



Metal Bank Limited
(ACN 127 297 170)

NOTICE OF ANNUAL GENERAL MEETING

Time: 4.30pm

Date: 24 November 2016

Place: Boardroom of RSM Bird Cameron Partners at Level 13, 60 Castlereagh Street, Sydney NSW 2000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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1 Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Metal Bank Limited (**Metal Bank** or **Company**) will be held at 4.30pm (AEDT) on Thursday, 24 November 2016 at the Boardroom of RSM Bird Cameron Partners at Level 13, 60 Castlereagh Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors of the Company 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 4.30pm (AEDT) on Tuesday, 22 November 2016.

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

2 How to Vote

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

3 Voting in Person

To vote in person, attend the Annual General Meeting on the date and at the place set out above. A body corporate member may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The Company requires written proof of the representative's appointment to be lodged with, or presented to, the Company before the meeting.

4 Voting by Proxy

To vote by Proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out in the Proxy Form.

Please note that:

- (a) A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder;
- (b) Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholders votes each proxy may exercise half of the votes. Any fractions of votes brought about by the apportionment of a proxy will be disregarded;
- (d) A proxy need not be a Shareholder;
- (e) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the chairman of the Meeting;
- (f) If you do not mark a box, your proxy may vote as they choose on that item.
- (g) If the Chairman of the meeting is your proxy (or he becomes your proxy by default), and you do not complete any of the boxes 'for', 'against' or 'abstain' opposite the items

for resolutions, you will be expressly authorising the Chairman to exercise the proxy as the Chairman sees fit, including to exercise your proxy in relation to item 2 (Adoption of the Remuneration Report) or any other item connected directly or indirectly with the remuneration of a member of the Key Management Personnel, even though the Chairman is, and those items are, connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Metal Bank Group. The Chairman intends to vote all undirected and available proxies in favour of each item of business, subject to any voting exclusions that apply to the proxy (as described below). Shareholders will be informed of the proxy position at the meeting.

- (h) Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in, will be deemed to be given in favour of the Chairman of the Meeting;
- (i) Completed proxy forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 4.30pm on 22 November 2016 in one of the following 3 ways:

- By mail to : Metal Bank Limited
PO Box 18155
Little Collins Street VIC 8003
- By facsimile: Metal Bank Limited
+61 (0)3 9671 3299
- By email: info@metalbank.com.au

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

5 Questions

At the meeting, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company and on the Remuneration Report. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor, RSM Bird Cameron Partners, questions about the content of its report, and the conduct of its audit of the Company, for the year.

6 Majority Required

Resolutions 1 – 6 inclusive are ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote on the Resolutions are cast in favour of the Resolutions.

Resolution 7 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).

AGENDA

Ordinary Business

Financial Report

To receive and consider the financial report of the Company and its controlled entities for the year ended 30 June 2016 together with the Directors' report in relation to that financial year and the auditor's report on the financial report.

Ordinary Resolutions

1 Resolution 1 – Re-election of Director – Guy Robertson

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of clause 11.1(c) of the Constitution and for all other purposes, Mr Robertson, a Director, retires by rotation, and being eligible, is re-elected as a Director."

2 Resolution 2 – Adoption of Remuneration Report (non-binding vote)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 2 is advisory only and does not bind the Directors or the Company.

3 Resolution 3 – Ratification of prior issue of 2,877,666 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 Rules 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 2,877,666 Shares to contractors on the terms and conditions set out in the Explanatory Statement."

4 Resolution 4 – Ratification of prior issue of 73,121,178 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 Rules 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 73,121,178 Shares to sophisticated investors on the terms and conditions set out in the Explanatory Statement.”

5 Resolution 5 – Approval of issue of 23,595,133 Shares to a related party in repayment of Loan

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

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 23,595,133 ordinary shares to Berne No 132 Nominees Pty Ltd <600835>, in which Ms Inés Scotland, the Chair of the Company will have a relevant interest, in full and final repayment of the Loan owing by the Company to Indigo Pearl Capital Ltd.”

6 Resolution 6 – Approval of issue of Performance Rights and Shares to Executive Director – Tony Schreck

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

“That for the purposes of ASX Listing Rule 7.2 Exception 9(b) and for all other purposes, Shareholders approve the grant of performance rights and issue of Shares on vesting of performance rights under the Performance Rights Plan, on the terms and conditions set out in the Explanatory Memorandum”.

Special Resolution

7 Resolution 7 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass, the following resolution as a **special resolution**:

“That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to 10% of the Company’s issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 on the terms and conditions set out in the Explanatory Statement”.

VOTING EXCLUSION STATEMENTS

Under ASX Listing Rule 14.11, the Company will disregard any votes cast on the Resolutions by the following persons:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
1. Re-election of Mr Guy Robertson as a Director	<ul style="list-style-type: none"> • Mr Guy Robertson; • And his nominee(s); and • Any of their respective Associates
2. Adoption of Remuneration Report	<ul style="list-style-type: none"> • A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2016; or • A Closely Related Party of a KMP.
3. Ratification of Prior Issue of 2,877,666 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
4. Ratification of Prior Issue of 73,121,178 Shares	<ul style="list-style-type: none"> • Any person who participated in the proposed issue; and • Any of their respective Associates.
5. Approval to issue 23,595,133 Shares to a related party in repayment of loan	<p>A vote in respect of Resolution 5 must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none"> • The Chair, Ms Inés Scotland and any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; and • Any of their respective Associates.

RESOLUTION	PERSONS EXCLUDED FROM VOTING
<p>6. Approval of Issue of Performance Rights and Shares to Mr Tony Schreck under the Company's Performance Rights Plan</p>	<p>A vote in respect of Resolution 6 must not be cast (in any capacity) by or on behalf of any of the following persons:</p> <ul style="list-style-type: none"> • Mr Tony Schreck; • any director of the Company – in the case of a trust, the responsible entity - who is eligible to participate in the employee incentive scheme in respect of which the approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in the employee incentive scheme by anyone else, that person; and • any of their respective Associates. <p>In addition, any votes cast by a member of the Key Management Personnel and closely related parties of such members will be disregarded.</p> <p>However, the Company will not disregard the vote as a result of these restrictions if it is cast:</p> <ul style="list-style-type: none"> • by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; and • by the Chair 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, <p>even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.</p>
<p>7. Approval of 10% Placement Capacity</p>	<ul style="list-style-type: none"> • Any person who may participate in the proposed issue; • Any person who might obtain a benefit (other than a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed; and • Any of their respective Associates

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy appointment 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,

even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Dated 24th October 2016

BY ORDER OF THE BOARD



Sue-Ann Higgins
Company Secretary

8 EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 4.30 pm (AEDT) on Thursday, 24 November 2016 at the Boardroom of RSM Bird Cameron Partners at Level 13, 60 Castlereagh Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Annual General Meeting.

The Directors recommend that Shareholders read this Explanatory Statement in full in conjunction with the accompanying Notice of Annual General Meeting of which this Explanatory Statement forms a part.

Resolution 1 – Re-election of Director – Guy Robertson

Pursuant to rule 11.1(c) of the Company's Constitution, Mr Guy Robertson retires at the 2016 Annual General Meeting but, being eligible, offers himself for re-election.

A brief profile of Mr Guy Robertson is set out in the Annual Report of the Company.

Resolution 2 – Adoption of Remuneration Report (non-binding vote)

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report forms part of the Directors' Report contained in the Annual Financial Report of the Company for the financial year ending 30 June 2016. A copy of this report is available on the Company's website: www.metalbank.com.au.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

If at least 25% of the votes cast on Resolution 2 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2017 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2017 annual general meeting. All of the Directors who were in office when the Company's 2017 Directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

Resolution 3 – Ratification of Prior Issue of 2,877,666 Shares

3.1 Background

On 30 June 2016 the Company made a placement of 2,877,666 shares to contractors, which were issued within the 15% capacity permitted under ASX Listing Rule 7.1. Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of these shares.

3.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without shareholder approval. The Company issued 2,877,666 shares to contractors on 30 June 2016 within the 15% capacity permitted under ASX Listing Rule 7.1.

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 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.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1.

3.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5

(a) *The number of securities issued*

2,877,666 Shares were issued.

(b) *The price at which the securities were issued*

The Shares were issued at a price of \$0.015 per Share, being the volume weighted average price over the period of service.

(c) *The terms of the securities*

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) *The names of the persons to whom the entity issued the securities or the basis on which those persons were determined*

1,933,333 shares were issued to Higgins (Australia) Pty Ltd <Higgins Super Fund A/C> in consideration for legal services provided by Sue-Ann Higgins, and 944,333 shares were issued to Cloud Based Accounts Pty Ltd in consideration for financial services.

(e) *The use or intended use of the funds raised*

The shares were issued in payment of fees for legal and financial services to the Company.

(f) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

3.4 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Ratification of Prior Issue of 73,121,178 Shares

4.1 Background

On 30 September 2016 the Company made a placement of 116,666,667 shares to sophisticated investors, 73,121,178 of which were issued within the 15% capacity permitted under ASX Listing Rule 7.1. Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 of the issue of these shares.

4.2 ASX Listing Rule Requirements

ASX Listing Rule 7.1 permits a company to issue securities representing no more than 15% of the issued capital of that company in any 12 month period without shareholder approval. The Company issued 116,666,667 shares to sophisticated investors on 30 September 2016, of which 73,121,178 were issued using the 15% capacity permitted under ASX Listing Rule 7.1, with the balance 43,545,489 shares issued within the additional 10% capacity approved by shareholders under ASX Listing Rule 7.1A.

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 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.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1.

4.3 ASX Listing Rule Disclosure Requirements

The following information is provided in accordance with ASX Listing Rule 7.5

(a) The number of securities issued

73,121,128 Shares were issued using the capacity permitted under Listing Rule 7.1.

(b) The price at which the securities were issued

The Shares were issued at a price of \$0.03 per Share.

(c) The terms of the securities

The Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

(d) The names of the persons to whom the entity issued the securities or the basis on which those persons were determined

The issue was made to sophisticated investors being clients of Taylor Collison Limited (lead manager for the Placement), Sprott Global Resource Investments Ltd, Argonaut and Canaccord Genuity (Australia) Limited and no shares were issued to any related party of the Company.

(e) The use or intended use of the funds raised

The funds raised will be used to fund exploration activities at the Company's Triumph Project and working capital.

(f) Voting Exclusion

A voting exclusion statement forms part of this Notice.

4.4 Recommendation of Directors

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 – Approval to issue 23,595,133 Shares to a related party

5.1 Background

On 3 February 2015 the Company entered into a Loan Agreement with Celtic Stars Capital Ltd, (subsequently replaced as lender by Indigo Pearl Capital Ltd, a company associated with the Company's Chair, Ms Scotland) (**Lender**) for advances of up to \$US500,000 (ASX Release: 3 February 2015). The loan was subsequently fully drawn down and is due for repayment (together with interest) in cash on or before 3 February 2017.

The Company has reached agreement with the Lender to repay the balance owing under Loan (including interest) as at 19 September 2016, being the principal sum of USD\$500,000 plus interest, (AUD\$707,854), in exchange for shares in the Company at the Issue Price of 3 cents under the Placement and Rights Issue announced on 19 September 2016.

Resolution 4 seeks Shareholder approval for the issue of those shares to Berne No 132 Nominees Pty Ltd <600835> on behalf of Indigo Pearl Capital Ltd (**Berne**).

The Chair of the Company, Ms Inés Scotland, holds a relevant interest in shares held by Berne by operation of s608(2) of the Corporations Act 2001 (Cth) (**the Act**), and accordingly, the issue of shares to Berne is subject to and conditional upon shareholder approval.

Berne is currently the holder of 71,785,647 ordinary shares in the Company, representing 10.42% of the issued share capital of the Company. In the event that shareholder approval is obtained for Resolution 4, Berne's total holding will increase to 95,380,780 ordinary shares representing 13.85% of the issued share capital of the Company.

5.2 ASX Listing Rule Requirements

ASX Listing Rule 10.11 provides, in summary, that a listed company must not, subject to specified exceptions, issue equity securities to a related party without the approval of holders of ordinary securities.

A director of a listed company and any entity controlled by the director are included in the definition of a related party.

5.3 Information required by Listing Rule 10.13

(a) *Names of the persons to whom the entity will issue the securities*

The Shares will be issued to Berne No 132 Nominees Pty Ltd <600835>.

(b) *The maximum number of securities the entity is to issue*

23,595,133 Shares.

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

Subject to Shareholder approval, the Shares will be issued no later than one month after the date of the Meeting.

(d) *The relationship between Berne and Ms Scotland*

As settlor and beneficiary of the trust which is the ultimate beneficial holder of the shares held by Berne, Ms Scotland holds a relevant interest in such shares by operation of s608(2) of the Act.

(e) *Issue price of securities*

The Shares will be issued at 3 cents, being the Issue Price under the Placement and Rights Issue announced on 19 September 2016.

(f) *Terms of the securities*

The Shares 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.

(g) *The use or intended use of the funds raised*

The issue of Shares is in full repayment of the principal sum of US\$500,000 plus interest currently owing by the Company to the Lender.

(h) *Voting Exclusion*

A voting exclusion statement forms part of this Notice.

5.4 Recommendation of Directors

The Directors (with the Chair, Ms Inés Scotland abstaining) recommend that Shareholders vote in favour of Resolution 5, as the placement will fully repay the Loan, preserving the Company's cash reserves for use on its exploration programs and additional funding to meet the Company's working capital requirements.

Resolution 6 – Approval of issue of performance rights and shares to Tony Schreck

6.1 Background

The Metal Bank Performance Rights Plan (*the Rights Plan*) and issue of securities under the Rights Plan was approved by shareholders at the Annual General Meeting of the Company held on 12 November 2015.

ASX Listing Rule 10.14 provides that the acquisition of securities under an employee incentive scheme by a director requires shareholder approval. Shareholder approval is therefore sought for the issue of a maximum of 1,666,667 Rights (*Rights*) under the Rights Plan to Mr Tony Schreck, an Executive Director of the Company, and to the issue of shares on the exercise of such of those Rights which vest upon satisfaction of the applicable vesting conditions.

As the Company is a mineral exploration company it does not generate cash from its operations and in order to preserve cash for exploration activities, the Board has determined, where possible, to provide short term and long term incentives to its executive directors, employees and individual contractors by issue of Rights under the Rights Plan to ensure attraction, retention and ongoing incentives for its executives and employees.

Mr Schreck is the executive director responsible for the Company's exploration activities.

In deciding on the quantum of Rights to be issued to Mr Schreck, the Board considered that a number of shares equivalent to 25% of his base salary, based on a share price of 3 cents (being the 30 day VWAP at the date of Board approval of the offer of Rights) would be appropriate. Given the Company's circumstances and having regard to the performance hurdles on vesting of the Rights, the Board considers that the allocation of Rights is reasonable and appropriate.

6.2 Other Information for the purposes of Listing Rule 10.15

The Rights and Shares are to be issued to Mr Schreck, an executive Director of the Company.

The maximum number of Rights and Shares which may be issued to Mr Schreck is 1,666,667.

No consideration is payable for the Rights, or upon issue of shares upon satisfaction of the vesting conditions associated with the Rights. Subject to the satisfaction of the vesting conditions described below and any adjustments made in accordance with the Rights Plan, Mr Schreck will receive one share in the Company for each Right granted.

On 2 July 2015, 6,355,932 Performance Rights were issued to Tony Schreck following approval of shareholders at the General Meeting held on 25 June 2015. 1,271,186 shares were subsequently issued to Mr Schreck on 11 April 2016 following vesting of a portion of those Rights. The balance of those Rights have lapsed without vesting. On 1 September 2016, 616,000 Performance Rights were issued to the Company Secretary, Sue-Ann Higgins and 1,120,000 Performance Rights were issued to the Exploration Manager, Mr Trevor Wright. No other Rights have been issued under the Rights Plan since the last approval.

To be eligible to participate in the Rights Plan, a person must be a full or part time employee, contractor or consultant (approved by the Board) of the Company or any subsidiary of the Company or a director.

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates.

No loan will be made to the Director in connection with the acquisition of the Rights.

If the resolution is passed, the Rights will be issued to Mr Schreck as soon as practicable following shareholder approval, and in any event, not more than one month following the date of the Meeting.

6.3 Additional Information

The Rights are subject to the following Vesting Conditions which must be satisfied to the satisfaction of the Board (in its discretion), or waived by the Board:

- (a) Mr Schreck remaining employed by the Company or one of its subsidiaries for the duration of the Performance Period; and
- (b) Mr Schreck meeting the following performance hurdles during the Performance Period, in respect of the percentage of Rights allocated to each hurdle:
 - Vesting of 25% of the Rights is subject to the 60 day VWAP of the Company's share price on the vesting date being a 100% increase on the 30 day VWAP of 3 cents at the date of the offer of Performance Rights by the Board;
 - Vesting of 25% of the Rights is subject to the 60 day VWAP of the Company's share price on the vesting date being a 50% increase on the 30 day VWAP of 3 cents at the date of the offer of Performance Rights by the Board;
 - Vesting of 20% of the Rights is subject to growth of the Triumph Project enabling a JORC resource to be prepared in support of a PFS when deemed appropriate by the Board;
 - Vesting of 20% of the Rights is subject to ensuring the Company is adequately funded to achieve exploration objectives; and

- Vesting of 10% of the Rights is subject to achieving full regulatory compliance during the performance period.

The Performance Period commences on the date on which the Board initially approved the allocation of Rights, being 1 September 2016, and ends at 5.00pm (Melbourne time) on 31 August 2017. Performance will be assessed by the Board or a subcommittee of the Board formed for this purpose.

The Rights expire at 5.00pm (Melbourne time) on 30 September 2017. Rights will expire before this date if Vesting Conditions are not satisfied or waived.

The Board has determined that for the purposes of the Rights Plan, Mr Schreck is a “Restricted Employee” being an employee that is routinely in possession of inside information. As such, in accordance with the Policy adopted by the Board regarding Shares granted upon vesting of Performance Rights to Restricted Employees, those Shares upon issue will be subject to a holding lock for a period of two years (Restriction Period) and may not be sold or otherwise disposed of during that Restriction Period. Shares may only be released from the holding lock during the Restriction Period:

- upon the Restricted Employee ceasing employment with the Company;
- upon a Change of Control event regarding the Company; or
- in limited Special Circumstances, such as serious injury, illness, financial hardship and/or natural disaster.

Upon expiry of the holding lock period, any disposal of the Shares will then be subject to observance of the Company’s Share Trading Policy in dealing with Shares.

The Board of Directors have determined that amount of Rights constitute reasonable remuneration in the event they were granted and shareholder approval under Chapter 2E of the Corporations Act 2001, is therefore not required.

Mr Schreck holds a relevant interest in 9,000,000 options with an exercise price of 3 cents, expiring 30 November 2018.

No shares will be issued to satisfy the exercise of Rights if this were to result in the Company exceeding the 5% cap as provided for in the Plan Rules.

Details of any securities issued under the Rights Plan and whether approval for the issue of securities was obtained under Listing Rule 10.14, will be published in each annual report of the Company relating to a period in which securities have been issued.

A summary of the Plan Rules were provided with the Notice of Annual General Meeting held on 12 November 2015. A copy may be requested by contacting the Company Secretary.

6.4 Recommendation of Directors

The Directors (Mr Schreck abstaining) recommend Shareholders vote in favour of Resolution 6.

Special Resolution

Resolution 7 – Approval of 10% Placement Capacity

7.1 Background

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the Listing Rules) up to 10% of its issued capital through placements over a twelve 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.

The effect of Resolution 7 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the twelve month period after the Annual General Meeting (**10% Placement Period**) separate to the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 7 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).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1.A.2 (refer to section 7.2(c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

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.

7.2 ASX Listing Rule 7.1.A

(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 one class of Equity Securities being Shares.

(c) Formula for calculating 10% Placement Facility

ASX 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 x D) – E

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

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: that A is has the same meaning in ASX 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 ASX 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 ASX Listing Rules 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

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

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX 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 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.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX 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 ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

7.3 Specific Information required by ASX Listing Rule 7.3A

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

(a) Minimum Price

Any Equity Securities issued will be issued 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) Risk of Voting Dilution

If Resolution 7 is approved by the Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised). 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 Annual General 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, 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 market price of Shares as at close of business on 13 October 2016 and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

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 shares the Company has on issue as at the date of this Notice of Meeting. 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		50% decrease in Deemed Price \$0.0175	Deemed Price \$0.035	100% Increase in Deemed Price \$0.07
Current Variable A	10% Voting Dilution	62,620,330 Shares	62,620,330 Shares	62,620,330 Shares
626,203,297 Shares		\$1,095,856	\$2,191,712	\$4,383,423

50% increase in current Variable A 939,304,946 shares	10% Voting Dilution	93,930,495 Shares	93,930,495 Shares	93,930,495 Shares
	Funds Raised	\$1,643,784	\$3,287,567	\$6,575,135
100% increase in current Variable A 1,252,406,594 Shares	10% Voting Dilution	125,240,659 Shares	125,240,659 Shares	125,240,659 Shares
	Funds Raised	\$2,191,712	\$4,383,423	\$8,766,846

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) No unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 15,000,000 unlisted Options on issue at the date of this Notice of Meeting;
- (iii) The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting;
- (iv) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (v) The price of ordinary securities is deemed for the purposes of the table above to be \$0.035, being the closing price of the Company's listed securities on ASX on 13 October 2016 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at;
- (vi) The Variable "A" is based on the number of ordinary shares the Company has on issue as at the date of this Notice of Meeting. 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 ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (vii) The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

(c) Date of Issue

The Company will only issue the Equity Securities 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 ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) Purpose of Issue under the 10% Placement Capacity

The Company may seek to issue the Equity Securities for the following purposes:

- (i) non-cash consideration for joint venture, licensing or collaboration agreements or the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or

- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing specific Company projects, and in particular the Triumph project, its other Australian exploration projects and general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation Policy

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 subscriber of Equity Securities will be determined on a case by case basis having regard to 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 issue or other issue 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 subscribers under the 10% Placement Facility have not been determined as at the date 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 were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the subscriber under the 10% Placement Facility will be the vendors of the new resources assets or investments.

(f) Previous Approval

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 12 November 2015.

The Company placed 43,545,489 shares under 7.1A during the 12 months following the 2015 Annual General Meeting.

The total number of Equity Securities issued in the 12 months preceding 13 October 2016 is 261,940,519 and the percentage they represent of the total number of equity securities on issue at the commencement of that 12 month period is 71.9%.

Details of all issues of equity securities by the Company during the 12 months preceding the date of the meeting are set out in Appendix 1.

(g) Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting to which this Explanatory Statement relates. At the date of that 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.

(h) Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Special Resolution 7.

8 Glossary

In this Explanatory Statement and Notice of General Meeting:

AEDT means Australian Eastern Daylight Savings Time, in Sydney, New South Wales.

ASIC means Australian Securities and Investments Commission.

Associated Body Corporate means:

- (a) a related body corporate of the Company, within the meaning of section 50 of the Corporations Act;
- (b) a body corporate that has voting power in the Company of not less than 20%; or
- (c) a body corporate in which the Company has voting power of not less than 20%

where 'voting power' has the meaning in section 610 of the Corporations Act.

Associates has the meaning given by Sections 10 to 17 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

Board means board of directors of the Company.

Business Day means a day (not being a Saturday or Sunday) on which Australian banks (as defined in section 9 of the Corporations Act) are open for general banking business in the capital city of the State.

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

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- 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;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Company, MBK or Metal Bank means Metal Bank Limited (ACN 127 297 170).

Constitution means the Constitution of the Company.

Corporations Act means *Corporations Act 2001* (Cth)

Directors means the directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

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

Key Management Personnel or KMP has the same meaning as in the accounting standards and broadly includes 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 or **Notice of Meeting** or **Notice of General Meeting** means the annual general meeting including the Explanatory Statement and the Proxy Form.

Option means an option to subscribe for a Share.

Proxy Form means the proxy form accompanying the Notice of Meeting.

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

Share or **Shares** means fully paid ordinary share or shares in the capital of the Company.

Shareholder means a holder of a Share.

State means the State of New South Wales in the Commonwealth of Australia.

VWAP means the volume weighted average price of the Shares for a specified time period during which the Shares were traded on the ASX.

Appendix 1 - Information required by Listing Rule 7.3A.6

	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
Date of issue:	25/3/16	11/4/16	11/5/16	13/5/16	30/6/16	30/9/16
Number issued:	25,000,000	1,271,186	58,625,000	57,500,000	2,877,666	116,666,667
Class/Type of equity security:	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares	Ordinary shares
Summary of terms:	Equal to all ordinary shares	Equal to all ordinary shares	Equal to all ordinary shares	Equal to all ordinary shares	Equal to all ordinary shares	Equal to all ordinary shares
Names of persons who received securities or basis on which those persons was determined:	Berne No 132 Nominees Pty Ltd <602987> on behalf of Greenvale Asia Limited as beneficial holder	Performance Rights issued to Anthony Schreck	Share Purchase Plan - shareholders	25 million placed with related party - Berne No 132 Nominees Pty Ltd <600835> on behalf of Indigo Pearl Capital Ltd see EGM 10.5.16 and balance of SPP shortfall placed with professional and sophisticated investors being clients of Argonaut	For services rendered by Sue-Ann Higgins and Cloud Based Accounts P/L	Placement to professional and sophisticated investors being clients of Taylor Collison Limited (lead manager for the Placement), Sprott Global Resource Investments Ltd, Argonaut and Canaccord Genuity (Australia) Limited
Price:	0.4 cents per share	Deemed 0.5 cents per share	0.4 cents per share	0.4 cents per share	Deemed price 1.5 cents per share	3 cents per share


	Issue 1	Issue 2	Issue 3	Issue 4	Issue 5	Issue 6
Discount to market price (if any):	20%	None	33%	33%	12%	21%
Total cash consideration received:	\$100,000	NIL	\$234,500	\$230,000	NIL	\$3,500,000
Amount of cash consideration spent:	\$100,000	N/A	\$234,500	\$230,000	N/A	NIL
Use of cash consideration:	Working capital and exploration on Triumph Gold project		Working capital and exploration on Triumph gold project	Working capital and exploration on Triumph gold project	N/A	to fund further exploration activities at the Triumph Project and working capital - refer section 1.11 of the Offer Booklet lodged with ASX 4 October 2016
Intended use for remaining amount of cash (if any):	N/A	N/A	N/A	N/A	N/A	See section 1.11 of Offer Booklet
Non-cash consideration paid:	N/A	\$6,356	N/A	N/A	\$43,165	N/A
Current value of that non-cash consideration:	N/A	\$44,491	N/A	N/A	\$103,596	N/A

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

Form of Proxy

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

 **PLEASE NOTE:** This proxy is solicited on behalf of the management of Metal Bank Limited ACN 127 297 170 (the "Company") for use at the meeting of the shareholders of the Company to be held in the Boardroom of RSM Bird Cameron Partners at Level 13, 60 Castlereagh Street, Sydney NSW 2000 on 24 November 2016 at 4:30pm (AEDT) or any adjournment thereof (the "Meeting").

I/We being a member/s of Metal Bank Limited hereby appoint

the Chairman
of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman 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 at the Meeting and at any adjournment of that meeting.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.

 **PLEASE NOTE:** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

STEP 2 Items of Business



PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR AGAINST ABSTAIN

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.	FOR	AGAINST	ABSTAIN
Resolution 1: Re-election of Director – Guy Robertson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Ratification of prior issue of 2,877,666 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Ratification of prior issue of 73,121,178 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5: Approval of issue of 23,595,133 Shares to a related party in repayment of Loan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6: Approval of issue of Performance Rights and Shares to Executive Director – Tony Schreck	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7: Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. The Chairman of the Meeting intends to vote FOR each of the resolutions.

SIGN Signing by member

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

Individual or Member 1

Sole Director/Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date

Lodge your vote:



By Mail:

Metal Bank Limited
GPO Box 128
Queen Victoria Building
NSW 1230 Australia

Alternatively you can fax your form to
+61 (0)2 8262 8699

Email your form to
info@metalbank.com.au

For all enquiries call:

Telephone: +61 2 9078 7666

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must send their proxies prior to 4.30pm on 22 November 2016 (AEDT) by mail to PO Box 18155, Little Collins Street VIC 8003 Australia, by facsimile at +61 (0)3 9671 3299, or by email to info@metalbank.com.au.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 4.30pm on 22 November 2016 (AEDT) be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

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- Update your holding details
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