

PLANET METALS LIMITED

ACN 108 146 694

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Date of Meeting: Wednesday 27 November 2013
Time of Meeting: 11:00 am (Brisbane time)
Place of Meeting Grant Thornton
Level 18,
King George Central
145 Ann Street,
Brisbane Qld 4000

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of **Planet Metals Limited ACN 108 146 694 (Planet Metals or Company)** will be held at the offices of Grant Thornton, Level 18, King George Central, 145 Ann Street, Brisbane on Wednesday 27 November 2013 commencing at 11:00 am (Brisbane time).

Agenda

Financial Statements and Reports

1. Resolution 1: Remuneration Report
2. Resolution 2: Re-election of Mr Thomas Pickett
3. Resolution 3: Re-Election of Mr Laurie Johnson
4. Resolution 4: Re-Election of Mr John Hamilton
5. Resolution 5: Re-Election of Mr Adam Colrain
6. Resolution 6: Ratify the Appointment of Grant Thornton Audit Pty Ltd as auditors
7. Resolution 7: Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

Ordinary Business

Audited Financial Statements and Reports

Consideration and discussion of Audited Financial Statements for the year ended 30 June 2013 (Audited Financial Statements), which are being circulated to Shareholders who have elected to receive a paper copy of the Company's reports in the attached Annual Report and which was released to the ASX on 4 September 2013. Shareholders who have given the Company an election not to receive an electronic copy of the Company's reports and Shareholders from whom the Company has not received an election as to how they wish to receive the Company's reports can directly access the Audited Financial Statements on the Company's website at www.planetmetals.com.au and by selecting the link titled "Audited Financial Statements",

Neither the Corporations Act nor the Company's Constitution requires Shareholders to vote on such reports. However Shareholders will be given ample opportunity to raise questions about the Reports at the meeting.

1. Resolution 1: Remuneration Report

To consider and, if thought fit, to pass the following advisory resolution in accordance with Section 250R(2) of the *Corporations Act*:

"That the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2013".

Advisory Vote

The vote on this Resolution 1 is advisory only and does not bind the Directors of the Company.

Voting Restriction pursuant to Section 250R(4) of the Corporations Act

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

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

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the voter is the Chair and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Voting Intention of Chair

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

2. Resolution 2: Re-election of Mr. Thomas Pickett as a Director

To consider and, if thought fit, to pass the following Ordinary Resolution:

“That Mr. Thomas Pickett, who was appointed by the Directors in accordance with Article 38.1 of the Company’s Constitution, retires in accordance with Article 38.2 of the Constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”

Details of Mr Pickett’s qualifications and experience are set out in the explanatory memorandum accompanying this Notice of Meeting.

3. Resolution 3: Re-election of Mr Laurie Johnson as a Director

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

“That Mr Laurie Johnson who was appointed by the Directors in accordance with Article 38.1 of the Company’s Constitution, retires in accordance with Article 38.2 of the Constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”

Details of Mr Johnson’s qualifications and experience are set out in the explanatory memorandum accompanying this Notice of Meeting.

4. Resolution 4: Re-election of Mr John Hamilton as a Director

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

“That Mr John Hamilton, who was appointed by the Directors in accordance with Article 38.1 of the Company’s Constitution, retires in accordance with Article 38.2 of the Constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”

Details of Mr Hamilton’s qualifications and experience are set out in the explanatory memorandum accompanying this Notice of Meeting.

5. Resolution 5: Re-election of Mr Adam Colrain as a Director

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

“That Mr Adam Colrain, who was appointed by the Directors in accordance with Article 38.1 of the Company’s Constitution, retires in accordance with Article 38.2 of the Constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director of the Company.”

Details of Mr Colrain’s qualifications and experience are set out in the explanatory memorandum accompanying this Notice of Meeting.

6. Resolution 6: Ratify the Appointment of Grant Thornton Audit Pty Ltd as Auditor

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

“That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company’s current auditor, Grant Thornton Queensland Partnership, for the purposes of section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company with effect from the later of the date of this AGM or such other date as specified by the consent from ASIC and that the directors be authorised to set its remuneration.”

Special Business

7. Resolution 7: Approval for the Company to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

To consider and, if thought fit, pass the following resolution as a Special Resolution:

“That, pursuant to and in accordance with Listing Rule 7.1A, and for all other purposes, the Shareholders approve the issue of Shares in a number which is up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, over a 12 month period from the date of this Annual General Meeting, at a price not less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions in the Explanatory Memorandum (10% Securities).”

Voting exclusion statement

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

However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important Note:

The proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

By order of the Board

Garry Gill
Company Secretary
9 October 2013

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is provided to Shareholders of Planet Metals Limited ACN 108 146 694 (Planet Metals or Company) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at the offices of Grant Thornton, Level 18, King George Central, 145 Ann Street, Brisbane on Wednesday 27 November 2013 commencing at 11:00 am (Brisbane time).

The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

1. Resolution 1 - Remuneration Report

Remuneration Report

The Remuneration Report which details the remuneration of the Company's Directors, Company Secretary and senior executives is set out in the Planet Metals Limited 2013 Financial Report, which may be viewed on the Company's website (www.planetmetals.com.au).

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution. This resolution shall be determined as if it were an Ordinary Resolution, although under Section 250R(3) of the Corporations Act, the vote does not bind the Directors of the Company. However the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Voting Exclusion Statement

There are restrictions on members of the Key Management Personnel and their Closely Related Parties and their proxies voting on Resolution 1, details of which are set out in the Voting Restriction Statement included in Resolution 1 of the Notice of Meeting.

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1 subject to compliance with the Corporations Act.

Directors' Recommendations

The Board unanimously recommends that Shareholders vote in favour of Resolution 1. A vote on this Resolution is advisory only and does not bind the Directors of the Company.

2. Resolution 2 - Re- election of Mr. Thomas Pickett as a Director

Article 38.2 of the Company's Constitution and Listing Rule 14.4 requires that a Director appointed to fill a casual vacancy or as an addition to the Board pursuant to Article 38.1 of the Constitution shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

Mr Thomas Pickett, who was appointed by the Directors on 15 May 2013 retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Mr Pickett has a background in law combined with hands-on experience in the mining and exploration industry. Mr Pickett originally worked as a cadet metallurgist in 1990 with ASX-listed Diversified Mineral Resources NL in Cloncurry and continued later with private mining group Kaldig Pty Ltd within their underground mining and CIP processing operations at Cloncurry. He continued to be involved with Kaldig over 10 years on a consulting basis.

Between 2002 and 2005, Mr Pickett was a Director of ASX-listed CuDeco Ltd and was involved in all aspects of the company's operations and compliance including guidance and management of litigation, implementation of policies and procedures surrounding mine planning. More recently in 2011, he joined the board of Dynasty Metals Australia Ltd as the non-executive chairman and in 2013, was appointed a non-executive Director of Discovery Resources Limited. Mr Pickett was appointed Chairman of Planet Metals Limited on 4 September 2013.

Recommendation

The Directors (with Mr Pickett abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

3. Resolution 3 – Re- election of Mr Laurie Johnson as a Director

Article 38.2 of the Company's Constitution and Listing Rule 14.4 requires that a Director appointed to fill a casual vacancy or as an addition to the Board pursuant to Article 38.1 of the Constitution shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

Mr Laurie Johnson, who was appointed by the Directors on 25 September 2013 retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Mr Johnson is a geologist with more than 45 years' experience in exploration, development and mining throughout Australia and overseas, particularly the Pacific Rim. Mr Johnson has extensive experience in the ASX-listed junior resource sector with previous roles including Managing Director and Chairman of City Resources in the late 1980s and Managing Director of Monto Minerals from 1995-2003. Mr Johnson was also involved in the discovery and development of the Red Dome and Selwyn gold-copper mines in North Queensland and was a former director of Elders Resources.

Recommendation

The Directors (with Mr Johnson abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

4. Resolution 4 - Election of Mr John Hamilton as a Director

Article 38.2 of the Company's Constitution and Listing Rule 14.4 requires that a Director appointed to fill a casual vacancy or as an addition to the Board pursuant to Article 38.1 of the Constitution shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

Mr John Hamilton, who was appointed by the Directors on 25 September 2013 retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Mr Hamilton is an experienced finance and investment executive who has been running a private investment company for the last 24 years. Mr Hamilton is also experienced in various forms of transport and logistics having operated transport companies which he later sold to a large transport, storage and infrastructure group. Mr Hamilton is a major shareholder in the Company having recently acquired 9.57% of the Company's shares

Recommendation

The Directors (with Mr Hamilton abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution.

5. Resolution 5 - Election of Mr Adam Colrain as a Director

Article 38.2 of the Company's Constitution and Listing Rule 14.4 requires that a Director appointed to fill a casual vacancy or as an addition to the Board pursuant to Article 38.1 of the Constitution shall hold office only until the next following Annual General Meeting and shall then be eligible for re-election.

Mr Adam Colrain, who was appointed by the Directors on 3 October 2013 retires in accordance with the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Mr Colrain has extensive experience as a civil engineer and has held senior positions within the civil construction industry. Mr Colrain has as a result of his background in civil engineering been involved with the approval processes at state government level for the mining sector. Mr Colrain has for a number of years run his own project management company dealing with many development projects and stakeholders. Mr Colrain is a major shareholder in the Company holding 5.0% of the Company's shares

Recommendation

The Directors (with Mr Colrain abstaining) recommend that Shareholders vote in favour of this Ordinary Resolution

6. Resolution 6 - Ratify the Appointment of Grant Thornton Audit Pty Ltd as Auditor

Grant Thornton has recently changed from a state based federation of firms into a single national firm. Accordingly, all Grant Thornton state based practices are transferring their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd). For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

To give effect to the proposed change, Grant Thornton Queensland Partnership has requested Australian Securities & Investments Commission ("ASIC") to consent to their resignation in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton Queensland Partnership, and the Company anticipates that this consent will be received.

If Resolution 6 is passed, the resignation of Grant Thornton Queensland Partnership and the appointment of Grant Thornton Audit Pty Ltd will take effect on the date of this AGM or when the consent of ASIC is received. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination of auditor is attached as Annexure A.

Recommendation

The Board recommends that Shareholders vote in favour of this Ordinary Resolution.

7. Resolution 7: Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A

Introduction

Pursuant to Resolution 7, the Company is seeking shareholder approval to issue an additional 10% of issued capital over a 12 month period pursuant to Listing Rule 7.1A. If passed, this resolution will allow the Company to allot and issue up to the number of new Equity Securities calculated in accordance with Listing Rule 7.1A.2 (**10% Securities**) each at an issue price of at least 75% of the volume weighted average price (**VWAP**) for the Company's Equity Securities in that class (calculated over the last 15 days on which trades in the Equity Securities are recorded immediately before the date on which the price at which the Placement Securities are to be issued is agreed, or if the 10% Securities are not issued within 5 trading days of that date, the date on which the 10% Securities are issued) (**Issue Price**).

This approval is sought pursuant to Listing Rule 7.1A. Under Listing Rule 7.1A small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by Special Resolution at the AGM, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Issue**). The Additional 10% Issue under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the 10% Securities to raise funds for the Company and for non-cash consideration (further details of which are set out below). Funds raised from the issue of 10% Securities, if undertaken, would be applied to progress the objectives of Company including the funding of exploration activities, working capital, acquisitions and the payment of any costs of the issue of the 10% Securities.

Listing Rule 7.1A

a) General

i. Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 2 October 2013 the Company's market capitalisation was \$2.3 million based on the Closing Trading Price on 1 October 2012. The calculation of market capitalisation will be based on the Closing Price of the Shares, on the last Trading Day on which trades in the Shares were recorded before the date of the AGM, multiplied by the number

of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is not included in the S&P/ASX300 Index as at the time of this AGM, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September.

The Company is therefore an Eligible Entity and able to undertake an Additional 10% Issue under Listing Rule 7.1A.

In the event that the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholders' approval pursuant to this Resolution 7, the approval obtained will not lapse and the Company will still be entitled to issue the Placement Securities.

ii. **Special Resolution**

Listing Rule 7.1A requires this Resolution 7 to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the resolution. Pursuant to Listing Rule 7.1A, no Placement Securities will be issued until and unless this Special Resolution is passed at the Meeting.

iii. **Shareholder approval**

The ability to issue the Placement Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

b) **Issue Period – Listing Rule 7.1A.1**

Assuming Resolution 7 is passed, Shareholder approval of the Additional 10% Issue under Listing Rule 7.1A is valid from the date of the AGM and expires on the earlier to occur of:

- i. the date that is 12 months after the date of the AGM; or
- ii. the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX.

If approval is given for the issue of the Additional 10% Issue then the approval will expire, on 27 November 2014, unless Shareholder approval is granted pursuant to Listing Rules 11.1.2 or 11.2 prior to that date.

c) **Calculation for Additional 10% Issue – Listing Rule 7.1A.2**

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 AGM, a number of Equity Securities calculated in accordance with the following formula:

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

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

- i. plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
- ii. plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- iii. plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rules 7.1 or 7.4. [Note: This does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity under Listing Rule 7.1 without Shareholder approval];
- iv. less the number of fully paid ordinary securities cancelled in the 12 months.

D is 10 percent.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

d) Listing Rule 7.1A.3

i. Equity Securities

Any Equity Securities issued under the Additional 10% Placement must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting, the only class of Equity Securities in the Company quoted on the ASX are 'Ordinary Shares (ORD)'. The Company presently has 76,160,663 Shares on issue as at the date of this Notice of Meeting.

ii. Minimum Issue Price

The issue price for the Placement Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

- the date on which the price at which the relevant Placement Securities are to be issued is agreed; or
- if the 10% Securities are not issued within 5 Trading Days of the date in paragraph (A) above, the date on which the relevant Placement Securities are issued.

e) Information to be given to ASX – Listing Rule 7.1A.4

If Resolution 7 is passed and the Company issues any Placement Securities under Listing Rule 7.1A, the Company will give to ASX:

- i. a list of allottees of the 10% Securities and the number of 10% Securities allotted to each (this list will not be released to the market); and
- ii. the following information required by rule 3.10.5A, which will be released to the market on the date of issue:
 - details of the dilution to the existing holders of Equity Securities caused by the issue;

- where the Equity Securities are issued for cash consideration, a statement of the reasons why the Company issued the Equity Securities as a placement under rule 7.1A and not as (or in addition to) a pro rata issue or other type of issue in which existing Shareholders would have been eligible to participate;
- details of any underwriting arrangements, including any fees payable to the underwriter; and
- any other fees or costs incurred in connection with the issue.

f) Listing Rule 7.1 and 7.1A

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

At the date of this Notice, the Company has on issue 76,160,663 Shares. The Company will have the capacity to issue the following Equity Securities on the date of the Meeting:

- 11,424,099 Equity Securities under Listing Rule 7.1; and
- subject to Shareholder approval being obtained under Resolution 7, 7,616,066 Shares under Listing Rule 7.1A.

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

Specific Information required by Listing Rule 7.3A

a) Minimum Price of securities issued under Listing Rule 7.1A – Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the 10% Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 Trading Days immediately before:

- the date on which the price at which the Placement Securities are to be issued is agreed; or
- if the 10% Securities are not issued within 5 Trading Days of the date in paragraph (1) above, the date on which the Placement Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the 10% Securities.

b) Risk of economic and voting dilution – Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 7 is passed and the Company issues the 10% Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 76,160,663 Shares. The Company could issue 7,616,066 Shares on the date of the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2 details of which are set out above). Any issue of 10% Securities will have a dilutive effect on existing Shareholders.

There is a specific risk that:

- the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any 10% Securities than it is on the date of the Meeting; and
- the 10% 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 or the value of the Placement Securities.

As required by Listing Rule 7.3A.2, Table 1 below shows the potential economic and voting dilution effect, in circumstances where the issued capital has doubled and the Market Price of the Shares has halved. Table 1 also shows additional scenarios in which the number of issued Shares have increased and the Market Price of the Shares has decreased.

Table 1

Issued Share Capital	50% decrease in Market Price \$0.015		Current Market Price \$0.030		100% increase in Market Price \$0.060	
	10 % Voting Dilution	Capital Raised	10 % Voting Dilution	Capital Raised	10 % Voting Dilution	Capital Raised
Present Issued Share Capital = 76,160,663 Shares	7,616,066 Shares	\$114,241	7,616,066 Shares	\$228,482	7,616,066 Shares	\$456,964
50% Increase in Share Capital = 114,240,995 Shares	11,424,099 Shares	\$171,361	11,424,099 Shares	\$342,723	11,424,099 Shares	\$685,446
100% Increase in Share Capital = 152,321,326 Shares	15,232,133 Shares	\$228,482	15,232,133 Shares	\$456,964	15,232,133 Shares	\$913,928

Assumptions and explanations

- *The Market Price is \$0.03 based on the closing price of the Shares on ASX on 1 October 2013.*
- *The above table only shows the dilutionary effect based on the issue of the 10% Securities and not any Shares issued under the 15% under Listing Rule 7.1.*
- *The 10% voting dilution reflects the aggregate dilution against the issued share capital at the time of issue.*
- *The Company issues the maximum number of Placement Securities.*
- *The Issued Share Capital has been calculated in accordance with the formula in Listing Rule 7.1A(2) as at 1 October 2013 and assuming all resolutions affecting share capital presented to the Annual General Meeting are passed.*
- *The issue price of the Placement Securities used in the table is the same as the Market Price and does not take into account the discount to the Market Price (if any).*

c) Final date for issue – Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue and allot the 10% Securities during the 12 months after the date of this Meeting which will end on 27 November 2014. The approval under Resolution 7 for the issue of the 10% Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the AGM.

d) Purpose – Listing Rule 7.3A.4

As noted above, the purpose for which the 10% Securities may be issued include to raise funds for the Company and for non-cash consideration (further details of which are set out below). Any funds raised from the issue of 10% Securities, if undertaken, would be applied to progress the objectives of Company including the funding of exploration activities, working capital, acquisitions and the payment of any costs of the issue of the 10% Securities.

e) Shares Issued for Non-cash consideration – Listing Rule 7.3A.4

The Company may issue 10% Securities for non-cash consideration, such as the acquisition of new assets or investments or the payment of expenses of the Company. If the Company issues 10% Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the 10% Securities complies with Listing Rule 7.1A.3.

f) Company's Allocation Policy – Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the 10% Securities. The identity of the allottees of 10% Securities will be determined on a case-by-case basis having regard to a number of 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 Shareholders can participate;
- ii. the effect of the issue of the 10% 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 allottees of the 10% Securities have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments for which 10% Securities are issued as consideration, it is likely that the allottees of some of the 10% Securities will be the vendors of the new assets or investments.

Details of all equity securities issued where previously obtained shareholder approval under listing rule 7.1A – Listing Rule 7.3A The Company previously obtained Shareholder approval under Listing Rule 7.1A at the previous Annual General Meeting held on 31 October 2012. No shares were issued pursuant to the approval during the year.

As the Company previously obtained Shareholder approval under Listing Rule 7.1A, the following information is provided to Shareholders, in accordance with Listing Rule 7.3A.6 regarding the total number of equity securities (quoted and unquoted) issued in the past 12 months preceding the date of the Meeting (that is, since 27 November 2012):

Number of equity securities on issue at commencement of 12 month period	69,217,114
Equity securities issued in prior 12 month period	17,915,112
Percentage previous issues represent of total number of equity securities on issue at commencement of 12 month period	25.88%

Specific details that are required to be provided for each issue of equity securities in the prior 12 month period are as follows:

Date of issue:	7 December 2012
Number issued:	17,915,112
Class/Type of equity security:	Fully paid ordinary shares
Summary of terms:	Share Purchase Plan offered to all shareholders
Names of persons who received securities or basis on which those persons was determined:	Existing shareholders who elected to subscribe for shares under the Offer
Price:	\$0.027
Discount to market price (if any):	\$0.001 (3.7%)
Total cash or non-cash consideration received:	\$483,708
Amount of cash consideration spent:	Nil
Use of cash consideration:	Exploration expenditure and working capital
Intended use for remaining amount of cash (if any):	Exploration expenditure and working capital

Voting Exclusion Statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the proposed allottees of any 10% Securities are not as yet known or identified. In these circumstances (and in accordance with the note set out in Listing Rule 14.11.1 relating to Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of the 10% Securities), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted and there is no reason to exclude their votes.

Recommendation

The Directors of the Company unanimously recommend that Shareholders vote in favour of Resolution 7.

8. Information for Shareholders

Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act.

Shareholders who are entitled to vote

The Company has determined that for the purpose of voting at the meeting, shares will be taken to be held by those members recorded in the Company's Register of Members as at 7.00 pm (Sydney time) on Tuesday 26 November 2013.

Proxy Votes

A member entitled to attend and vote at the meeting may appoint a proxy. The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please read carefully the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company.

The Proxy Form must be signed by the member or the member's attorney. Proxies given by corporations must be signed in accordance with the corporation's constituent documents, or as authorised by the Corporations Act.

To be valid, the Proxy Form must be lodged at least 48 hours before the time for holding the meeting by one of the following methods:

- (a) in person or by mail to either the share registry or the registered office of the Company:

Share Registry:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Level 7, 207 Kent St Sydney NSW 2000

Company:

Planet Metals Limited
PO Box 335
Wilston QLD 4051
Ground Floor, 230 Lutwyche Road Windsor 4030

- (b) by facsimile +61 2 9290 9655
(c) by online www.boardroomlimited.com.au/vote/pmqagm2013

If the Proxy Form is executed under a power of attorney that has not been noted by the Company, the power of attorney must accompany the Proxy Form

In the case of joint shareholders, the names of all joint shareholders should be shown and all joint shareholders should sign the Proxy Form.

9. Interpretation

The following terms used in the Notice of Meeting and the Explanatory Memorandum are defined as follows:

AGM means annual general meeting;

ASIC means the Australian Securities & Investments Commission;

ASX means the ASX Limited;

Business Day means a day on which all banks are open for business generally in Brisbane;

Chair means the person chairing the Meeting.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management

Personnel for an entity means:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or the member's spouse; or
- 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 entity; or
- e) a company the member controls; or
- f) a person prescribed by the regulations for the purposes of the definition of closely related party;

Company means Planet Metals Limited ACN 108 146 694 (ASX:PMQ);

Constitution means the constitution of the Company from time to time;

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

Directors mean the board of Directors of the Company as at the date of the Notice of Meeting and from time to time;

Eligible Entity has the meaning given to that term in the Listing Rules;

Equity Securities has the meaning given to that term in the Listing Rules;

Explanatory Memorandum means the explanatory statement accompanying this Notice;

Issue Date means the date of the Meeting or within one (1) month thereafter;

Key Management Personnel or **KMP** has the definition given in the Accounting Standard AASB 124 *Related Party Disclosure* as 'those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity';

Listing Rules means the official listing rules of the ASX as amended from time to time;

Market Price has the meaning given to that term in the Listing Rules; and

Meeting means the Annual General Meeting to be held on 27 November 2013 as convened by the accompanying Notice of Meeting;

Notice of Meeting or **Notice** means the notice of meeting giving notice to shareholders of the Meeting, accompanying this Explanatory Memorandum;

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of shareholders;

Remuneration Report means the section of the Directors' Report in the 2013 Financial Report dealing with the remuneration of the Company's Directors, Company Secretary and senior executives described as 'Remuneration Report'.

Resolutions means the resolutions set out in the Notice of Meeting;

Securities has the meaning given to that term in the Listing Rules;

Shares means fully paid ordinary shares in the Company from time to time;

Shareholder means a shareholder of the Company;

Special Resolution means a resolution:

- a) of which notice has been given as set out in paragraph 249L(1)(c) of the Corporations Act; and
- b) that has been passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Trading Day has the meaning given to that term in the Listing Rules.



All Correspondence to:

✉ By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 By Fax: +61 2 9290 9655

💻 Online: www.boardroomlimited.com.au

☎ By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11.00am on Monday 25 November 2013.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.boardroomlimited.com.au/vote/pmqagm2013

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your Voting Access Code:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate 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.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

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.

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 should 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 should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11.00am on Monday, 25 November 2013.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 Online www.boardroomlimited.com.au/vote/pmqagm2013

📠 By Fax + 61 2 9290 9655

✉ By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 In Person Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

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 in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

Appoint the **Chairman of the Meeting (mark box)**

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

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 the Company to be held at the offices of Grant Thornton, Level 18, King George Central, 145 Ann Street, Brisbane on Wednesday 27 November 2013 commencing at 11:00 am (Brisbane 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.

Chairman authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chairman of the Meeting as my/our proxy or the Chairman of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of this resolution even though the resolution is connected directly or indirectly with the remuneration of a member of key management personnel for company or consolidated entity.

The Chairman of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Thomas Pickett	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Mr Laurie Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Mr John Hamilton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-Election of Mr Adam Colrain	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratify the Appointment of Grant Thornton Audit Pty Ltd as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to issue an additional 10% of the issued capital of the Company over a 12 month period pursuant to Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
This form must be signed 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