
SIGNATURE METALS LIMITED**ABN 86 106 293 190****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 10:00am (AEDST)

DATE: Friday, 23 November 2012

PLACE: Link Market Services Limited
Level 1, 333 Collins Street
Melbourne, Victoria 3000

This Notice of Meeting 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9211 6653.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	10

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am (AEDST) on Friday 23 November 2012 at:

Link Market Services Limited
Level 1, 333 Collins Street
Melbourne, Victoria 3000

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- (a) post to the Company's share registry; Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001, Australia;
- (b) facsimile to; Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (c) in person to; Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace Perth WA 6000, Australia

so that it is received not later than 10:00am (AEDST) on 21 November 2012.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders will be held at 10:00 am (AEDST) on 23 November 2012 at the offices of Link Market Services Limited, Level 1, 333 Collins Street, Melbourne, Victoria 3000.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDST) on 21 November 2012.

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

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2012."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement – Resolution 1:

A vote on Resolution 1 (Remuneration Report) must not be cast, and the Company will disregard any votes cast, (in any capacity) by or on behalf of the following persons:

- members of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of such a member.

However, a person described above may cast a vote on this Resolution, and the Company need not disregard the vote, if the vote is cast on behalf of a person entitled to vote and:

- the person does so as a proxy appointed by writing which specifies how the proxy is to vote upon that Resolution; or
- it is cast by the person chairing the meeting, and;
 1. the proxy appointment does not specify how the proxy is to vote; and,
 2. the appointment 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.

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – RAYMOND TAN

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

"That, Raymond Tan, being a Director of the Company who was appointed on 25 June 2012, retires in accordance with clause 13.4 of the Company's Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

3. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – CHOY YIN WONG

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

"That, Choy Yin Wong, being a Director of the Company who was appointed on 3 April 2012, retires in accordance with clause 13.4 of the Company's Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – ROLAND SELVANAYAGAM

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

"That, Roland Selvanayagam, being a Director of the Company who was appointed on 3 April 2012, retires in accordance with clause 13.4 of the Company's Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

5. RESOLUTION 5 – RE-ELECTION OF DIRECTOR – DENIS CLARKE

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

"That, Denis Clarke, being a Director of the Company who was appointed on 14 September 2012, retires in accordance with clause 13.4 of the Company's Constitution and, being eligible for re-election, is re-elected as a Director of the Company."

6. RESOLUTION 6 – RE-ELECTION OF DIRECTOR – PETER CHEN

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

“That, Peter Chen, being a Director of the Company who was appointed on 3 October 2012, retires in accordance with clause 13.4 of the Company's Constitution and, being eligible for re-election, is re-elected as a Director of the Company.”

DATED: 11 OCTOBER 2012

BY ORDER OF THE BOARD

**ADRIAN DI CARLO
COMPANY SECRETARY**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00 am (AEDST) on 23 November 2012 at the offices of Link Market Services Limited, Level 1, 333 Collins Street, Melbourne, Victoria.

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2012 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is on its website at www.signaturemetals.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 GENERAL

Section 250R(2) of the Corporations Act 2001 requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2012.

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

The Board recommends approval of the Remuneration Report.

2.2 DEFINITIONS

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Remuneration Report means the remuneration report set out in the directors' report section of the Company's annual financial report for the year ended 30 June 2012.

3. **RESOLUTIONS 2 to 6 – RE-ELECTION OF DIRECTORS**

Clause 13.4 of the Constitution of the Company provides that the Directors may at any time appoint a person to be a Director as an addition to the existing Directors. Any Director so appointed holds office until the next following general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

Resolution 2: Re-election of Raymond Tan

Mr Raymond Tan retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Mr Tan was appointed Non-Executive Director of the Company on 25 June 2012 and appointed Chairman of the Company on 14 September 2012.

Raymond is currently a non-executive director of LionGold Corp Ltd * (appointed October 2012) and is currently a partner and the head of the corporate and commercial department of Robert Wang & Woo LLC. He acts for public listed companies in their corporate and corporate finance activities, and advises the boards of directors of public listed companies in areas of compliance and corporate governance. Raymond is an independent director of Asiasons WFG Financial Ltd and Annica Holdings Limited.

* LionGold Corp Ltd (LGC) holds approximately 76.22% of the issued and paid-up share capital of the Company.

The Directors, with Mr Tan abstaining, recommend Shareholders vote in favour of this Resolution.

Resolution 3: Re-election of Choy Yin Wong

Ms Choy Yin Wong retires in accordance with the Constitution and, being eligible for re-election, offers herself for re-election at the Annual General Meeting.

Ms Wong was appointed Executive Director of the Company on 3 April 2012.

Choy Yin was previously the Financial Consultant of a corporate and management advisory services company. Throughout her 20 years of working experience, she had acquired operational, supervisory and management experience in diverse fields such as audit, entertainment, construction, manufacturing, transportation, oil palm, rubber and cocoa plantations, and palm oil mills. She holds a professional qualification from the Chartered Institute of Management Accountants (UK) and a Master of Business Administration from the University of Keele (UK). She is also a member (Chartered Accountant) of the Malaysian Institute of Accountants.

The Directors, with Ms Wong abstaining, recommend Shareholders vote in favour of this Resolution.

Resolution 4: Re-election of Roland Selvanayagam

Mr Roland Selvanayagam retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Mr Selvanayagam was appointed Non-Executive Director of the Company on 3 April 2012.

Mr Roland Selvanayagam is an independent and non executive director of LGC. He is also a director of a company listed on the Malaysian stock exchange. He is a professionally qualified accountant having qualified from London in 1980. He has served on the boards of other companies in South Africa, Sri Lanka and Thailand. Mr Selvanayagam has more than 30 years broad commercial experience and has managed companies in a variety of industries in Malaysia, Thailand and Sri Lanka.

The Directors, with Mr Selvanayagam abstaining, recommend Shareholders vote in favour of this Resolution.

Resolution 5: Re-election of Denis Clarke

Dr Denis Clarke retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Dr Clarke was appointed Non-Executive Director of the Company on 14 September 2012.

Dr Clarke is currently a non-executive director of LGC (appointed October 2012) and currently the Non-Executive Chairman of Hill End Gold Limited and Cullen Resources Limited, companies whose shares are listed and quoted for trading on the ASX. He has a Ph.D. (Geology) from Stanford University and has over 40 years' experience in senior technical, financial and corporate positions in the mining and exploration industry in Australia and overseas. He played a significant role in the growth of Plutonic Resources Limited, which developed into one of Australia's largest gold producers before being absorbed by Homestake Mining Company. Subsequently as director and consultant he contributed to the rapid growth of Troy Resources Limited from a small explorer to a very successful mid-tier international gold miner.

The Directors, with Dr Clarke abstaining, recommend Shareholders vote in favour of this Resolution.

Resolution 6: Re-election of Peter Chen

Mr Peter Chen retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Mr Chen was appointed as a Director of the Company on 3 October 2012.

Mr Chen is currently the director of Business and Corporate Development for LGC. Mr Peter Chen has a Bachelor of Commerce and a Bachelor of Law degrees, both conferred by the Australian National University. Peter is a corporate lawyer with over 16 years experience in private legal practice and has served as independent non-executive director for public listed companies in Malaysia. He was also formerly the general legal counsel for KFC Holdings (Malaysia) Berhad and QSR Brands Berhad (both companies listed on Bursa Malaysia Berhad, the Malaysian stock exchange).

He has since ceased private legal practice and for the past six years has been actively focused on setting up several iron ore and gold mining operations worldwide.

The Directors, with Mr Chen abstaining, recommend Shareholders vote in favour of this Resolution.

4. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+ 61 8) 9211 6653 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Signature Metals Limited (ABN 86 106 293 190).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a holder of a Share.

AEDST means Australian Eastern Daylight saving Time as observed in Melbourne, Victoria.

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

└ 000001 000 SBL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

 **For your vote to be effective it must be received by 10.00 AM (AEDST) Wednesday 21 November 2012**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View the annual report, 24 hours a day, 7 days a week:

www.signaturemetals.com.au

To view or update your securityholding

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



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



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Signature Metals Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Signature Metals Limited to be held at Link Market Services Limited, Level 1, 333 Collins Street, Melbourne, Victoria on Friday, 23 November 2012 at 10.00 am (AEDST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 below.

STEP 2

Items of Business



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

		For	Against	Abstain
Item 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Director - Raymond Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Director - Choy Yin Wong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Re-election of Director - Roland Selvanayagam	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Re-election of Director - Denis Clarke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6	Re-election of Director - Peter Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

S B L

1 5 6 9 6 7 A

Computershare +