

20 October 2009

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Planet Metals Limited ACN 108 146 694 (**Planet Metals** or **Company**) will be held at the offices of HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane on Monday 23 November 2009, commencing at 11 A.M.

AGENDA

The agenda for the meeting is as follows:

- A. Opening of meeting
- B. Consideration and discussion of Audited Financial Statements for the year ended 30 June 2009 (**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. Shareholders who have given the Company an election 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 "Annual and Half Yearly Reports for 2009". The Audited Financial Statements were released to the ASX on 24 September 2009.
- C. Consideration of Adoption of the Remuneration Report for the year ended 30 June 2009 (see Resolution 1)

[Note – the vote on this resolution is advisory only and does not bind the Directors of the Company]
- D. Election of Directors:
 - 1. Re-election of Mr David Keith Barwick as a Director (see Resolution 2)
 - 2. Re-election of Mr Andrew Langham Gillies as a Director (see Resolution 3)
- E. Amendment of Company Constitution (see Resolution 4)
- F. Other business
- G. Close of meeting

The Explanatory Statement and the Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

ORDINARY BUSINESS

To consider and, if thought fit, pass as ordinary resolutions of the Company:

Remuneration Report

Resolution 1

"That the Company be authorised to adopt the Remuneration Report for the year ended 30 June 2009".

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

Re-election of Directors (Resolutions 2 and 3)

Resolution 2

Re-election of David Keith Barwick

"That in accordance with article 38.2 of the current Constitution of the Company and for the purposes of Listing Rule 14.4 and for all other purposes, Mr David Keith Barwick, having been appointed by the Directors as an additional Director since the last Annual General Meeting of the Company, retires and being eligible, offers himself for re-election, be appointed as a Director of the Company".

Resolution 3

Re-election of Andrew Langham Gillies

"That in accordance with article 38.2 of the current Constitution of the Company and for the purposes of Listing Rule 14.4 and for all other purposes, Mr Andrew Langham Gillies, having been appointed by the Directors as an additional Director since the last Annual General Meeting of the Company, retires and being eligible, offers himself for re-election, be appointed as a Director of the Company".

Resolution 4

Amendment to Company Constitution

To consider and, if thought fit, pass the following Special Resolution, without amendment:

"That in accordance with section 136(2) and for the purposes of section 648G(4) of the Corporations Act 2001 (Cth) and for all other purposes, a new clause 78 is inserted into the Constitution, a copy of which is annexed here to and marked with the letter "A"."

NOTE

Under section 648D of the Corporations Act, a company's constitution may contain proportional takeover approval provisions. Section 648G(1) and (3) states that a company's proportional takeover provisions cease to apply and are therefore automatically omitted after three years. The proportional takeover approval provisions in the Company's constitution have ceased to apply as a result of section 648G(1) and (3).

Under section 648G(4) of the Corporations Act, a company is allowed to renew its proportional takeover approval provisions by amending its constitution, pursuant to section 136(2) of the Corporations Act to insert proportional takeover approval provisions.

Under the Corporations Act, in order for this Resolution to be passed, it must be approved by a special majority of at least 75% of those members present at the meeting either in person or by proxy, who vote on the Resolution.



**BY ORDER OF THE BOARD
JOHN KEVIN HALEY
COMPANY SECRETARY**

EXPLANATORY STATEMENT

The following information 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 HopgoodGanim Lawyers, Level 7, Waterfront Place, 1 Eagle Street, Brisbane on Monday 23 November 2009, commencing at 11 A.M.

INTRODUCTION

The Notice of Meeting, which is also enclosed, sets out details of proposals concerning the four (4) Resolutions to be put to shareholders.

ORDINARY BUSINESS

Resolution 1: Adoption of Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding Advisory Resolution.

The Remuneration Report is set out in the Directors' Report section of the Annual Report.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- explains the relationship between the Board's remuneration policy and the Company's performance;
- sets out remuneration details for each Director and the most highly remunerated senior executive of the Company; and
- details and explains any performance conditions applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

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

Resolution 2: Re-election of David Keith Barwick as a Director

David Keith Barwick was appointed as a director of the Company on 9 June 2009 to fill a casual vacancy on the Board.

Under Article 38.2, the Company's Constitution requires that, any Director elected since the last Annual General Meeting stand for re-election. Mr Barwick accordingly retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

In his capacity as Chairman of the Company, Managing Director and/or President, Mr Barwick has played a significant role in successfully funding and bringing into production, four mining projects throughout his career. He has considerable expertise in the restructure and financing of entities.

Mr Barwick is an accountant and has more than 36 years experience in the management and administration of publicly listed companies in both Australia and North America. As a director, he has managed over twenty six public companies, using his strong skills in strategic planning to successfully restructure these and give them a solid financial base from which to operate. He has experience in preparing prospectuses and ensuring companies meet the necessary compliance standards for listing on the Australian and Toronto Stock Exchange.

David is also Chairman of Metallica Minerals Limited (ASX-MLM), Manaccomm Corporation (ASX-MNL), Orion Metals Limited (ASX-ORM), and MetroCoal Limited.

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

Resolution 3: Re-election of Andrew Langham Gillies as a Director

Andrew Langham Gillies was appointed as a director of the Company on 9 June 2009 to fill a casual vacancy on the Board.

Under Article 38.2, the Company's Constitution requires that, any Director elected since the last Annual General Meeting stand for re-election. Mr Gillies accordingly retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election as a Director.

Mr Andrew Gillies has been Managing Director of ASX-listed Metallica Minerals Limited and its subsidiaries since 1997. As the founder of Metallica, Mr Gillies, through his geological consultancy company, Golden Breed Pty Ltd is a major shareholder of Metallica.

Mr Gillies' key strength is mineral resource management and strategic planning specialising in project generation, selection and acquisition. He has acquired a considerable database and significant knowledge of mineral deposits in Queensland. Since 1985 he has worked continuously as a geologist in the mining and exploration industry, accruing over 22 years experience across a range of commodities.

Mr Gillies is a Director of ASX listed Metallica Minerals (ASX - MLM), Cape Alumina Ltd (ASX - CBX), Orion Metals Ltd (ASX - ORM) and is also a Director of MetroCoal Limited and the Queensland Resources Council.

Mr Gillies graduated from the University of Queensland in 1985 with a BSc (Geology) and is a member of the Aus.I.M.M.

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

Resolution 4

Amendment to Company Constitution

The Company is seeking to amend its existing constitution by inserting its proportional takeover approval provisions pursuant to section 648G of the *Corporations Act 2001* (Cth) (**Act**).

The proportional takeover approval provisions in a company's constitution expire three (3) years after incorporation of the company, or if the provisions have been renewed, three (3) years from the date of the renewal, at which time the provisions are automatically omitted from the constitution.

Section 648G(4) of the Act provides that where a company intends to insert or renew its proportional takeover approval provisions, the provisions must be inserted or renewed in the same manner as that in which the company could alter its constitution, that is, by way of special resolution (75%) of the members, pursuant to section 136(2) of the Act.

The Company's proportional takeover approval provisions, which have expired and have been omitted by operation of section 648G(1) and (3), are set out in clause 78 of the constitution and extracted in Annexure A to this Notice of Meeting. The Company wishes to re-insert the provisions for a further three (3) year period from the date the shareholders approve this Resolution 4, for the purposes of section 648G(4) of the Act.

The proportional takeover approval provisions are proposed to be re-inserted as part of good corporate governance by the Company in ensuring its Constitution is up to date. The Company is not aware of any proposal by an individual or company to acquire or increase a substantial interest in the Company.

Pursuant to section 136(2) of the Act, the Company may only modify or repeal its constitution, or any provision of its constitution, by special resolution.

Upon Resolution 4 being passed, the Company will amend the existing constitution by inserting a new clause 78 into the existing constitution (as set out in Annexure A) in its entirety. Upon approval of the amendment, clause 78 will be renewed in accordance with section 648G(4).

A copy of the amended constitution will be provided by the Company free of charge by contacting the Company Secretary John Haley on +61 7 3891 9611.

General information

It is noted that Resolution 4 proposed at this General Meeting is a special resolution. In order for a special resolution of the Company to be passed, the resolution must be approved by at least 75% of the votes cast by members who are entitled to vote on the resolution.

INTERPRETATION

Annual General Meeting or Meeting means the annual general meeting of shareholders of the Company convened by the Directors and detailed in the Notice of meeting, or any adjournment thereof;

ASX means the Australian Securities Exchange;

Company means Planet Metals Limited ACN 108 146 694;

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

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

Directors means the board of directors of the Company from time to time;

Explanatory Memorandum means this explanatory memorandum accompanying this Notice;

Listing Rules means the listing rules of the ASX;

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

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

Special Resolution means a resolution passed by at least 75% of the votes at a general meeting of shareholders.

-oo0oo-

Any inquiries in relation to the resolutions or the Explanatory Memorandum should be directed to Mr John Haley (Company Secretary):

GPO Box 122, Brisbane QLD 4001
Tel - +61 7 3230 2000
Fax -+61 7 3831 7663

Proxy, representative and voting entitlement instructions

Shareholders are entitled to appoint up to two (2) individuals to act as proxies to attend and vote on their behalf. Where more than one (1) proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, the appointment will be of no effect.

A shareholder who is a body corporate is able to appoint representatives to attend and vote at the meeting under Section 250D of the Act.

The proxy form (and unless previously noted on the share registry, 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 proxy form (and the power of attorney or other authority) must be deposited at, posted to, or sent by facsimile transmission to

Mr John Haley
PLANET METALS LIMITED
GPO Box 122, Brisbane QLD 4001
Tel - +61 7 3230 2000
Fax -+61 7 3831 7663

to be received not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by the Act.

The proxy may, but need not, be a shareholder of the Company. In the case of shares jointly held by two (2) or more persons, all joint holders must sign the proxy form. A proxy form is attached to this Notice.

Voting entitlement

For the purposes of determining voting entitlements at the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on Thursday, 19 November 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Signing instructions

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

- | | |
|--------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the security holders should sign. |
| Power of Attorney: | To sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

I / We

of

being shareholder(s) of Planet Metals Limited (**Company**)

hereby appoint:

of:

or failing him/her:

of:

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the annual general meeting of the Company to be held at HopgoodGanim Lawyers, Level 7 Waterfront Place, 1 Eagle Street, Brisbane, on Monday, 23 November 2009 at 11 A.M and at any adjournment thereof in respect of all of my/our shares in the Company unless otherwise specified below.

Use of Proxy

Direction on how to vote

If you wish to direct the Proxy how to vote, ***please place a mark in the appropriate boxes below.***

I/we direct my/our proxy to vote as indicated below:

Resolution	For	Against	Abstain
1. Remuneration Report	☐	☐	☐
2. Re-election of David Keith Barwick as a director	☐	☐	☐
3. Re-election of Andrew Langham Gillies as a director	☐	☐	☐
4. Amendment to Company Constitution	☐	☐	☐

No direction on how to vote - Chairman as Proxy (Excluded Resolutions)

If the Chair of the meeting is appointed as your proxy, or may be appointed by default, and you do **NOT** wish to direct your proxy how to vote as your proxy in respect of the resolution/s, ***please place a mark in the box opposite.***

☐

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of any of the Resolutions (**Relevant Resolutions**) and that votes cast by the Chair of the meeting for the Relevant Resolutions other than as proxy holder will be disregarded because of that interest.

If the Chair of the meeting is your proxy and you do not mark this box or direct the Chair of the meeting how to vote above, the Chair of the meeting will not cast your votes on the Relevant Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the Relevant Resolutions.

The Chair intends on voting in favour of all undirected proxies.

No Direction on how to vote - General

If you do **not** direct your proxy on how to vote as your proxy in respect of the resolutions, the Proxy may cast your vote as the Proxy thinks fit or may abstain from voting. By signing this appointment you acknowledge that, subject to the *Corporations Act 2001* (Cth), the Proxy may exercise your proxy even if he/she has an interest in the outcome of the resolutions and even if votes cast by him/her other than as proxy holder will be disregarded because of that interest.

Apportionment - Multiple Proxies

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is%. (An additional proxy form will be supplied by the Company on request)

Apportionment – Multiple Shares

If you wish to appoint the proxy to exercise voting power over only some of your shares, the number of shares in respect of which this proxy is to operate is shares. (Note: proxy will be over all shares if left blank)

Individual or Security holder 1

**Sole Director and
Sole Company Secretary
(if appointed)**

Security holder 2

Director

Security holder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

Annexure "A"

As a result of the operation of section 648G(1) and (3) of the Corporations Act, clause 78 of the Company's existing Constitution has expired and has been omitted and accordingly, the following new clause 78 will be inserted into the existing Constitution:

Clause 78 Approval required for proportional takeover bid

(a) In this clause 78:-

"Approving Resolution" means a Resolution approving a Bid.

"Approving Resolution Deadline" means the day which is the 14th day before the last day of the bid period for a Bid.

"Bid" means offer for Securities made under a proportional takeover bid within the meaning of the Corporations Act.

"Eligible Shareholder" means a person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under a Bid was made, held bid class Securities.

(b) If a Bid is made:-

- (i) the registration of a transfer giving effect to a takeover contract for the Bid is prohibited unless and until an Approving Resolution is passed in accordance with the provisions of this Constitution.
- (ii) all Eligible Shareholders are entitled to vote on an Approving Resolution;
- (iii) the Approving Resolution must be voted on in either of the following ways as determined by the Directors:-
 - (A) at a meeting of Eligible Shareholders; or
 - (B) by means of a postal ballot; and
- (iv) an Approving Resolution that has been voted on is taken to have been passed if the proportion that the number of votes in favour of the resolution bears to the total number of votes on the resolution is greater than 50%, and otherwise is taken to have been rejected.

(c) If the Directors determine that the Approving Resolution will be voted on at a meeting of Eligible Shareholders, then the provisions of this Constitution that apply to a Meeting of the Members will, with such modifications as the circumstances require, apply to the meeting of Eligible Shareholders.

(d) If the Directors determine that the Approving Resolution will be voted on or by postal ballot:-

- (i) the Directors must dispatch to the Eligible Shareholders:-
 - (A) a notice proposing the Approving Resolution;
 - (B) a ballot paper for the purpose of voting on the Approving Resolution;

- (C) a statement setting out details of the Bid; and
 - (D) a memorandum explaining the postal ballot procedure which is to govern voting in respect of the Approving Resolution.
- (ii) a vote recorded on a ballot paper will not be counted, for the purposes of determining whether or not the Approving Resolution is passed, unless the ballot paper is:-
 - (A) correctly completed and signed by the Eligible Shareholder or of the Eligible Shareholder's attorney duly authorised in writing or if the Eligible Shareholder is a body corporate in a manner permitted by the Corporations Act, or under the hand of its attorney or authorised; and
 - (B) received at the registered office of the Company on or before the time and the date specified for its return in the notice proposing the Approving Resolution, such date to be not less than 18 days before the end of the period during which offers under the Bid remain open; and
- (iii) on the date specified for the return of the ballot papers in the notice proposing the Approving Resolution or the Business Day following that date, the Directors will arrange for a count of the ballot papers returned and determine whether the Approving Resolution has been passed or rejected and must, upon completion of counting, disclose the results of the ballot and the Approving Resolution will accordingly be deemed to have been voted on upon the date of such declaration.
- (e) To be effective, an Approving Resolution in relation to a Bid must be passed before the Approving Resolution Deadline.
- (f) If offers are made under a Bid for a class of the Company's Securities, the Directors must do all that is practicable to ensure that an Approving Resolution is voted on or before the Approving Resolution Deadline.
- (g) If an Approving Resolution is voted on in accordance with this clause 6.8 before the Approving Resolution Deadline, a Director or a Secretary must, on or before the deadline, give:-
 - (i) the bidder; and
 - (ii) if the Company is listed, each relevant securities exchange,
 a written notice stating that an Approving Resolution has been voted on and whether it was passed or rejected.
- (h) If no Approving Resolution has been voted on in accordance with this clause 6.8 as at the end of the day before the Approving Resolution Deadline, an Approving Resolution is taken, for the purposes of this clause 6.8 to have been passed in accordance with those provisions.
- (i) If an Approving Resolution is voted on, in accordance with this clause 6.8 before the Approving Resolution Deadline and is rejected:-

- (i) despite any other provisions of the Corporations Act dealing with the withdrawal of unaccepted offers:-
 - (A) all offers under the Bid that have not been accepted as at the end of the deadline; and
 - (B) all offers under the Bid that have been accepted, and from whose acceptance binding contracts have not resulted, as at the end of the deadline,

are taken to be withdrawn at the end of the deadline;
- (ii) as soon as practicable after the deadline, the bidder must return to each person who has accepted an offer referred to in clause 6.8(i)(i)(B) any documents that the person sent the bidder with the acceptance of the offer;
- (iii) the bidder;
 - (A) is entitled to rescind; and
 - (B) must rescind as soon as practicable after the deadline,each binding takeover contract for the Bid; and
- (iv) a person who has accepted an offer made under the Bid is entitled to rescind the takeover contract between such person and the bidder.

This clause 78 ceases to apply at the end of three years following the date of adoption or last renewal of this clause 78.