raised	\$713,064	\$1,426,128	\$2,852,255
50% increase in current Variable A 319,282,292 Shares	10% voting dilution	31,928,229	31,928,229	31,928,229
	Funds raised	\$1,069,596	\$2,139,191	\$4,278,383
100% increase in current Variable A 425,709,722 Shares	10% voting dilution	42,570,972	42,570,972	42,570,972
	Funds raised	\$1,426,128	\$2,852,255	\$5,704,510

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Options are exercised into Shares before the date of the issue of the Equity Securities.

- (iii) 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%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes listed Options, it is assumed that those listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - (vii) The issue price is \$0.067, being the closing price of the Shares on ASX on 18 April 2016.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of Equity Securities pursuant to the 10% Placement Facility 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 the Equity Securities for the following purposes:
- (i) non-cash consideration in relation to the acquisition of new resource assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of resource assets or investments (which may include costs associated with such acquisition), and/or continued exploration and feasibility study expenditure on the Company's existing assets in Mozambique, Tanzania, Gabon and/or general working capital.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (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 Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and

- (iv) advice from corporate, financial and broking advisers (if applicable).

The recipients under the 10% Placement Facility have not been determined as at the date of this Notice 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 resources assets or investments, it is likely that the recipients under the 10% Placement Facility will be the vendors of the new resources assets or investments.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the Company's 2014 AGM.
- (g) In the 12 months preceding the date of the Meeting the Company issued a total of 83,476,834 Equity Securities which represent 64.5% of the total number of Equity Securities on issue at 19 May 2015. The Equity Securities issued in the preceding 12 months were as follows:

Date of Issue	Ordinary Shares	Options	Issued to or basis of issue	Amount Raised Use of funds or non-cash Consideration
23 June 2015	285,715	-	Issued to StocksDigital for marketing services	Non-cash consideration. Total value of \$20,000
4/09/2015	5,477,548	-	Mitchell Drilling - conversion of notes into ORD for drilling services.	Non-cash consideration. Total value of \$339,651
29/09/2015	32,780,395	-	Placement - Tranche 1	Funds raised of \$1,475,118. Funds utilised to progress development of Montepuez and Balama Central Projects
18/11/2015	34,055,153	-	Placement - Tranche 2	Funds raised of \$1,532,482. Funds utilised to progress development of Montepuez and Balama Central Projects

18/11/2015	1,277,777	-	Director share issue in lieu of salary (Leeden and B Smith)	Non-cash consideration. Total value as per 31 December 2015 Annual Report \$67,084
18/11/2015	7,661,894	-	Mitchell Drilling - conversion of notes into ORD for drilling services	Non-cash consideration. Total value of \$360,109
18/4/2016	1,938,252	-	Mitchell Drilling - conversion of notes into ORD for drilling services	Non-cash consideration. Total value of \$123,279

- (h) The Company's cash balance on 30 April 2015 was approximately \$1,645,000. Cash raised from issues in the previous 12 months totals \$3,007,000 (before costs). The Company's cash balance at the date of this Notice is approximately \$556,312. Funds raised have been used to fund exploration activities and otherwise for general working capital purposes. The remaining funds of \$556,312 are intended to be used to fund the development of the Company's existing key projects in Mozambique and Gabon, for the assessment of opportunities, any holding costs and general working capital.
- (i) 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. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8. Resolutions 5 to 7 – Approval of grant of Securities to Related Parties

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue 3,500,000 Performance Rights to Cherie Leeden, 1,000,000 Options to Gilbert George and 1,000,000 Options to Brett Smith (**Related Party Securities**) as an incentive based remuneration package.

The Company has considered the remuneration structures of several of its ASX listed peer companies to determine a suitable quantum and structure of an incentive based remuneration plan for management and executive and non-executive members of the Board. As a result of this review the Company believes that the issue of the Related Party Securities is a fair and reasonable incentive based remuneration package. In considering the above remuneration package, the Company has researched and considered recent incentive plans implemented by the Company's peers.

Resolutions 5 to 7 seeks Shareholder approval for the grant of the Related Party Securities to Cherie Leeden, Gilbert George and Brett Smith (or their nominees).

The 3,500,000 Performance Rights to be issued to Cherie Leeden, will be issued in three equal tranches of 1,166,666 Performance Rights with the following performance based milestones based solely on her future performance as a director of the Company:

Class of Performance Rights	Performance Condition	Period
Class A Performance Rights	Upon the Company announcing to the ASX entry into a material (as determined by the Board), binding offtake agreement from either of the Company's graphite projects in Mozambique.	24 months from issue
Class B Performance Rights	Upon the Company announcing to ASX that it has completed a Definitive Feasibility Study in relation to one of its graphite projects in Mozambique.	24 months from issue
Class C Performance Rights	Upon Cherie Leeden continuing to be employed by the Company during the period from the issue of the Class C Performance Rights up until the date which is 12 months from their issue.	24 months from issue

On achievement of the applicable Performance Condition, each Performance Right will convert into a Share.

If a Performance Condition of a Performance Right is not achieved by the end date of the specified period, then the Performance Right will lapse.

If a Takeover Event (as described in Schedule 1) occurs prior to the expiry or conversion of a Performance Right, the Performance Right will convert.

See Schedule 1 for the full terms and conditions of the Performance Rights.

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

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

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Related Party Securities constitutes giving a financial benefit and Cherie Leeden, Gilbert George and Brett Smith are related parties of the Company by virtue of being Directors.

After a review of publicly available information relating to the remuneration structures of several of its ASX listed peer companies, the Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of the Related Party Securities because the grant of the Related Party Securities is considered reasonable remuneration in the circumstances.

8.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also 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 grant of the Related Party Securities 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.

8.4 Specific Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 5 to 7:

- (a) The maximum number of Related Party Securities to be issued is:
 - (i) 3,500,000 Performance Rights to Cherie Leeden (or her nominee);
 - (ii) 1,000,000 Incentive Options to Gilbert George (or his nominee); and
 - (iii) 1,000,000 Incentive Options to Brett Smith (or his nominee).
- (b) The Related Party Securities will be issued no later than 1 month 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).
- (c) The Related Party Securities will be issued for nil cash consideration as they are being issued as incentive based remuneration. Accordingly, no funds will be raised from the issue of the Related Party Securities.
- (d) The terms and conditions of the Related Party Securities are set out in Schedule 1 (for the Performance Rights to be issued to Cherie Leeden) and Schedule 2 for the Incentive Options to be issued to Gilbert George and Brett Smith.
- (e) Voting exclusion statements are included in the Notice.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Related Party Securities as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Related Party Securities will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9. Resolution 8 – Approval for the grant of Incentive Options to Mr Steven Wood

9.1 Background

Resolution 8 seeks Shareholder approval pursuant to Listing Rule 7.1 for the grant of up to 500,000 Incentive Options to Mr Steven Wood, the company secretary for the Company.

The primary purpose of the grant of the Incentive Options to Mr Wood is to provide a performance linked incentive to motivate and reward the performance of Mr Wood.

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 number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Shareholder approval has been sought by the Company pursuant to Listing Rule 7.1 to preserve its ability to use the 15% threshold exemption going forward.

Resolution 8 is an ordinary resolution.

9.2 Specific Information Required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding the grant of the Incentive Options to Mr Wood is provided as follows:

- (a) The maximum number of Securities to be issued to Mr Wood is 500,000 Incentive Options.
- (b) The Company will grant the Incentive Options no later than 3 months after the date of the Meeting (or such longer period of time as ASX may in its discretion allow).
- (c) The Incentive Options will be granted for nil consideration and therefore no funds will be raised.
- (d) The Incentive Options will be granted to Mr Steven Wood (or his nominee) who is not a related party of the Company.
- (e) The terms and conditions of the Incentive Options are set out in Schedule 2.
- (f) The Incentive Options will be issued to Mr Wood promptly following Shareholders approving their grant at the Meeting.
- (g) A voting exclusion statement is included in the Notice.

10. Definitions

10% Placement Facility has the meaning in Section 7.1.

10% Placement Period has the meaning in Section 7.2(f).

Annual Report means the Directors' Report, the Financial Report and Auditor's Report in respect to the financial year ended 31 December 2014.

ASIC means Australian Securities and Investments Commission.

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

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting.

Closely Related Party has the meaning in section 9 of the Corporations Act.

Company or **Metals of Africa** means Metals of Africa Limited ACN 152 071 095.

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Directors' Report means the annual directors report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Dombeya means Dombeya Mineração Lda, a company incorporated in the Republic of Mozambique with registration number 100167646.

Dombeya Acquisition Agreement has the meaning in Section 6.1.

Dombeya Consideration Shares has the meaning in Section 6.3.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Group means the Company and its subsidiaries.

Incentive Option means an Option with the terms and conditions set out in Schedule 2.

Key Management Personnel means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Performance Right means a performance right on the terms and conditions in Schedule 1.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Security includes a Share, an Option and a Performance Right, as applicable.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

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

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

Schedule 1 – Terms and Conditions of Performance Rights

The Performance Rights will be granted in three milestone based classes as follows, based solely on Cherie Leeden's future performance as a director of the Company:

Class of Performance Rights	Performance Condition	Period
Class A Performance Rights	(a) Upon the Company announcing to ASX entry into a material (as determined by the Board), binding offtake agreement from either of the Company's graphite projects in Mozambique; or (b) a Takeover Event occurs.	24 months from issue
Class B Performance Rights	(a) Upon the Company announcing to ASX that it has completed a Definitive Feasibility Study in relation to one of its graphite projects in Mozambique; or (b) a Takeover Event occurs.	24 months from issue
Class C Performance Rights	(a) Upon Cherie Leeden continuing to be employed by the Company during the period from the issue of the Class C Performance Rights up until the date which is 12 months from their issue; or (b) a Takeover Event occurs.	24 months from issue

On achievement of the applicable Performance Condition, each Performance Right will convert into a Share.

If a Performance Condition of a Performance Right is not achieved by the end date of the specified period, then the Performance Right will lapse.

The achievement of a Performance Condition is to be determined by the Board. Performance Rights will convert as soon as the achievement of a relevant performance condition has been determined. For the avoidance of doubt, this may occur before the end date of the specified period.

"Takeover Event" means a takeover bid for the Company pursuant to Chapter 6 of the Corporations Act where at least 50% of the holders of ordinary shareholders accept the bid and such bid is free of conditions or an Australian court grants orders approving a compromise or scheme of arrangement where the Shares are either cancelled or transferred to a third party (not a scheme of arrangement simply for the purposes of a corporate restructure).

Other terms

(No Voting rights) A Performance Right does not entitle a Holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.

(No dividend rights) A Performance Right does not entitle a Holder to any dividends.

(Rights on winding up) A Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up of the Company.

(Not transferable) A Performance Right is not transferable.

(Reorganisation of capital) If there is a reorganisation (including, without limitation, consolidation, sub-division, reduction or return) of the issued capital of the Company, the rights of a Holder will be varied (as appropriate) in accordance with the Listing Rules which apply to reorganisation of capital at the time of the reorganisation.

(Quotation of shares on conversion) An application will be made by the Company to ASX for official quotation of the Shares issued upon the conversion of each Performance Right within the time period required by the Listing Rules.

(Participation in entitlements and bonus issues) A Performance Right does not entitle a Holder to participate in new issues of capital offered to holders of Shares, such as bonus issues and entitlement issues.

(No other rights) A Performance Right does not give a Holder any other rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Schedule 2 – Terms and Conditions of Incentive Options

(a) **Entitlement**

The Incentive Options (**Options**) entitle the holder to subscribe for one Share upon the exercise of each Option.

(b) **Exercise price**

The exercise price of each Option will be the higher of a 150% premium to the:

- price per Share of the Company's most recent equity capital raising; or
- the 15 day VWAP for Shares,

as at the date of grant of the Options (**Exercise Price**).

(c) **Vesting Date**

The Options vest immediately on grant.

(d) **Expiry date**

The expiry date of each Option is the date that is four years from date of grant.

(e) **Exercise period**

An Option may only be exercised at any time prior to the date that the Option expires in item (d) above.

(f) **Notice of exercise**

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(g) **Shares issued on exercise**

Shares issued on exercise of the Options will rank equally with the then issued Shares of the Company.

(h) **Options not quoted**

The Company will not apply to ASX for quotation of the Options.

(i) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Options.

(j) **Timing of issue of Shares**

After an Option is validly exercised, the Company must as soon as possible:

- (i) issue the Share; and

(ii) do all such acts, matters and things to obtain:

(A) the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Option; and

(B) receipt of cleared funds equal to the sum payable on the exercise of the Option.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(l) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other Securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

(i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and

(ii) no change will be made to the Exercise Price.

(m) Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Option.

(n) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holder may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(o) Options not transferable

The Options are not transferable.

(p) Lodgement instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

METALS OF AFRICA LIMITED

ACN 152 071 095

PROXY FORM

The Company Secretary
Metals of Africa Limited

By post:

945 Wellington Street
WEST PERTH WA 6005

By facsimile:

(08) 9322 7602

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We ¹ _____

of _____

being a Shareholder/Shareholders of the Company and entitled to _____
votes in the Company, hereby appoint:

The Chairman of the Meeting (mark box) ☐

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

--

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 to act generally on my/our behalf at the Meeting of the Company to be held at 945 Wellington Street, West Perth WA 6005 on Monday 30 May 2016 at 1.00pm (WST) and at any adjournment or postponement of the Meeting and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law as the proxy sees fit.

Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1 and 5 to 7. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 1 and 5 to 7, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 1 and 5 to 7, even if Resolutions 1 and 5 to 7, are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolutions referred to in the Notice as follows:

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Gilbert George as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of the issue of the Dombeya Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of grant of Performance Rights to Cherie Leeden	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of grant of Incentive Options to Gilbert George	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of grant of Incentive Options to Brett Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of grant of Incentive Options to Steven Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹ Insert name and address of Shareholder**Proxy Notes:**

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Annual General Meeting (WST).

Postal address: 945 Wellington Street, WEST PERTH WA 6005.

Facsimile: (08) 9322 7602 if faxed from within Australia or +618 9322 7602 if faxed from outside Australia.