

Syndicated Metals Limited

ABN 61 115 768 986

Notice of Annual General Meeting

Notice is hereby given that the 2012 Annual General Meeting of Syndicated Metals Limited ABN 61 115 768 986 (**Company**) will be held at 2pm (Perth time) on Tuesday 27 November 2012 at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia.

The enclosed Explanatory Memorandum accompanies and forms part of this Notice of Annual General Meeting.

Please note terms used in this Notice of Annual General Meeting have the same meaning as set out in the Glossary of the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

AGENDA

Financial Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2012, together with the Directors Report and the Auditor's Report as set out in the Annual Report.

1. Resolution 1 – Non Binding Resolution to adopt Remuneration Report

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

"That the Remuneration Report as set out in the Annual Report for the year ended 30 June 2012 be adopted."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a Restricted Voter.

Further, the Company will not disregard a vote cast by the Chair of the meeting as a proxy, if the appointment of the Chair expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

2. Resolution 2 – Election of Director – Peter Langworthy

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

"That Mr Langworthy, who ceases to hold office in accordance with clause 13.5 of the Constitution and, being eligible for election, be elected as a Director."

3. Resolution 3 – Election of Director – Andrew Munckton

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

"That Mr Munckton, who ceases to hold office in accordance with clause 13.5 of the Constitution and, being eligible for election, be elected as a Director."

4. Resolution 4 – Election of Director – David Morgan

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

"That Mr Morgan, who ceases to hold office in accordance with clause 13.5 of the Constitution and, being eligible for election, be elected as a Director."

5. Resolution 5 – Re-election of Director – Ki Deok Park

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

"That Mr Park, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director."

6. Resolution 6 – Ratification of issue of 27,633 Shares and 13,816 Options

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of 27,633 Shares and 4,603 free attaching Series A Options, 4,603 free attaching Series B Options and 4,610 free attaching Series C Options on 29 May 2012 to various sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum".

The Company will disregard any votes cast on Resolution 6 by any person who participated in the issue the subject of Resolution 6 and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

7. Resolution 7 – Additional 10% Placement Capacity

To consider and, if thought fit to pass the following resolution as a **special resolution**:

"That, for the purposes of Listing Rule 7.1A and for all other purposes, the Company approves the issue of Equity Securities up to 10% of the Company's issued capital (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on Resolution 7 by any 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 any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

8. Resolution 8 – Ratification of issue of Tranche 1 placement Shares

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

"That, for the purpose of Listing Rule 7.4 and for all other purposes, the Company ratify the allotment and issue of 13,500,000 Shares on 22 October 2012 to various sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum".

The Company will disregard any votes cast on Resolution 8 by any person who participated in the issue the subject of Resolution 8 and any person associated with those persons. However, the Company need not disregard a vote if the vote is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

9. Resolution 9 – Approval to issue Tranche 1 free attaching Placement Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company approves the issue of up to 6,750,000 free attaching Placement Options to the Shares issued the subject of Resolution 8, to various sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on Resolution 9 by any 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 any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

10. Resolution 10 – Approval to issue Tranche 2 placement Shares and free attaching Placement Options

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, the Company approves the issue of up to 27,137,000 Shares at an issue price of \$0.07 per Share, together with up to 13,568,500 free attaching Placement Options to various sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on Resolution 10 by any 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 any person associated with those persons. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

11. Resolution 11 – Participation of Peter Langworthy in Tranche 2 placement

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Mr Peter Langworthy, a Director (or his nominee(s)), may participate in the issue of Shares and free attaching Placement Options the subject of Resolution 10 by subscribing for up to 714,285 Shares at an issue price of \$0.07 together with 357,143 free attaching Options, on the terms and conditions set out in the Explanatory Memorandum."

The Company will disregard any votes cast on Resolution 11 by Mr Langworthy and any associate of Mr Langworthy. However, the Company need not disregard a vote if the vote 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 the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

By Order of the Board

Paul Bridson
Company Secretary
23 October 2012

NOTES

These notes form part of the Notice of Annual General Meeting and should be read in conjunction with the accompanying Explanatory Memorandum. Capitalised words and phrases used in this Notice of Annual General Meeting are defined in the Glossary contained in the accompanying Explanatory Memorandum.

How to vote

Shareholders can vote by either:

- Attending the Meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- Appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Annual General Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed unless previously given to the Company's Share Registry.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (ie. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in the place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director, that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice.
- To be effective, proxies must be lodged before 2pm (Perth time) on 25 November 2012. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - By returning a completed proxy form in person to 68A Hay Street, Subiaco WA 6008; or
 - By post to GPO Box 2810, Perth WA 6000; or
 - By faxing a completed proxy form to (08) 9380 9449.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 2pm (Perth time) on 25 November 2012. If facsimile transmission is used, the power of attorney must be certified.

Shareholders who are entitled to vote

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5pm (Perth time) 25 November 2012.

PROXY FORM

SYNDICATED METALS LIMITED

ABN 61 115 768 986

Appointment of Proxy

I/We.....of.....being
a shareholder / shareholders of Syndicated Metals Limited hereby appoint

☐

The Chairman of the
Meeting (mark with an
"X")

OR

Write here the name/s of the person you are appointing if
this person is someone other than the Chairman of the
Meeting.

Write here the name of the person you are appointing as a
second proxy (if any)

Or failing him/her (if no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/ our behalf at the Annual General Meeting to be held at 2pm (Perth time) at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, on 27 November 2012 and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

Important for Resolutions 1 and 11 - If the Chair of the Meeting is your proxy or is appointed as your proxy by default

By marking the box below, you are directing the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolutions 1 and 11 as set out in the Notice of Annual General Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolutions 1 and 11, the Chair of the Meeting will not cast your votes on Resolutions 1 and 11 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chair of the Meeting as your proxy you can direct the Chair how to vote by either marking the boxes next to each Resolution in the table below (for example if you wish to vote against or abstain from voting) or by marking the box below (in which case the Chair of the Meeting will vote in favour of Resolutions 1 and 11).

The Chair of the Meeting intends to vote all available proxies in favour of Resolutions 1 and 11.

☐

I/We direct the Chair of the Meeting to vote in accordance with the Chair's voting intentions on Resolutions 1 and 11 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolutions 1 and 11 are connected directly or indirectly with the remuneration of a member of Key Management Personnel.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Election of Mr Langworthy as a Director	☐	☐	☐
3. Election of Mr Munckton as a Director	☐	☐	☐
4. Election of Mr Morgan as a Director	☐	☐	☐
5. Re-election of Ki Deok Park as a Director	☐	☐	☐
6. Ratification of issue of 27,633 Shares and 13,816 Options	☐	☐	☐
7. Approval of additional 10% placement capacity	☐	☐	☐
8. Ratification of issue of Tranche 1 placement Shares	☐	☐	☐
9. Approval to issue Tranche 1 free attaching placement Options	☐	☐	☐
10. Approval to issue Tranche 2 placement Shares and free attaching placement Options	☐	☐	☐
11. Participation of Peter Langworthy in Tranche 2 placement	☐	☐	☐

*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 votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

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

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary
Secretary

Director

Director/Company

Dated this _____ day of _____ 2012

Contact name

Contact Business Telephone/Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
2. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes.
3. A proxy need not be a shareholder of the Company.
4. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll
5. Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting.
7. If a representative as a Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting.

8. **Signing Instructions**

You must sign this 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 shareholders should sign.

Power of Attorney: If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your complete Proxy Form.

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.

9. **Lodgement of a Proxy**

This Proxy Form (and any power of attorney under which it is signed) must be received at the address below not later than 2pm (Perth time) on 25 November 2012 (48 hours before the commencement of the Meeting).

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Hand deliveries: 68A Hay Street, Subiaco, WA 6008

Postal Address: GPO Box 2810, Perth, WA 6000

Fax Number: (08) 9380 9449

SYNDICATED METALS LIMITED

ABN 61 115 768 968

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared for the information of the shareholders of Syndicated Metals Limited (**Company**), in connection with the business to be conducted at the Annual General Meeting of the Company to be held on Tuesday 27 November 2012 at 2pm (Perth time) at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6008.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Shareholders are specifically referred to the Glossary in this Explanatory Memorandum which contains definitions of capitalised terms used in the Notice of Annual General Meeting and this Explanatory Memorandum.

FINANCIAL REPORTS

The first item of the Notice of Annual General Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2012 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts;
and
- the independence of the Auditor in relation to the conduct of the audit.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its shareholders the Remuneration Report as disclosed in the Company's 2012 Annual Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Report 2012 and is also available on the Company's website (www.syndicatedmetals.com.au).

Under changes to the Corporations Act which came into effect on 1 July 2012, if at least 25% of the votes cast are against adoption of the Remuneration Report at an AGM, and then again at the following AGM (**Following AGM**), the Company will be required to put a resolution to the Following AGM, to approve calling an extraordinary general meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the Following AGM. All of the Directors who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the Following AGM) was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

It is noted that at the Company's 2011 AGM, the votes cast against the 2011 remuneration report were less than 25%. Accordingly, a spill resolution is not required for this Meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and sets out the details of any share based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Annual General Meeting. In particular, the directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

2. RESOLUTIONS 2, 3 and 4 – ELECTION OF DIRECTORS

As announced by the Company on ASX on 20 March 2012, the Board was restructured during the year, with Peter Langworthy (as Director and Non-executive Chairman), Andrew Munckton (as Managing Director) and David Morgan (as Operations Director) appointed to the Board, and Russell Davis resigning as a Director. The Company later announced the resignation of Bruce McCullagh as a Director on 31 May 2012. Mr McCullagh remained as company secretary of the Company until 18 September 2012.

Clause 13.5 of the Company's Constitution provides that the Directors may at any time appoint a person to be a Director (but not as an alternate Director), either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed holds office only until the next following AGM and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Accordingly, Resolutions 2, 3 and 4 seek Shareholder approval for election of Messrs Langworthy, Munckton and Morgan, respectively. A brief profile of Messrs Langworthy, Munckton and Morgan is set out below.

Peter Langworthy

Mr Langworthy was appointed a Director and non-executive Chairman of the Company in March 2012. He is a geologist with a career spanning 26 years in mineral exploration and project development in Australia and Indonesia. He has specific expertise in building successful teams that have been responsible for significant mineral discoveries and in integrating technically sound exploration and resource development strategies into corporate planning. His industry experience includes 12 years in senior management roles with WMC Resources Limited, 4 years with PacMin Mining Corporation Limited as Exploration Manager, 5 years with Jubilee Mines NL, where he built the team responsible for numerous discoveries at the Cosmos Nickel Mine and the Sinclair nickel project, and 3 years with Talisman Mining Limited as Technical Director. At Jubilee Mines NL he was part of the corporate team responsible for the growth of the company until it was taken over by Xstrata Plc. Mr Langworthy has also held non-executive directorships with other ASX-listed companies namely Northern Star Resources Limited, Falcon Minerals Limited and Pioneer Resources Limited.

Andrew Munckton

Mr Munckton was appointed Managing Director of the Company in March 2012. He has a 28 year career in senior roles in mineral exploration and project development in Australia and Sweden including 15 years in gold project exploration, development and operations as Chief Geologist with Pancontinental Mining Ltd and General Manager Operations at the Paddington, Kundana and Kanowna Belle gold mines. He was General Manager Operations for Gindalbie Metals Ltd where he oversaw the development of the Karara Iron Ore Project including securing a major Chinese Joint Venture partner and completion of a Bankable Feasibility Study on Direct Shipping and magnetite concentrate projects up to \$2.7 billion. He was most recently Managing Director of Avalon Minerals Limited where he was involved in securing the Viscaria Copper Project in Sweden, building an exploration team and taking the project to Bankable Feasibility Study stage.

David Morgan

Mr Morgan was appointed as Operations Director of the Company in March 2012. He is a mining engineer and mechanical engineer with a 30 year career in the mining industry in Australia and Africa. He has previously held a number of executive development and mine operations roles involving project engineering, maintenance and contract earthmoving for companies such as Rio Tinto Limited, Macmahon Holdings Limited and WMC Resources Limited. He was General Manager Operations for Equigold NL in Queensland where he was responsible for the building, commissioning and management of the Mt Rawdon Gold Mine. Most recently he was General Manager Mining and Metallurgy for Sundance Resources Limited's Mbalam Iron Ore Project in Cameroon where he oversaw the completion of a PFS on a \$3.3 billion Direct Shipping Ore and Itabirite project for that company, including the delivery of 10 years of JORC compliant high grade ore reserves and the establishment of project metallurgical and processing parameters.

3. RESOLUTION 5 – RE-ELECTION OF KI DEOK PARK AS A DIRECTOR

Clause 13.2 of the Constitution provides that at each AGM of the Company, 1/3 of the Directors (other than alternate Directors and the Managing Director) for the time being, or, if their number is not a multiple of 3, then such number as is appropriate to ensure that no Director other than alternate Directors and the managing Director holds office for more than 3 years, shall retire from office. The Directors to retire are those who have been in office the longest since their last election. A retiring Director is eligible for re-election.

Pursuant to clause 13.2 of the Constitution, Ki Deok Park, being a Director, retires by rotation and, being eligible, offers himself for re-election as a Director.

Mr Park was appointed to the Board in 2010 and has significant experience in business development, equity and debt financing, accounting and management in non-ferrous metals industries in Korea and Australia. An experienced accountant and business developer, he was an executive director and chief financial officer of Sun Metals Corporation Pty Ltd, a wholly owned zinc refiner of Korea Zinc Company Ltd, and is currently head of the Strategies and Planning Division of Korea Zinc Company Ltd, a company he has been employed with since December 1992.

4. RESOLUTION 6 – RATIFICATION OF ISSUE OF 27,633 SHARES AND 13,816 OPTIONS

On 20 March 2012, the Company announced that it would, subject to Shareholder approval, be undertaking a placement of 13,485,881 Shares at an issue price of 7.4 cents per Share to raise \$997,995 to a group of strategic resource investors to support the Company's ongoing exploration activities in North Queensland (**March Placement**). Under the March Placement, the subscribers would receive 1 free attaching Option (equally apportioned from each of the series below) as follows:

Series	Exercise Price	Vesting Date	Expiry Date
A	\$0.164	12 months from date of issue	4 years from date of issue
B	\$0.205	18 months from date of issue	4 years from date of issue
C	\$0.246	24 months from date of issue	4 years from date of issue

The full terms of the Series A, Series B and Series C Options respectively are set out in Schedules A, B and C of the Explanatory Memorandum.

At a general meeting of Shareholders held on 24 May 2012, Shareholders approved the issue of 13,485,881 Shares, and 2,247,647 free attaching Series A Options, 2,247,647 free attaching Series B Options and 2,247,647 free attaching Series C Options under the March Placement.

The Company received strong support under the March Placement and accordingly, on 29 May 2012, the Company issued a total of 13,513,514 Shares, and 2,252,250 free attaching Series A Options, 2,252,250 free attaching Series B Options and 2,252,257 free attaching Series C Options.

The number of Shares and Options issued under the March Placement exceeded the number of Shares and Options approved by Shareholders at the 24 May 2012 meeting and therefore, the balance of 27,633 Shares, 4,603 free attaching Series A Options, 4,603 free attaching Series B Options and 4,610 free attaching Series C Options were issued under the Company's 15% placement capacity pursuant to Listing Rule 7.1.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 27,633 Shares, 4,603 free attaching Series A Options, 4,603 free attaching Series B Options and 4,610 free attaching Series C Options in order to refresh the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rules

Listing Rule 7.1 broadly provides, subject to certain exceptions, that a company may issue (or agree to issue) Equity Securities up to 15% of its issued share capital in any 12 month period without shareholder approval. Shareholder approval is required for a company to issue (or agree to issue) Equity Securities if the issue is in excess of its 15% capacity under Listing Rule 7.1.

Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval, provided the issue did not breach the 15% threshold rule pursuant to Listing Rule 7.1. The effect of such ratification is to restore a company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the company without requiring shareholder approval.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 of the issue of 27,633 Shares, 4,603 free attaching Series A Options, 4,603 free attaching Series B Options and 4,610 free attaching Series C Options in order to refresh the Company's 15% placement capacity under Listing Rule 7.1.

The following information in relation to the 27,633 Shares, 4,603 free attaching Series A Options, 4,603 free attaching Series B Options and 4,610 free attaching Series C Options which were issued on 29 May 2012 is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 27,633 Shares, 4,603 free attaching Series A Options, 4,603 free attaching Series B Options and 4,610 free attaching Series C Options were allotted and issued;
- (b) the Shares were issued at a price of 7.4 cents per Issued Share. The Series A Options, Series B Options and Series C Options were free attaching Options for which no additional consideration was payable;
- (c) the Shares were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue. The full terms of the Series A Options, Series B Options and Series C Options are set out in Schedules A, B and C to this Explanatory Memorandum (respectively);
- (d) the Shares, Series A Options, Series B Options and Series C Options were issued to various sophisticated and professional investors. None of the allottees were related parties of the Company; and
- (e) funds raised from the issue were and will be used to fund the Company's ongoing exploration activities on its projects located near Mount Isa in Queensland, and for general working capital.

5. RESOLUTION 7 – ADDITIONAL 10% PLACEMENT CAPACITY

ASX has recently introduced a new Listing Rule 7.1A which enables eligible entities to seek shareholder approval at an AGM to issue Equity Securities of up to 10% of their issued share capital through placements over the 12 month period following the AGM (**10% Placement Capacity**). The 10% Placement Capacity is in addition to a company's 15% placement capacity under Listing Rule 7.1. A resolution seeking approval for the 10% Placement Capacity must be a **special resolution** of shareholders passed by at least 75% of the votes cast by shareholders entitled to vote.

To be eligible for the 10% Placement Capacity, a company must, at the time of their AGM:

- have a market capitalisation of \$300 million or less; and
- not be included in the S&P/ASX 300 Index.

The Company is eligible to seek Shareholder approval for the 10% Placement Capacity. Resolution 7 seeks a special resolution of Shareholders to issue Equity Securities under the 10% Placement Capacity over the 12 months following the AGM.

The approval of the 10% Placement Capacity will facilitate timely capital raisings by the Company and offer greater flexibility to conduct placements. It is likely that this approval will also relieve some of the regulatory burden, and therefore reduce the costs of capital raisings during the year.

Capital markets have recently been in a state of fluctuation and the Directors acknowledge that they may need to act quickly to raise funds when favourable markets emerge. The Company's failure to raise capital, if and when needed, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the Company only has quoted Shares on issue, any Equity Securities issued under the 10% Placement Capacity must be Shares (unless the Company seeks quotation of another class of Equity Securities in the 12 months following the AGM). As announced by the Company on 12 October 2012, the Company intends to apply for quotation of the Options the subject of Resolutions 9 and 10.

The capacity to issue Shares under the 10% Placement Capacity is in addition to the Company's capacity to issue Shares under Listing Rule 7.1. The number of Shares which the Company may issue or agree to issue under the 10% Placement Capacity is calculated in accordance with the formula set out in Listing Rule 7.1A.2 which is set out below:

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

where,

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

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

- less the number of fully paid shares cancelled in the 12 months,

("Variable A").

D is 10%

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 Rule 7.1 or 7.4.

Shareholders will be kept fully informed of any issue of Shares under the 10% Placement Capacity as the Company will disclose to the market at the time of issue the specific information required by Listing Rule 3.10.5A (such as details of dilution of existing Shareholders) in addition to information required by Listing Rule 7.1A.4, Appendix 3B and any other applicable listing rules.

For the reasons set out above, the Directors of the Company unanimously recommend that Shareholders vote to approve Resolution 7.

Additional Information

The following information in relation to the 10% Placement Capacity is provided to Shareholders for the purposes of Listing Rule 7.3A:

- (a) The Shares will be issued at a price not less than 75% of the volume weighted average price of Shares on the ASX on the 15 trading days on which sales are recorded immediately before:
 - i. the date on which the price at which the Shares are to be issue is agreed; or
 - ii. the issue date if the Shares are not issued within 5 trading days of the date on which the issue price is agreed.
- (b) If Resolution 7 is approved by Shareholders and the Company issues Shares under the 10% Placement Capacity, Shareholders who do not participate (either because they are not invited to participate or because they elect not to participate) in any such placement of Shares will have their existing interest and voting power in the Company diluted. This means that each Share will represent a lower proportion of the ownership and voting power in the Company. In addition, Shareholders should note that there is a risk that:
 - i. the market price for Shares may be significantly lower on the issue date of the Shares under the 10% Placement Capacity than on the date of the AGM; and
 - ii. the Shares issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for those Shares on the issue date,
 which may have an effect on the amount of funds raised by the issue of the Shares.

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Shares under the Additional 10% Placement Capacity using different variables for the number of ordinary securities for Variable A and the market price of Shares. The table shows:

- (i) examples of where Variable A is 177,866,754 Shares (which is the value of Variable A as at the date of this Notice, plus the Shares which will be issued under Tranche 2 if Resolution 10 is passed), and where Variable A has increased by 50% and 100%; and
- (ii) examples of where the issue price of Shares is the current market price as at close of trade on 12 October 2012 (**current market price**) and where the issue price is halved and doubled.

Variable A	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.0445 Issue Price at half the current market price	\$0.089 Issue Price at current market price	\$0.178 Issue Price at double the current market price
Current Variable A 177,866,754 Shares	Shares issued	17,786,675	17,786,675	17,786,675
	Funds raised	\$791,507	\$1,583,014	\$3,166,028
	Dilution effect	10%	10%	10%
50% increase in current Variable A 266,800,131	Shares issued	26,680,013	26,680,013	26,680,013
	Funds raised	\$1,187,261	\$2,374,521	\$4,749,042
	Dilution effect	10%	10%	10%
100% increase in current Variable A 355,733,508	Shares issued	35,573,351	35,573,351	35,573,351
	Funds raised	\$1,583,014	\$3,166,028	\$6,332,056
	Dilution effect	10%	10%	10%

Note: this table assumes:

- (i) All Shares the subject of Resolutions 10 and 11 are issued and no other Shares are issued before the date of the issue of the Equity Securities (including any Shares which may be issued under Resolution 7). If further Shares are issued and Shareholders do not participate in the issue, their ownership and voting power in the Company will be further diluted;
 - (ii) No Options are exercised before the date of the issue of the Equity Securities;
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued Share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.
- (c) The Company will allot and issue the Shares under the 10% Placement Capacity no later than 12 months after the date of the Meeting, unless Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking) before this date in which case the Shareholder approval under Resolution 7 will cease to be valid;
- (d) The Company may issue Shares under the 10% Placement Capacity for cash consideration or non-cash consideration (such as assets or investments). If the Company issues Shares for cash consideration, funds raised will be used for ongoing exploration programs over the Company's Queensland copper-gold projects, development works associated with the Barbara copper-gold-cobalt project, metallurgical test work, corporate and working capital requirements and the costs of the issue. If the Company issues Shares for non-cash consideration, it will release to the market a valuation of the non-cash consideration provided by an independent expert, or the directors that have appropriate expertise to carry out such a valuation.

- (e) At the time of any proposed issue pursuant to the 10% Placement Capacity, the Directors will determine the allottees of the relevant Shares on a case-by-case basis. As at the date of this Notice, no decision has been made by the Directors in respect of determining the identity of the allottees, save that the allottees will be unrelated parties of the Company.

The Company's allocation policy will be significantly influenced by the market conditions at the time of any proposed issue of Shares as well as the Company's situation. The Directors may have regard to the factors including but not limited to the following:

- i. what methods of raising funds are available to the Company, including other capital-raising alternatives;
 - ii. the financial situation and solvency of the Company, including the reasons for raising the funds;
 - iii. the effect on control or the acquisition of a substantial interest;
 - iv. market factors leading up to the issue and those reasonably likely to occur during the issue;
 - v. advice from financial advisers;
 - vi. the structure of the issue including the size, price, discount to market and timing; and
 - vii. the Shareholder register, including the spread and the representation of institutional, sophisticated and retail investors, as well as other considerations such as the geographical representation of Shareholders.
- (f) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (g) A voting exclusion applies to Resolution 7 in accordance with the statement set out in the Notice of Annual General Meeting. The Company has not approached, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the Additional 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 7.

6. BACKGROUND TO RESOLUTIONS 8, 9, 10 AND 11

On 12 October 2012, the Company announced that it will be undertaking a placement of up to 40,637,000 Shares at an issue price of 7 cents per Share, together with 20,318,500 Options (each exercisable at \$0.20 and expiring on the date 2 years from the date they are issued) (**Placement Options**) on the basis of 1 Placement Option for every 2 Shares subscribed for, to raise up to \$2,844,590. The full terms of the Placement Options are set out in Schedule D.

The placement will be conducted in two tranches as follows:

- (a) on 22 October 2012, the Company issued 13,500,000 Shares at an issue price of 7 cents per Share under the Company's existing 15% placement capacity under Listing Rule 7.1 to raise \$945,000. Subject to Shareholder approval the subject of Resolution 8, the Company will issue up to 6,750,000 free attaching Options to these Shares (**Tranche 1**); and
- (b) subject to Shareholder approval the subject of Resolution 9, the Company will issue up to 27,137,000 Shares at an issue price of 7 cents per Share together with 13,568,500 free attaching Placement Options to raise up to a further \$1,899,590 (**Tranche 2**).

Funds raised from the placement will be used for ongoing exploration programs over the Company's Queensland copper-gold projects, development works associated with the Barbara copper-gold-cobalt project, metallurgical test work, corporate and working capital requirements and the costs of the issue. The placement is being managed by Blue Ocean Equities Pty Ltd (**Blue Ocean**).

Resolution 8

Resolution 8 seeks Shareholder ratification of the issue of 13,500,000 Shares under Tranche 1 for the purposes of Listing Rule 7.4 in order to refresh the Company's 15% placement capacity under Listing Rule 7.1. A summary of Listing Rules 7.4 and 7.1 is set out above. The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 13,500,000 Shares were allotted and issued;
- (b) the Shares were issued at a price of 7 cents per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue;
- (d) the Shares were issued to various clients of Blue Ocean as well as some existing major Shareholders, all of whom were sophisticated and professional investors. None of the allottees were related parties of the Company; and
- (e) the proposed use of funds raised is set out above.

Resolution 9

Resolution 9 seeks Shareholder approval to issue 6,750,000 free attaching Placement Options to the Shares issued under Tranche 1 for the purposes of Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above. The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) up to 6,750,000 free attaching Placement Options will be allotted and issued;
- (b) the Company will allot and issue the Placement Options no later than 3 months after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) the Placement Options will be allotted and issued on one date;
- (d) the Placement Options are free attaching Options to the Tranche 1 Shares for which no additional cash consideration is payable;
- (e) the Placement Options will be issued to the same persons who were issued Tranche 1 Shares;
- (f) the full terms of the Placement Options are set out in Schedule D to this Explanatory Memorandum; and
- (g) the proposed use of funds raised is set out above.

Resolution 10

Resolution 10 seeks Shareholder approval to issue 27,137,000 Shares together with 13,568,500 free attaching Placement Options under Tranche 2 for the purposes of Listing Rule 7.1. A summary of Listing Rule 7.1 is set out above. The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) up to 27,137,000 Shares and 13,568,500 free attaching Placement Options will be allotted and issued;
- (b) the Company will allot and issue the Shares and Placement Options no later than 3 months after the date of this Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules;
- (c) The Shares and Placement Options will be allotted and issued on one date;
- (d) the Shares will be issued at an issue price of 7 cents per Share. The free attaching Placement Options will be issued for no additional cash consideration;
- (e) the Shares will be issued and allotted to various clients of Blue Ocean and existing major Shareholders, all of whom are sophisticated and professional investors, and senior managers of the Company. Save for the proposed participation of Peter Langworthy in Tranche 2 the subject of Resolution 11, none of the allottees will be related parties of the Company;

- (f) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue. The full terms of the Placement Options are set out in Schedule D to this Explanatory Memorandum; and
- (g) the proposed use of funds raised is set out above.

Resolution 11

Listing Rule 10.11 provides that a company must not issue Equity Securities to a related party without shareholder approval. Resolution 11 seeks Shareholder approval pursuant to Listing Rule 10.11 to allow Mr Peter Langworthy, a Director, to participate in the proposed issue of Shares and Placement Options under Tranche 2 the subject of Resolution 10. Subject to Shareholder approval, Mr Langworthy will subscribe for 714,285 Shares at an issue price of 7 cents per Share together with 357,143 free attaching Placement Options under Tranche 2.

The impact of passing Resolution 11 on the voting power of Mr Langworthy in the Company, assuming he receives the full 714,285 Shares and 357,143 free attaching Placement Options, and assuming the Placement Options the subject of Resolution 9 and the Shares and Placement Options under Tranche 2 the subject of Resolution 10 are issued, is set out in the following table:

Percentage voting power in the Company on an undiluted basis	Percentage voting power in the Company on a diluted basis ¹
1.54%	1.83%

¹ This assumes that the Options the subject of Resolutions 9 and 10 are issued and exercised, and all existing Options in the Company are exercised, and the resultant Shares have been issued.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the maximum number of Shares and Placement Options the Company can issue under Resolution 10 is 714,285 Shares and 357,143 free attaching Placement Options;
- (b) the Company will issue the Shares and Placement Options within one month of the date of the Meeting (or such later date as approved by ASX);
- (c) the Shares will be issued at an issue price of \$0.07 per Share. The free attaching Placement Options will be issued for no additional cash consideration;
- (d) the Shares and Placement Options will be issued and allotted to Mr Peter Langworthy, a Director (or his nominee(s));
- (e) the Shares will be fully paid ordinary shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary shares on issue. The full terms of the Placement Options are set out in Schedule D to this Explanatory Memorandum; and
- (f) the proposed use of funds raised is set out above.

The Company notes that it will not be seeking Shareholder approval for Mr Langworthy's participation in Tranche 2 pursuant to section 208 of the Corporations Act. Section 208 of the Corporations Act provides that a company must not, without shareholder approval, give a financial benefit to a related party (such as a director). Section 210 provides that shareholder approval under section 208 to give a financial benefit to a related party is not required if the benefit is given on terms that:

- (a) would be reasonable in the circumstances if the company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in (a).

Mr Langworthy's participation in Tranche 2 will be on exactly the same terms as the participation of unrelated parties. Accordingly, the Directors (in the absence of Mr Langworthy) have determined that the arm's length exception in section 210 applies to Mr Langworthy's participation in Tranche 2 and therefore, the Company will not seek Shareholder approval pursuant to section 208.

GLOSSARY

AGM means annual general meeting.

Annual Report" means the annual report of the Company for the year ended 30 June 2012.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors of the Company.

Closely Related Party has the meaning given in the Corporations Act.

Company means Syndicated Metals Limited ABN 61 115 768 986.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Equity Securities has the meaning given to it in the Listing Rules.

Explanatory Memorandum means this explanatory memorandum.

Glossary means the Glossary set out in the Explanatory Memorandum.

JORC means the Australasian Joint Ore Reserves Committee.

Key Management Personnel has the meaning given in the accounting standards.

Listing Rules means the Listing Rules of the ASX.

March Placement has the meaning given to it in Section 4 of the Explanatory Memorandum.

Meeting means the annual general meeting the subject of the Notice.

Notice means the notice of annual general meeting which accompanies this Explanatory Memorandum.

Option means an option to acquire a Share.

Placement Option means an Option having the terms and conditions set out in Schedule D of this Explanatory memorandum

Resolution means a resolution proposed pursuant to the Notice.

Restricted Voter means the Key Management Personnel and their Closely Related Parties.

Series A Option means an Option having the terms and conditions set out in Schedule A of this Explanatory memorandum.

Series B Option means an Option having the terms and conditions set out in Schedule B of this Explanatory Memorandum.

Series C Option means an Option having the terms and conditions set out in Schedule C of this Explanatory Memorandum.

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

Shareholder means the holder of Shares.

Tranche 1 means the placement of 13,500,000 Shares the subject of Resolution 8, and the proposed placement of 6,750,000 free attaching Placement Options the subject of Resolution 9.

Tranche 2 means the proposed placement of 27,137,000 Shares and 13,568,500 free attaching Placement Options the subject of Resolution 10.

SCHEDULE A

Series A Options

- (a) Each Option entitles the holder to subscribe for one ordinary share in Syndicated Metals Limited ACN 115 786 986 (**Company**) upon payment of \$0.164.
- (b) The Options will vest on the date that is 12 months after the date of issue.
- (c) The Options will lapse at 5pm Western Standard Time on the date that is 4 years after the date of issue of the Options (**Expiry Date**).
- (d) The Company will not apply to the ASX for official quotation of the Options.
- (e) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Options.
- (f) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) Subject to the Options having vested, the Options shall be exercisable at any time on or before the Expiry Date by the delivery to the registered office of the Company of a notice in writing stating the intention of the optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company for the subscription monies for the Shares. The notice and cheque must be received by the Company during the exercise period. An exercise of only some Options shall not affect the rights of the optionholders to the balance of Options held by him or her.
- (i) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holder's identification number within 5 business days of exercise of the Options.
- (j) The Shares allotted shall rank, from date of allotment, equally with the existing ordinary Shares of the Company in all respects.
- (k) There is no right to change the exercise price of the Options nor the number of underlying fully paid ordinary shares over which the Options can be exercised, if the Company completes any bonus or pro rata issue.

SCHEDULE B

Series B Options

- (a) Each Option entitles the holder to subscribe for one ordinary share in Syndicated Metals Limited ACN 115 786 986 (**Company**) upon payment of \$0.205.
- (b) The Options will vest on the date that is 18 months after the date of issue.
- (c) The Options will lapse at 5pm Western Standard Time on the date that is 4 years after the date of issue of the Options (**Expiry Date**).
- (d) The Company will not apply to the ASX for official quotation of the Options.
- (e) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Options.
- (f) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) Subject to the Options having vested, the Options shall be exercisable at any time on or before the Expiry Date by the delivery to the registered office of the Company of a notice in writing stating the intention of the optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company for the subscription monies for the Shares. The notice and cheque must be received by the Company during the exercise period. An exercise of only some Options shall not affect the rights of the optionholders to the balance of Options held by him or her.
- (i) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holder's identification number within 5 business days of exercise of the Options.
- (j) The Shares allotted shall rank, from date of allotment, equally with the existing ordinary Shares of the Company in all respects.
- (k) There is no right to change the exercise price of the Options nor the number of underlying fully paid ordinary shares over which the Options can be exercised, if the Company completes any bonus or pro rata issue.

SCHEDULE C

Series C Options

- (a) Each Option entitles the holder to subscribe for one ordinary share in Syndicated Metals Limited ACN 115 786 986 (**Company**) upon payment of \$0.246.
- (b) The Options will vest on the date that is 24 months after the date of issue.
- (c) The Options will lapse at 5pm Western Standard Time on the date that is 4 years after the date of issue of the Options (**Expiry Date**).
- (d) The Company will not apply to the ASX for official quotation of the Options.
- (e) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Options.
- (f) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (h) Subject to the Options having vested, the Options shall be exercisable at any time on or before the Expiry Date by the delivery to the registered office of the Company of a notice in writing stating the intention of the optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company for the subscription monies for the Shares. The notice and cheque must be received by the Company during the exercise period. An exercise of only some Options shall not affect the rights of the optionholders to the balance of Options held by him or her.
- (i) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holder's identification number within 5 business days of exercise of the Options.
- (j) The Shares allotted shall rank, from date of allotment, equally with the existing ordinary Shares of the Company in all respects.
- (k) There is no right to change the exercise price of the Options nor the number of underlying fully paid ordinary shares over which the Options can be exercised, if the Company completes any bonus or pro rata issue.

SCHEDULE D

Placement Options

- (a) Each Option entitles the holder to subscribe for one ordinary share in Syndicated Metals Limited ACN 115 786 986 (**Company**) upon payment of \$0.20.
- (b) The Options will lapse at 5pm Western Standard Time on the date that is 2 years after the date of issue of the Options (**Expiry Date**).
- (c) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Options.
- (d) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (e) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of issued capital of the Company, the Options will be re-organised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (f) Subject to the Options having vested, the Options shall be exercisable at any time on or before the Expiry Date by the delivery to the registered office of the Company of a notice in writing stating the intention of the optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company for the subscription monies for the Shares. The notice and cheque must be received by the Company during the exercise period. An exercise of only some Options shall not affect the rights of the optionholders to the balance of Options held by him or her.
- (g) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holder's identification number within 5 business days of exercise of the Options.
- (h) The Shares allotted shall rank, from date of allotment, equally with the existing ordinary Shares of the Company in all respects.
- (i) There is no right to change the exercise price of the Options nor the number of underlying fully paid ordinary shares over which the Options can be exercised, if the Company completes any bonus or pro rata issue.