



TREK METALS LIMITED

ARBN: 124 462 826

MAIL:

PO Box 1796, West Perth WA 6872 Australia

EMAIL:

info@trekmetals.com.au

www.trekmetals.com.au

28 July 2017

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING AND POSTPONEMENT OF ANNUAL GENERAL MEETING

Trek Metals Limited, (the “Company” or “Trek”, ASX Code: TKM) advises that enclosed with this announcement is an addendum (**Addendum**) to the Notice of Annual General Meeting dated 20 July 2017 (**Notice of Meeting**) to include an additional resolution as Resolution 10.

The additional Resolution 10 seeks shareholder approval to increase the authorised share capital of the Company to permit the shares to be issued pursuant to the capital raising which the Company is also seeking shareholder approval for pursuant to Resolution 5 of the Notice of Meeting.

To ensure shareholders have sufficient time to consider the additional Resolution 10, the Company has determined that the Annual General Meeting scheduled to be held on Monday, 31 July 2017 at 9:00am (Perth WST) is postponed until:

Date: Monday, 7 August 2017
Time: 9:00am (Perth WST)
Place: The Boardroom
Bentleys (WA) Pty Ltd
Level 3
216 St Georges Terrace
Perth, Western Australia

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- If you have already voted and wish to vote on Resolution 10 or otherwise change your proxy vote, please complete and return the new Proxy Form accompanying the Addendum.
- If you have already voted and do not wish to vote on Resolution 10 or change your proxy vote, you do not need to take any action. The Proxy Form you previously submitted remains valid.



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- If you have not returned a Proxy Form, please complete and return the new Proxy Form accompanying the Addendum.

Proxy Forms must be returned to the Company not later than 9:00am (Perth WST) on Saturday, 5 August 2017.

Holders of CHESS Depositary Interests ("CDI") are invited to attend the Postponed Meeting but are not entitled to vote at the Postponed Meeting. In order to have votes cast at the Postponed Meeting on their behalf, CDI holders must complete, sign and return the CDI Form of Instruction enclosed with the Addendum to the Company at Suite 5, 56 Kings Park Road, West Perth WA 6005, PO Box 1796, West Perth WA 6872 or alternatively you can email your form to nerida@trekmetals.com.au, so that CDI holders can direct CHESS Depositary Nominees Pty Ltd ("CDN") to vote the underlying Shares on their behalf. The CDI Form of Instruction needs to be received by not later than 9:00 am (Perth WST) on Friday, 4 August 2017.

For further information, please contact Nerida Schmidt on nerida@trekmetals.com.au.

Yours sincerely,

Nerida Schmidt
Joint Company Secretary



TREK METALS LIMITED

Company No. (Bermuda) 35116

ARBN 124 462 826

**ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

Date of Meeting

Monday, 7 August 2017

Time of Meeting

9:00 am Perth WST / (10:00 pm Bermuda ADT (Atlantic Daylight Time) previous day)

Place of Meeting

The Boardroom
Bentleys (WA) Pty Ltd
Level 3
216 St Georges Terrace
Perth, Western Australia

This document is an addendum to the notice of annual general meeting ("**Notice**") dated 20 July 2017 for the annual general meeting of Trek Metals Limited to be held on 31 July 2017 ("**Addendum**"). This Addendum varies the Notice and accompanying Explanatory Memorandum, and should be read together with the Notice and Explanatory Memorandum. The Proxy Form despatched to Shareholders on 20 July 2017 has been amended. A new Proxy Form is provided with this Addendum for Shareholders wishing to change their vote or submit a Proxy Form.

Trek Metals Limited
Company No. (Bermuda) 35116
ARBN 124 462 826

Trek Metals Limited (ARBN 124 462 826) ("**Company**") gives notice to Shareholders of amendments to the notice of annual general meeting ("**Notice**") and the accompanying explanatory memorandum ("**Explanatory Memorandum**") dated 20 July 2017 and of its intention to postpone the annual general meeting of Shareholders to be held at The Boardroom Bentleys (WA) Pty Ltd, Level 3, 216 St Georges Terrace, Perth, Western Australia on Monday, 31 July 2017 at 9:00 am (WST) ("**Meeting**") to:

New date for annual general meeting: Monday, 7 August 2017 at 9:00 am (WST) (10:00 pm Bermuda ADT (Atlantic Daylight Time) previous day) ("**Postponed Meeting**")

Location unchanged: The Boardroom Bentleys (WA) Pty Ltd, Level 3, 216 St Georges Terrace, Perth, Western Australia

The postponement is being proposed to provide Shareholders with adequate time to consider this Addendum.

SUMMARY

It is proposed that the Meeting to be held at 9:00 am (WST) on Monday, 31 July 2017 will be postponed until 9:00 am (WST) on Monday, 7 August 2017. The business described in the Notice (as amended by this Addendum) will then be transacted at the Postponed Meeting.

Capitalised terms used which are not defined have the same meaning given in the Notice.

IMPORTANT NOTICE

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

VOTING BY PROXY

Proxy Forms already received by the Company in accordance with the instructions in the Notice will still be accepted by the Company and will be counted in relation to the Resolutions to be voted on by Shareholders at the Postponed Meeting.

Shareholders who have already voted and wish to vote on Resolution 10 or otherwise change their proxy vote may complete and return the new Proxy Form accompanying this Addendum.

Shareholders who have already voted and do not wish to vote on Resolution 10 or change their proxy vote need not take any action.

Shareholders who have not yet cast a vote may do so by completing and returning the new Proxy Form accompanying this Addendum.

The deadline for the submission of Proxy Forms for the Postponed Meeting will be extended to 9:00 am (WST) on Saturday, 5 August 2017.

CHESS DEPOSITARY INTERESTS

Holders of CHESS Depositary Interests ("**CDI**") are invited to attend the Postponed Meeting but are not entitled to vote at the Postponed Meeting. In order to have votes cast at the Postponed Meeting on their behalf, CDI holders must complete, sign and return the CDI Form of Instruction enclosed with this Notice to the Company at Suite 5, 56 Kings Park Road, West Perth WA 6005, PO Box 1796, West Perth WA 6872 or alternatively you can email your form to nerida@trekmetals.com.au, so that CDI holders can direct CHESS Depositary Nominees Pty Ltd ("**CDN**") to vote the underlying Shares on their behalf. The CDI Form of Instruction needs to be received by not later than 9:00 am (WST) on Friday, 4 August 2017.

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

The Directors have resolved to add Resolution 10 and amend Resolutions 5 to 8 (inclusive) to the Notice as detailed below.

ADDITIONAL RESOLUTION

Resolution 10 – Increase of Authorised Share Capital

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

“That, for the purposes of Bermudian law and for all other purposes, the authorised share capital of the Company be and is hereby increased from £1,800,000 divided into 180,000,000 shares of 1p each to £3,950,000 by the creation of an additional 215,000,000 shares of 1p each in the capital of the Company each ranking pari passu in all respects with the existing shares.”

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue, a person who might obtain a benefit, except a benefit solely in the capacity of the holder of ordinary securities if the Resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if it is cast by:

- (a) a person as a 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 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.

AMENDMENTS TO RESOLUTIONS

Resolution 5

Resolution 5 of the Notice is amended such that the Resolution is subject to and conditional on the passing of Resolution 10.

Resolutions 6 to 8 (inclusive)

Resolutions 6 to 8 of the Notice (inclusive) are amended such that those Resolutions are subject to and conditional on the passing of Resolutions 5 and 10.

Resolution 8

Resolution 8 of the Notice is further amended such that references to "Perpetual Corporate Trust Limited" is replaced with "Theta Asset Management Limited" and the definition of "ARF" is amended in accordance with the amendment as detailed in the Explanatory Memorandum to be "Theta Asset Management Limited in its capacity as trustee of the Auctus Resources Fund".

BY ORDER OF THE BOARD

Bradley Drabsch

Managing Director

Dated: 27 July 2017

Trek Metals Limited

**Company No. (Bermuda) 35116
ARBN 124 462 826**

ADDENDUM TO THE EXPLANATORY MEMORANDUM

The Directors have resolved to amend and supplement the information contained in the Explanatory Statement as detailed below.

ADDITIONAL INFORMATION TO EXPLANATORY MEMORANDUM

Resolution 10 - Increase of Authorised Share Capital

General

The Company is required to seek Shareholder approval in order to increase its authorised share capital. Currently, the Company has an authorised share capital of £1,800,000 (divided into 180,000,000 shares of 1p each). In order for the Company to be capable of issuing that maximum number of Shares contemplated by Resolution 5, the exercise of allotted options currently on issue and to enable it to issue securities under its ASX Listing Rules 7.1 and 7.1A capacity, the Company is required to increase its authorised share capital to £3,950,000 of 395,000,000 shares, by the creation of an additional 215,000,000 shares of 1p each.

Shares	Number	Authorised Share Capital
Authorised share capital as at 20 July 2017	180,000,000	£1,800,000
Additional number authorised to be issued	215,000,000	£2,150,000
Total	395,000,000	£3,950,000

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 10.

The Chairman intends to vote available undirected proxies in favour of Resolution 10.

AMENDMENT TO EXPLANATORY MEMORANDUM

The information in Resolution 5 of the Explanatory Statement is amended to reflect that Resolution 5 is subject to and conditional on the passing of Resolution 10.

The information in Resolutions 6 to 8 (inclusive) of the Explanatory Statement are amended to reflect that each Resolution is subject to and conditional on the passing of Resolutions 5 and 10.

References to "Perpetual Corporate Trust Limited in its capacity as custodian of the Auctus Resources Fund" in Resolution 8 of the Explanatory Statement and the definition of "ARF" in the Glossary of Terms are replaced with "Theta Asset Management Limited in its capacity as trustee of the Auctus Resources Fund".

PROXY FORM

The Company Secretary
Trek Metals Limited

By delivery:

Suite 5, 56 Kings Park Road
West Perth WA 6005

By post:

PO Box 1796
West Perth WA 6872

By email:

nerida@trekmetals.com.au

Step 1 – CHESS Depositary Nominees Pty Ltd will vote as directed

I/We¹ _____
of _____

Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Trek Metals Limited hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Trek Metals Limited to be held at The Boardroom, Bentleys (WA) Pty Ltd, Level 3, 216 St Georges Terrace, Perth, Western Australia on Monday, 7 August 2017 at 9:00 am Perth WST / (10:00 pm Bermuda ADT (Atlantic Daylight Time) previous day) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Voting Instructions will only be valid and accepted by the Company if they are made and received no later than 72 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an X.

Step 2 – Instructions as to Voting on Resolutions

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

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

		For	Against	Abstain
Resolution 1	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Ms Sonja Neame	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Mr Michael Bowen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Subsequent Approval under ASX Listing Rule 7.4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Issue of Capital Raising Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Participation in Capital Raising by Mr Brad Drabsch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Participation in Capital Raising by Mr Michael Phillip Bowen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Participation in Capital Raising by Perpetual Corporate Trust Limited in its Capacity as trustee of the Auctus Resources Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Increase of Authorised Share Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

¹Insert name and address of Shareholder

Authorised signature/s

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Voting Instruction Notes:

Each CHESS Depositary Interest (CDI) is equivalent to one share in the Company, so that every 1 (one) CDI registered in your name at 5 August 2017 entitles you to one vote. You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.
Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

Voting Instruction forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Voting Instruction form (and the power of attorney or other authority) must be deposited at or received by email at the address below no later than 72 hours prior to the time of commencement of the Annual General Meeting (WST).

Hand deliveries: Suite 5, 56 Kings Park Road, West Perth WA 6005

Postal address: PO Box 1796, West Perth WA 6872

Email: nerida@trekmetals.com.au