

**OUTBACK METALS LIMITED  
ACN 126 797 573  
NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Outback Metals Limited will be held at Level 1, 28 Greenhill Rd, Wayville, South Australia, 5034 on Tuesday 29 November 2011 at 3:00pm (Adelaide time).

(Please see Glossary at the end of the Explanatory Memorandum accompanying this Notice for defined terms)

**Ordinary Business**

**Financial Report**

To receive and consider the Company's financial statements and independent audit report for the year ended 30 June 2011.

The 2011 Annual Report will be available to view online at [www.outbackmetals.com.au](http://www.outbackmetals.com.au) and dispatched to those Shareholders who elected to receive the Annual Report in hard copy form by 1 November 2011.

**Resolution 1. Adoption of the Remuneration Report for the year ended 30 June 2011**

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

That, for the purposes of Section 250R(2) of the Corporations Act, the Company adopt the Remuneration Report for the period ended 30 June 2011 as set out in the Directors' Report in the 2011 Annual Report.

The Company will disregard any votes cast on Resolution 1 by any Key Management Personnel, the details of whose remuneration are included in the Remuneration Report, and any Closely Related Party of such Key Management Personnel.

However, the Company need not disregard a vote in relation to Resolution 1 if it is cast by a person (including the Chairman) as proxy for a person who is entitled to vote, in accordance with the directions on the relevant proxy form.

**Resolution 2. Re-election of Mr Michael Hatcher as a Director**

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

That Mr Michael Hatcher, having retired as a Director in accordance with ASX Listing Rule 14.4 and rule 36.2 of the Company's Constitution and being eligible and having offered himself for re-election, is re-elected as a Director with immediate effect.

**Resolution 3. Re-election of Mr Peter Reynolds as a Director**

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

That Mr Peter Reynolds, having retired as a Director in accordance with ASX Listing Rule 14.4 and rule 36.2 of the Company's Constitution and being eligible and having offered himself for re-election, is re-elected as a Director with immediate effect.

**Resolution 4. Re-election of Mr Graham Chrisp as a Director**

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



## **outback**metals

That Mr Graham Crisp, having retired by rotation as a Director in accordance with ASX Listing Rule 14.4 and rule 38.1 of the Company's Constitution and being eligible and having offered himself for re-election, is re-elected as a Director with immediate effect.

### **Other Business**

#### **Resolution 5. Approval for the issue of up to 100,000,000 shares**

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

That the holders of the issued ordinary shares in the Company approve the issue of up to 100,000,000 further ordinary shares in the Company (Shares) to provide funds with the intended use of meeting working capital requirements, to discharge current liabilities, to further evaluate the Company's tenements and possibly to acquire further assets, including tenements.

See Explanatory Memorandum forming part of this Notice for conditions of issue.

### Voting Entitlements

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, made pursuant to Section 1074E(2)(g) of the Corporations Act 2001, the Directors have determined that the shareholding of each shareholder for the purposes of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the share register on Sunday 27 November 2011 at close of business (Adelaide time).

### Proxies

A shareholder entitled to attend and vote at the meeting has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise.

A Proxy Form accompanies this Notice of AGM. To be valid, online proxy voting or the completed Proxy Form must be submitted no later than 3:00pm on Sunday, 27 November 2011 using one of the following methods:

- **Vote Online** at [www.boardroomlimited.com.au/vote/oumagm2011](http://www.boardroomlimited.com.au/vote/oumagm2011)
- **Deliver** the Proxy Form to the office of the Company's Share Registry, Boardroom Pty Ltd, Level 7, 207 Kent Street, Sydney, NSW 2000 or at the Company's registered office, 33 Lascelles Court, Hove, SA 5048
- **Mail** the Proxy Form to Boardroom Pty Ltd, GPO Box 3993, Sydney, NSW 2001
- **Fax** the Proxy Form to 1300 653 459 (within Australia) or +61 2 9290 9655 (outside Australia)

Further directions for the proper completion of the Proxy Form or submitting your votes online are set out on the Proxy Form.

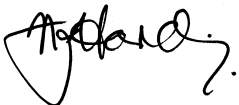
### Corporate Representative

A corporation that is a Shareholder or a proxy may elect to appoint an individual to act as its corporate representative at the meeting, in which case the corporate Shareholder or proxy (as applicable) must provide that individual with a certificate or letter executed by the corporate Shareholder or proxy (as applicable) in accordance with the Corporations Act authorising him or her to act as that Shareholder's or proxy's (as applicable) corporate representative. The authority must be sent to the Company or the Company's Share Registry (detailed above) in advance of the meeting or handed in at the meeting when registering as a corporate representative.

### Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Annual General Meeting is incorporated in and comprises part of this Notice of Annual General Meeting and should be read in conjunction with this Notice.

By order of the Board



N Harding  
Company Secretary  
Dated 24 October 2011



OUTBACK METALS LIMITED  
ACN 126 797 573  
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders in consideration of resolutions proposed for the Annual General Meeting of the Company to be held on Tuesday 29 November 2011 at Level 1, 28 Greenhill Road, Wayville, South Australia, commencing at 3:00pm (Adelaide time).

It should be read in conjunction with the accompanying Notice of Annual General Meeting.

**Resolution 1 - Adoption of the Remuneration Report for the year ended 30 June 2011**

In accordance with Section 250R(2) of the Corporations Act, Shareholders are required to vote on the Company's Remuneration Report for the year ended 30 June 2011.

The Remuneration Report is contained in the Directors' Report in the 2011 Annual Report, which will be available to view online at the Company's website [www.outbackmetals.com.au](http://www.outbackmetals.com.au) and dispatched to those shareholders who elected to receive the Annual Report in hard copy form by 1 November 2011.

The Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives for the year ended 30 June 2011.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote at the Company's annual general meeting. Members should note that the vote on Resolution 1 is not binding on the Company or the Directors. However, if after 1 July 2011 more than 25% of the votes cast on a resolution to adopt the remuneration report are against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution ("Spill Resolution") that another meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

Under the Corporations Act, members of Key Management Personnel of the Company and their Closely Related Parties will be excluded from voting on Resolution 1, and from voting undirected proxies on Resolution 1.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 1. The Directors recommend that Shareholders vote in favour of the resolution.

**Please Note:** If a Shareholder wishes to nominate a member of the Key Management Personnel (including the Chairman) or any of their Closely Related Parties as their proxy for the purpose of Resolution 1, to make their proxy vote count, they must direct the proxy how to vote by marking either:

1. the 'for', 'against' or 'abstain' box in relation to Resolution 1 in Step 2 on the proxy form; or
2. where the Chairman is appointed proxy, the box at the bottom of Step 1 on the proxy form directing the Chairman to vote in favour of Resolution 1, in accordance with the stated voting intention.

Alternatively, Shareholders can nominate as their proxy for the purpose of Resolution 1, a person who is not a member of the Company's Key Management Personnel or any of their Closely Related Parties. That person would be permitted to vote undirected proxies.

The Chairman intends to vote all available proxies in favour of Resolution 1.



## Resolution 2 - Re-election of Mr Michael Hatcher as a Director

ASX Listing Rule 14.4 and rule 36.2 of the Constitution require that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting following his or her appointment, but is eligible for re-election at that annual general meeting.

Mr Michael Hatcher has been appointed as an addition to the Board since the Company's last Annual General Meeting and retires as a Director pursuant to ASX Listing Rule 14.4 and rule 36.2 of the Constitution. Mr Michael Hatcher is eligible for, and has offered himself for, re-election.

The resume of Mr Michael Hatcher is as follows:-

He has a geology degree from the University of Adelaide and has over 40 years experience in the resources industry during which time he has held a range of senior technical and managerial positions.

Mr Hatcher's career includes 16 years with the Newmont/Normandy Mining/North Flinders Mines corporate group. During this period he held positions including director geology - Ghana, and was chief geologist for Normandy/Newmont's many Australian mines (including Golden Grove, Tanami, Jundee and Pajingo) as well as its New Zealand (Waihi), Turkey (Ovacik) and USA (Midas) operations. His role included acting as the group's Competent Person responsible for the quality of mineral resource estimates.

Mr Hatcher's exploration roles include exploration manager for Greenbushes Mines; exploration manager and director of Driffield Mining, a consortium of private exploration companies active in the Northern Territory; and exploration supervising geologist with North Flinders Mines where he was responsible for that company's non-Tanami exploration projects. Mr Hatcher has extensive experience in the near mine exploration programs conducted at the many operations he has been involved with.

Mr Hatcher is a member of the Australasian Institute of Mining and Metallurgy, and is currently also a non-executive director of Adelaide Resources Limited and ERO Mining Limited, both ASX listed companies.

The Directors (excluding Mr Hatcher) unanimously recommend that shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in favour of Resolution 2.

## Resolution 3 - Re-election of Mr Peter Reynolds as a Director

ASX Listing Rule 14.4 and rule 36.2 of the Constitution require that any Director appointed by the Board, either to fill a casual vacancy or as an addition to the Board, must retire at the next annual general meeting following his or her appointment, but is eligible for re-election at that annual general meeting.

Mr Peter Reynolds has been appointed as an addition to the Board since the Company's last Annual General Meeting and retires as a Director pursuant to ASX Listing Rule 14.4 and rule 36.2 of the Constitution. Mr Peter Reynolds is eligible for, and has offered himself for, re-election.

The resume of Mr Peter Reynolds is as follows:-

With almost 40 years experience in the minerals industry, Mr Reynolds has acquired a wide range of experience as a mining engineer including roles as the manager of underground and alluvial mines (including an open cut tin mine), conducting feasibility studies, strategic mine planning, and principal consultant for AMC, a well known mining consultancy.

He has university degrees in mining engineering, accountancy and engineering practice, and is a member of numerous professional bodies, including the Australian Institute of Mining and Metallurgy.

In recent times, Mr Reynolds has been engaged on projects in Australia, Russia, Mongolia, Central Asia and Europe.

The Directors (excluding Mr Reynolds) unanimously recommend that shareholders vote in favour of Resolution 3. The Chairman intends to vote undirected proxies in favour of Resolution 3.



## Resolution 4 - Re-election of Mr Graham Chrisp as a Director

In accordance with Listing Rule 14.4 and rule 38.1 of the Constitution, at every annual general meeting, one third of the Directors for the time being (other than the Managing Director) must retire from office and are eligible for re-election. The Directors to retire are to be those who have been in office for 3 years since their last appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

The Directors presently in office are Mr Graham Chrisp, Mr Jason Chrisp, Mr Benjamin Chrisp, Mr Michael Hatcher and Mr Peter Reynolds.

Mr Graham Chrisp has been equal longest in office since his last re-appointment and will retire by rotation at the annual general meeting. Mr Graham Chrisp is eligible for, and has offered himself for re-election.

The resume of Mr Graham Chrisp is as follows:-

Mr Graham Chrisp was the founder of Outback Metals and is an experienced civil engineer, minerals explorer and successful businessman with numerous corporate skills. He has an intimate knowledge of the Company's projects, having acquired them over many years and carried out extensive exploration on a number of them. He is also a director of Centrex Metals Limited and several private companies.

The Directors (excluding Mr Graham Chrisp) unanimously recommend that Shareholders vote in favour of Resolution 4. The Chairman intends to vote undirected proxies in favour of Resolution 4.

## Resolution 5 - Approval for the issue of up to 100,000,000 shares

The purpose of seeking shareholder approval for the issue of further shares is to enable the Company to issue shares beyond the number it may issue without shareholder approval so that it could take advantage of possible opportunities for raising further capital that may arise in the next 3 months.

Approval is sought under the following conditions:

- the maximum number of Shares proposed to be issued is 100,000,000;
- the date by which the Shares may be issued is the date no later than 3 months after the date of the meeting at which this resolution is passed;
- allotment may occur progressively;
- the issue price is a minimum price of 80% of the average market price (as defined in ASX Listing Rule 19) for ordinary shares in the Company calculated over the last 5 days on which sales in the ordinary shares of the Company were recorded before the day on which the issue is made or, if there is a prospectus, Product Disclosure Statement or offer information statement relating to the issue, over the last 5 days on which sales in the ordinary shares of the Company were recorded before the date of the prospectus, Product Disclosure Statement or offer information statement is signed;
- each allottee will be identified or selected as a corporation interested in investing in the Company, approved by the Board, and most likely will be a 'sophisticated investor' or a 'professional investor' within the meaning of the Corporations Act;
- the Shares will rank *pari passu* with all other issued ordinary shares in the Company;
- the intended use of the funds raised is for working capital, to discharge current liabilities, to further evaluate the Company's tenements and, possibly, to acquire further assets (including tenements).



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The Company will disregard any votes cast on Resolution 5 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, or an associate of such person.

## GLOSSARY

In the Notice of Annual General Meeting and the Explanatory Memorandum, the following terms have the following unless the context otherwise requires:

"ASX" means ASX Limited ACN 008 624 691 or the securities exchange operated by ASX Limited (as the context requires);

"Board" means the Board of Directors from time to time.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealings with the Company; or
- (e) a company the member controls;

"Company" means Outback Metals Limited (ACN 126 797 573).

"Constitution" means the constitution of the Company from time to time.

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

"Directors" means the directors of the Company from time to time and "Director" means any one of them.

"Explanatory Memorandum" means the explanatory memorandum accompanying the Notice of Annual General Meeting.

"Key Management Personnel" means 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.

"Listing Rules" means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

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

"Shareholder" means a holder of Shares in the Company.

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760 (outside Australia) +61  
2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

**Your Address**

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

**YOUR VOTE IS IMPORTANT**

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 3.00PM (ADELAIDE TIME)  
SUNDAY 27<sup>TH</sup> NOVEMBER 2011

**TO VOTE ONLINE**



- STEP 1 : VISIT [www.boardroomlimited.com.au/vote/oumagm2011](http://www.boardroomlimited.com.au/vote/oumagm2011)
- STEP 2: Enter your holding/Investment type
- STEP 3: Enter your Reference Number and VAC:

**Reference Number:**

Please note it is important you keep this confidential

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1 Appointment of Proxy**

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

**Proxy which is a Body Corporate**

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

**Appointment of a Second Proxy**

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

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

**STEP 2 Voting Directions to your Proxy**

You can tell your Proxy how to vote

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

**STEP 3 Sign the Form**

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

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

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

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

**STEP 4 Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **3.00pm (Adelaide time) Tuesday, 29<sup>th</sup> November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL** - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

**Vote online at:**

**[www.boardroomlimited.com.au/vote/oumagm2011](http://www.boardroomlimited.com.au/vote/oumagm2011)**  
or turnover to complete the Form ➔

**Attending the Meeting**

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



# Outback Metals Limited

## STEP 1 - Appointment of Proxy

I/We being a member/s of **Outback Metals Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) 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 at the **Annual General Meeting of Outback Metals Limited to be held at Level 1, 28 Greenhill Rd, Wayville, South Australia, 5034 on Tuesday 29 November 2011 at 3:00pm (Adelaide time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolution 1, please mark this box. *By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. By marking this box I/we acknowledge the Chairman of the Meeting can exercise my/our proxy even though he has an interest in the outcome of the resolution and unless a specific voting direction has been specified below, the Chairman of the Meeting is directed to vote in accordance with his voting intention as set out below.*

**The Chair will vote all undirected proxies in favour of resolution 1.**

## STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of the Remuneration Report for the year ended 30 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Michael Hatcher as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Peter Reynolds as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Graham Chrisp as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval for the issue of up to 100,000,000 shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / / 2011