

# WILD ACRE

METALS LIMITED

ABN 29 125 167 133

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

9.00 AM, MONDAY, 23 DECEMBER 2013

AT

SUITE 4, 6 RICHARDSON STREET  
WEST PERTH  
WESTERN AUSTRALIA

**Notice of General Meeting  
WILD ACRE METALS LIMITED**

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Notice is hereby given that a General Meeting of Wild Acre Metals Limited ("the Company") will be held at Suite 4, 6 Richardson Street, West Perth, Western Australia at 9:00 am (Western Standard Time) on Monday, 23 December 2013.

**AGENDA**

**RESOLUTION 1 – RATIFICATION OF ISSUE OF PRIOR PLACEMENT SHARES**

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

*"That pursuant to and in accordance with Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment and issue of 4,200,000 Shares at an issue price of \$0.05 per Share on the terms and conditions set out in the Explanatory Memorandum (Prior Placement)."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person (or any associate of such a person) who participated in the Prior Placement.

However, the Company need 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 the 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.

**RESOLUTION 2 – APPROVAL OF ISSUE OF PRIOR PLACEMENT OPTIONS**

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

*"That pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 4,200,000 free Attaching Options pursuant to the Prior Placement the subject of resolution 1, pursuant to the terms and conditions set out in the Explanatory Memorandum."*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by a person (or any associate of such a person) who participated in the Prior Placement and who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed.

However, the Company need not disregard a vote if:

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

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**RESOLUTION 3 – PARTICIPATION OF DIRECTOR IN PLACEMENT OF SHARES AND ATTACHING OPTIONS**

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

*That for the purposes of Listing Rule 10.11 and for all other purposes, members of the Company approve and authorise the Directors to issue up to 1,000,000 ordinary shares at an issue price of \$0.05 per share and 1,000,000 Attaching Options in the Company to Director Mr Grant Mooney or his nominee pursuant to the Placement.*

**Voting exclusion statement**

The Company will in accordance with section 224 of the Corporations Act, disregard any votes cast on Resolution 3 by Grant Mooney and any associates of Grant Mooney. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 4 – PARTICIPATION OF DIRECTOR IN PLACEMENT OF SHARES AND ATTACHING OPTIONS**

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

*That for the purposes of Listing Rule 10.11 and for all other purposes, members of the Company approve and authorise the Directors to issue up to 1,000,000 ordinary shares at an issue price of \$0.05 per share and 1,000,000 Attaching Options in the Company to Director Dr Philip Snowden or his nominee pursuant to the Placement.*

**Voting exclusion statement**

The Company will in accordance with section 224 of the Corporations Act, disregard any votes cast on Resolution 4 by Philip Snowden and any associates of Philip Snowden. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**RESOLUTION 5 – PARTICIPATION OF DIRECTORS IN PLACEMENT OF SHARES AND ATTACHING OPTIONS**

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

*That for the purposes of Listing Rule 10.11 and for all other purposes, members of the Company approve and authorise the Directors to issue up to 200,000 ordinary shares at an issue price of \$0.05 per share and 200,000 Attaching Options in the Company to Mr William Richard (Rick) Brown or his nominee pursuant to the Placement.*

**Voting exclusion statement**

The Company will in accordance with section 224 of the Corporations Act, disregard any votes cast on Resolution 5 by William Brown and any associates of William Brown. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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**BODIES CORPORATE**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the 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.

**PROXIES**

In accordance with Section 249L of the Corporations Act 2001, members are advised:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company;
- a member who is 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.

In accordance with Section 250BA of the Corporations Act 2001 the Company specifies the following for the purposes of receipt of proxy appointments:

<b><i>In person:</i></b> Security Transfer Registrars Pty Ltd Alexandrea House, Suite 1 770 Canning Highway Applecross WA 6153	<b><i>By post:</i></b> Security Transfer Registrars Pty Ltd PO Box 535 Applecross WA 6953	<b><i>By facsimile:</i></b> Facsimile: +61 8 9315 2233
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Each shareholder entitled to vote at the General Meeting has the right to appoint a proxy to vote on each particular resolution. The shareholder may specify the way in which the appointed proxy is to vote on a particular resolution or may allow the appointed proxy to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the General Meeting. This proxy form may be sent by facsimile transmission to the number identified on the proxy form.

For the purposes of Section 1074E of the Corporations Act the Company determines that members holding ordinary shares at 9.00am, Saturday, 20 December 2013 will be entitled to attend and vote at the General Meeting.

**INCORPORATION OF EXPLANATORY MEMORANDUM**

The Explanatory Memorandum to Shareholders attached to this Notice of General Meeting, is hereby incorporated into and forms part of this Notice of General Meeting.

By order of the Board



**Grant J Mooney**  
Company Secretary  
20 November 2013

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum 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.

### **INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders of Wild Acre Metals Limited ("**the Company**") in connection with the business to be conducted at the General Meeting to be held Suite 4, 6 Richardson Street, West Perth, Western Australia on Monday 23 December 2013 at 9.00 am (WST).

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting.

Defined terms in this Explanatory Memorandum and accompanying Notice of General Meeting have, unless provided otherwise, the meaning given by the Glossary.

### **RESOLUTION 1 - RATIFICATION OF ISSUE OF PRIOR PLACEMENT SHARES**

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of Shareholders under Listing Rule 7.1 if subsequently approved by Shareholders, thereby "refreshing" the Company's ability to issue shares within the 15% limit, and restoring the Company's ability to make placements within that limit (if that is thought desirable) without the need for Shareholder approval. While the Shares described in this Resolution 4 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's ability to issue securities will be "refreshed" and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the issue of the Shares the subject of this Resolution:

- 4,200,000 Shares were issued to various sophisticated investors on or about 22 November 2013;
- the Shares were issued at an issue price of \$0.05 each;
- the Shares issued are fully paid ordinary shares that rank equally in all respects with existing Shares;
- A total of \$210,000 before costs was raised from the issue for the purposes of funding exploration activities and for general working capital purposes.
- None of the participants in the Prior Placement were considered a related party of the Company.

### **RESOLUTION 2 – APPROVAL OF ISSUE OF PRIOR PLACEMENT ATTACHING OPTIONS**

Listing Rule 7.1 provides that a listed company may not issue securities in any 12 month period which, when aggregated with the value of the other securities issued within that 12 month period, exceed 15% of the value of ordinary shares on issue at the beginning of the 12 month period, unless the issue falls within one of the nominated exceptions or the prior approval of members of the company in general meeting is obtained.

The Company is seeking shareholder approval for the issue of 4,200,000 Attaching Options at a strike price of 15 cents each, exercisable on or before 31 January 2017. The Attaching Options are to be issued to those parties who participated in the placement that is the subject of Resolution 1 (Prior Placement). The Company may apply for quotation of these options in due course.

In compliance with Listing Rule 7.3 shareholders are advised as follows:

- The total number of securities which may be issued is 4,200,000 Options;
- The Options will be issued with a strike price of \$0.15, exercisable on or before 31 January 2017;
- Upon receipt of shareholder approval for this Resolution, the Options will be issued immediately following the Shareholders meeting;
- The Options will be issued at nil consideration and as such, no funds shall be raised from the issue of these Options;
- The terms and conditions of the options are as set out in Annexure A to this Notice of Meeting.
- the Attaching Options will be issued immediately following the shareholders meeting on the one date and in any event within 3 months of the shareholders meeting.

**RESOLUTIONS 3, 4 & 5 – PARTICIPATION OF DIRECTORS IN PLACEMENT OF SHARES AND ATTACHING OPTIONS**

Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. The Directors each wish to participate in the placement of up to 2,200,000 ordinary shares in the Company at an issue price of \$0.05 per share (**Placement**) as previously announced to ASX on 18 November 2013. Their participation must be approved by the shareholders in accordance with Listing Rule 10.11.

In compliance with Listing Rule 10.13, Shareholders are advised:

- the Company will issue the shares to Messrs Mooney, Snowden and Brown no later than 1 month after the date of the meeting;
- the issue price of the share will be \$0.05 together with 1 free Attaching Option per Share issued. A total of \$110,000 will be raised from the issue of the Shares and Attaching Options to Directors;
- the Shares issued will rank equally with the existing Shares on issue;
- The Attaching Options will have an exercise price of \$0.15 and an expiry date of 31 January 2017;
- No funds will be raised from the issue of the Attaching Options;
- Subject to compliance with ASX Listing Rules, the Company may apply for quotation of the Attaching Options; and
- the funds from the issue of the Shares will be applied towards exploration and for working capital purposes.

Table 1 and 2 below sets out the direct and indirect relevant interests of each of Messrs Mooney, Snowden and Brown prior to and following the issue of the Shares and Attaching Options the subject of Resolutions 3, 4 and 5.

**Table 1  
Relevant Interests of Directors immediately Prior to the Issue of Shares and Attaching Options to Directors**

<b>Director</b>	<b>Number of Shares</b>	<b>Options</b>	<b>Voting Power</b>
Grant Mooney	3,462,111	3,731,055	5.85%
Philip Snowden	1,920,000	1,455,000	3.20%
William Brown	1,000,000	4,000,000	1.70%

**Table 2  
Relevant Interests of Directors immediately Following to the Issue of Shares and Attaching Options to Directors**

<b>Director</b>	<b>Number of Shares</b>	<b>Options</b>	<b>Voting Power</b>
Grant Mooney	4,462,111	4,731,055	7.28%
Philip Snowden	2,920,000	2,455,000	4.76%
William Brown	1,200,000	4,200,000	1.96%

**GLOSSARY**

**General Meeting** means the meeting of Shareholders called by the Notice of Meeting of which this Explanatory Memorandum forms part.

**ASX** means ASX Limited (ACN 008 624 691).

**ASX Listing Rules** means the Listings Rules of the ASX.

**Attaching Options** means the listed Options attaching to the Shares issued or to be issued pursuant to the Placement and the Prior Placement and with an exercise price of \$0.15 each, expiring on 31 January 2017.

**Board** means the board of Directors of the Company.

**Chair** or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

**Constitution** means the Constitution of the Company.

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

**Directors** means directors of the Company.

**Explanatory Memorandum** means this explanatory memorandum.

**Notice of Meeting** means the Notice of Meeting of which this Explanatory Memorandum forms part.

**Option** means an option to subscribe for a Share.

**Placement** means the placement of 6,200,000 Shares and 6,200,000 Attaching Options as announced to ASX on 18 November 2013.

**Prior Placement** means the placement of 4,200,000 Shares and 4,200,000 Attaching Options forming part of the Placement as announced to ASX on 18 November 2013.

**Wild Acre Metals** or **the Company** means Wild Acre Metals Limited (ACN 125 167 133).

**Resolution** means a resolution to be considered by the Shareholders at the General Meeting.

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

**Shareholder** or member means a registered member of the Company.

**WST** means Australian Western Standard Time.

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

**ANNEXURE A**

**TERMS AND CONDITIONS OF ATTACHING OPTIONS**

(a) **Entitlement**

The Options entitle the holder to subscribe for one (1) unissued Share upon the exercise of each Option.

(b) **Exercise Price**

The exercise price of each Option is \$0.15.

(c) **Expiry Date**

Each Option expires on 31 January 2017.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the expiry date.

(e) **Notice of Exercise**

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

(f) **Shares issued on exercise**

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

(g) **Quotation of Listed Options and Shares on exercise**

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

(h) **Timing of issue of Shares**

After a 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 30 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 Options.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and Optionholders 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 Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(j) **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):



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**WILD ACRE METALS LIMITED**

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- (i) the number of Shares which must be issued on the exercise of a Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (ii) no change will be made to the Exercise Price.

(k) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price if a Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E [P - (S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one (1) Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.

(l) **Adjustments for reorganisation**

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

(m) **Options transferable**

The Options are transferable.

(n) **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.