

Notice of General Meeting

and

Explanatory Statement

and

Proxy Form

General Meeting of MRG Metals Limited to be held at
RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria
on 9 February 2018 commencing at 11.00am AEDT.

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt as how to vote, they should seek advice from their own independent financial, taxation or legal adviser without delay.

MRG Metals Limited ACN 148 938 532

General information

This notice of meeting (**Notice**) relates to a general meeting (**Meeting**) of the Shareholders of the Company (**Shareholders**).

The Meeting will take place at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria on 9 February 2018 commencing at 11.00am AEDT.

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolutions under consideration (**Resolutions**):

- **Explanatory Statement:** provides an explanation of the Resolutions and the disclosures required by law and has been prepared with the assistance of the Company's legal adviser, Moray & Agnew; and
- **Proxy form:** to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting.

Shareholders should read the above documents carefully and if they are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Defined terms used in this Notice have the meanings given to them in the Glossary section at the end of this Notice.

Key dates for Shareholders

Event	Date*
Despatch of Notice to Shareholders	8 January 2018
Deadline for lodging proxy form for Meeting	11.00am AEDT on 7 February 2018
Record date for eligibility to vote at Meeting	7.00pm AEDT on 7 February 2018
General Meeting	11.00am AEDT on 9 February 2018

* Shareholders should note the above timetable is indicative only and may be varied in consultation with ASX. Any changes to the above timetable will be released to the ASX.

MRG Metals Limited ACN 148 938 532

General Meeting: Agenda

The business to be transacted at the Meeting is set out below:

Special Business

1. Resolution 1 - Ratification of prior issue of Shares

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 48,000,000 Shares at an issue price of \$0.005 per Share on 15 December 2017 in connection with a placement as set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 1:

The Company will disregard any votes cast on this Resolution by:

- (a) any person who participated in the issue of the Shares; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote if:

- (i) it 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 - Ratification of prior issue of Shares

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 32,000,000 Shares at an issue price of \$0.006 per Share on 15 December 2017 in connection with a placement as set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 2:

The Company will disregard any votes cast on this Resolution by:

- (a) any person who participated in the issue of the Shares; and
- (b) any Associates of those persons.

However, the Company need not disregard a vote if:

- (i) it 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

3. **Resolution 3 - Approval of proposed Option issue to Placement Shareholders**

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 80,000,000 Options to the Placement Shareholders and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 3:

The Company will disregard any votes cast on this Resolution by:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (b) an Associate of that person (or those persons).

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

4. **Resolution 4 - Approval of proposed Option issue – Peak Asset Management Pty Ltd (or its nominees)**

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the proposed issue of 10,000,000 Options to Peak Asset Management Pty Ltd or its nominees (“PEAK”) and otherwise on the terms and conditions set out in the Explanatory Statement.”

Voting exclusion statement on Resolution 4:

The Company will disregard any votes cast on this Resolution by:

- (a) PEAK;
- (b) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); and
- (c) an Associate of PEAK or any of the persons described in paragraph (b) above.

However, the Company need not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

5. **Resolution 5 - Approval of proposed Share and Option issue to Andrew Van Der Zwan (or his nominee)**

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

"That for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and all other purposes, approval is given for the issue of 4,000,000 Shares and attaching 4,000,000 Options to Andrew Van Der Zwan (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement on Resolution 5:

The Company will disregard any votes cast on this Resolution by:

- (a) Andrew Van Der Zwan;
- (b) any person who is to receive securities that are subject of the approval under Resolution 5; and
- (c) any Associates of Andrew Van Der Zwan or any of the persons referred to in paragraph (b) above.

However, the Company need not disregard a vote if:

- (i) it 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

6. **Resolution 6 - Approval of proposed Share and Option issue to Shane Turner (or his nominee)**

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

"That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and all other purposes, approval is given for the issue of 2,000,000 Shares and attaching 2,000,000 Options to Shane Turner (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement on Resolution 6:

The Company will disregard any votes cast on this Resolution by:

- (a) Shane Turner; and
- (b) any person who is to receive securities that are subject of the approval under Resolution 6; and
- (c) any Associates of Shane Turner or any of the persons referred to in paragraph (b) above.

However, the Company need not disregard a vote if:

- (i) it 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
- (ii) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form to vote as the proxy decides.

By order of the board:

A handwritten signature in dark ink, appearing to read 'A.V. Z', with a long horizontal stroke extending to the right.

.....
Andrew Van Der Zwan
Chairman
4 January 2018

Notes

Who may vote?	The Directors have determined, in accordance with Regulation 7.11.37 of the <i>Corporations Regulation (Cth) 2001</i>, that all Shares of the Company that are quoted on ASX at 7.00pm on 7 February 2018 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. This means that any person registered as the holder of Shares at 7.00pm AEDT on 7 February 2018 is entitled to attend and vote at the Meeting in respect of those Shares. If you are not the registered holder of a Share at that time, you will not be entitled to vote at the Meeting in respect of that Share.
How to vote	You may vote in one of two ways: • attending the Meeting and voting in person (if a corporate shareholder, by representative- see below on how to vote by representative); or • voting by proxy (see below on how to vote by proxy).
Proxies: appointment	In accordance with section 249L of the Corporations Act, Shareholders are advised that: • A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting; • A proxy need not be a Shareholder of the Company; and • A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's vote, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. Shareholders and their proxies should be aware that: • If proxy holders vote, they must cast all directed proxies as directed; and • Any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed. Further details on these changes are set out below. <i>Proxy vote if appointment specifies way to vote:</i> Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does: • the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

	• if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and • if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and • if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed). <i>Transfer of non-chair proxy to chair in certain circumstances</i> Section 250BC of the Corporations Act provides that, if: • an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of Company's members; and • the appointed proxy is not the chair of the meeting; and • at the meeting, a poll is duly demanded on the resolution; and • either of the following applies: ○ the proxy is not recorded as attending the meeting; or ○ the proxy does not vote on the resolution, the chair of the meeting is taken, before voting on the resolution, closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting. To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out in the Proxy Form.
Proxies: lodgement	To be valid, a Proxy Form must be received by the Company by no later than 11.00am AEDT on 7 February 2018 (Proxy Deadline). Proxy Forms may be submitted by: (a) hand delivery to: MRG Metals Limited, 12 Anderson Street West, Ballarat VIC; (b) post to: MRG Metals Limited, PO Box 237, Ballarat VIC 3353, Australia; or (c) facsimile: +61 3 5330 5890. The Proxy Form must be signed by the Shareholder or the Shareholder's attorney, or where the Shareholder is a body corporate, by its corporate representative or at least 2 officers of that Shareholder. Where the Proxy Form is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.

Body corporate representative	A Shareholder of the Company who is a body corporate and who is entitled to attend and vote at the Meeting, or a validly appointed proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with: (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.
Voting procedure	Every question arising at the Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Constitution. On a show of hands, every Shareholder entitled to vote who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every person entitled to vote who is present in person or by proxy, representative or attorney will have one vote for each voting Share held by that person.
Enquiries	For all enquiries, please contact the Company Secretary, Mr Shane Turner, on +61 (03) 5330 5800 or +61 (0) 404 033 450.

MRG Metals Limited ACN 148 938 532 (Company)

Explanatory Statement

Introduction

The Explanatory Memorandum has been prepared for the purposes of the Corporations Act and the ASX Listing Rules. The purpose of this Explanatory Memorandum is to provide Shareholders with all the information known to the Company that is material to Shareholders in deciding whether or not to approve the Resolutions as set out in the Notice.

The Directors recommend that Shareholders read this Explanatory Memorandum in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolutions.

Items of Special Business

1. Resolution 1- Ratification of prior issue of Shares

Resolution 1 seeks Shareholder approval for the prior issue of 48,000,000 Shares on 15 December 2017 at an issue price of \$0.005 per share (**LR7.1 Placement Shares**) by way of a placement via its 15% placement capacity under ASX Listing Rule 7.1 (**LR7.1 Share Placement**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities during any 12 month period in excess of 15% of the number of fully paid ordinary shares on issue at the commencement of that 12 month period, without Shareholder approval.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1 by permitting the ratification of a previous issue of securities which was not made under a specified exception to ASX Listing Rule 7.1 or with prior Shareholder approval, provided that the issue did not breach the 15% threshold set out by ASX Listing Rule 7.1.

If at the Meeting, Shareholders of the Company approve the ratification of the previous issue of the LR7.1 Placement Shares, those the LR7.1 Placement Shares will be deemed to have been issued with Shareholder approval and will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1.

Therefore, the effect of ratification in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum 15% annual placement capacity, allowing it to issue equity securities, if required, in the next 12 months without requiring Shareholder approval under ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

Number of securities issued	48,000,000 Shares were issued.
Price	Issue price per Share was \$0.005.
Terms	The Shares are fully paid and rank pari passu with all existing securities in their class.
Names of persons to whom securities were issued	The Shares were allotted and issued to sophisticated investors and retail private clients of Peak. None of these subscribers are Related Parties of the Company.
Use of funds raised	Funds raised are intended to be used for working capital and in pursuit of new opportunities.
Voting exclusion statements	Voting exclusion statements are contained in the Notice.

The Directors consider it appropriate and prudent for approval to be sought at the Meeting, in respect of the issue of the LR7.1 Placement Shares. The Directors believe this approval will assist the Company in managing its capital requirements efficiently by ensuring that the 15% placement capacity under the ASX Listing Rule 7.1 is not diminished by the issuance of the LR7.1 Placement Shares and capacity is available for financing its operations and acquisitions through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

In particular, the Directors note that, if this approval is not obtained at the Meeting, the Company may be required to incur additional costs and delays, if the Directors subsequently propose to issue securities which do not fall under an exception in ASX Listing Rule 7.2 to the 15% limit in ASX Listing Rule 7.1.

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

2. **Resolution 2 - Ratification of prior issue of Shares**

This Resolution 2 seeks Shareholder approval for the prior issue of 32,000,000 Shares on 15 December 2017 at an issue price of \$0.006 per share (**LR7.1A Placement Shares**) by way of a placement via its additional 10% placement capacity under ASX Listing Rule 7.1A (**LR7.1A Share Placement**).

ASX Listing Rule 7.1A provides that in addition to issues of equity securities permitted without prior shareholder approval under ASX Listing Rule 7.1, a company that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary shares on issue at the commencement of that 12 month period, in addition

to the 15% placement capacity under ASX Listing Rule 7.1, without shareholder approval. .

At the Company's Annual General Meeting on 28 November 2017, the Shareholder approval was sought and obtain to approve an additional 10% placement capacity pursuant to ASX Listing Rule 7.1A (**Additional 10% Placement Capacity**).

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1A by permitting the ratification of a previous issue of securities which was not made under a specified exception or with prior shareholder approval, provided that the issue did not breach the 10% threshold set out by ASX Listing Rule 7.1A.

If at the Meeting, Shareholders of the Company approve the ratification of a previous issue of the LR7.1A Placement Shares, those Shares will be deemed to have been issued with Shareholder approval and will not reduce the Company's Additional 10% Placement Capacity under ASX Listing Rule 7.1A.

The effect of ratification in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum Additional 10% Placement Capacity under ASX Listing Rule 7.1A, allowing it to issue further equity securities up to that additional 10% limit, if required, in the next 12 months under without requiring Shareholder approval.

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:

Number of securities issued	32,000,000 Shares were issued.
Price	Issue price per Share was \$0.006.
Terms	The Shares are fully paid and rank pari passu with all existing securities in their class.
Names of persons to whom securities were issued	The Shares were allotted and issued to sophisticated investors and retail private clients of Peak. None of the subscribers are Related Parties of the Company.
Use of funds raised	The funds raised are intended to be used for working capital and in pursuit of new opportunities.
Voting exclusion statements	Voting exclusion statements are contained in the Notice.

The Directors consider it appropriate and prudent for approval to be sought at the Meeting, in respect of the issue of LR7.1A Placement Shares. The Directors believe this approval will assist the Company in managing its capital requirements efficiently by ensuring that the Additional 10% Placement Capacity is not diminished by the issuance of the LR7.1A Placement Shares and capacity is available for financing its operations and acquisitions through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

In particular, the Directors note that, if this approval is not obtained at the Meeting, the Company may be required to incur additional costs and delays, if the Directors subsequently propose to issue securities which do not fall under an exception in ASX Listing Rule 7.2 to the Additional 10% Placement Capacity in ASX Listing Rule 7.1A.

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

3. Resolution 3 - Approval of Proposed Option Issue – Placement Shareholders

The LR7.1 Placement Shares and the LR7.1A Placement Shares (collectively **Placement Shares**) were placed with free attaching 1:1 Options (i.e. for each placement share allotted, one Option is to be issued for no consideration), exercisable at an exercise price of \$0.01 and expiring on 20 December 2020 (**Attaching Options**), which are to be issued subject to Shareholder approval.

The terms of the Attaching Options are otherwise set out in Annexure A.

This Resolution 3 seeks Shareholder approval of the proposed issue of securities in the Company for the purposes of ASX Listing Rule 7.1 to allow the issue of the Attaching Options to the Placement Shareholders.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which include options) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

If Resolution 3 is passed, the issue of the Attaching Options under Resolution 3 will not breach or reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and its Additional 10% Placement Capacity under ASX Listing Rule 7.1A.

Exception 4 of ASX Listing Rule 7.2 provides that an issue on conversion of convertible securities (which include options) are an exemption to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A if they were issued in compliance with the ASX Listing Rules. As such, on exercise of the Attaching Options, the issue of shares will not reduce the Company's 15% placement capacity and Additional 10% Placement Capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A respectively.

For the purposes of ASX Listing Rule 7.3, which contains the requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

Maximum number of securities to be issued	80,000,000 Options
--	--------------------

Date by which the securities will be issued	If Resolution 3 is passed, the Attaching Options are expected to be issued as soon as practicable following Shareholder approval, and in any event, by no later than three months following the date of the Meeting and listing of those options to be sought from the ASX.					
Price	Nil, however the Attaching Options will be exercisable at \$0.01.					
Terms	The Attaching Options are issued on the following high level terms: <table><tr><td>Exercisable price</td><td>\$0.01 each</td></tr><tr><td>Expiry date</td><td>20 December 2020</td></tr></table> If Resolution 3 is passed, the Company will apply to ASX for Official Quotation of the Attaching Options after their issuance. A summary of the complete terms of the Attaching Options are detailed in Annexure A.		Exercisable price	\$0.01 each	Expiry date	20 December 2020
Exercisable price	\$0.01 each					
Expiry date	20 December 2020					
Names of persons to whom securities were issued	The Placement Shareholders as detailed in Schedules 1 and 2. None of these shareholders are Related Parties of the Company.					
Use of funds raised	No funds will be raised from the issue of the Attaching Options as they are to be issued as free attaching options as part of the overall arrangement for the LR7.1 Share Placement and LR7.1A Share Placement. It is intended that the funds raised by the exercise of the Attaching Options will be used for: • working capital purposes; and • other strategic initiatives as determined by the Board at the time of the funds being received.					
Voting exclusion statements	Voting exclusion statements are contained in the Notice.					

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

4. Resolution 4 - Approval of Proposed Option Issue – Peak Asset Management Pty Ltd (or its nominees)

On 8 December 2017, the Company entered into a mandate arrangement with PEAK for certain corporate advisory services (**PEAK Mandate**) whereby payment for these services is to be satisfied, in part, by the issue of a total of 10,000,000 options in the Company to PEAK and/or its nominee and otherwise on terms detailed below (**PEAK Options**), subject to Shareholders approval.

This Resolution 4 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 to allow the issue of the PEAK Options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities (which include options) during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

If Resolution 4 is passed, the issue of the PEAK Options under Resolution 4 will not breach or reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and its Additional 10% Placement Capacity under ASX Listing Rule 7.1A.

Exception 4 of ASX Listing Rule 7.2 provides that an issue on conversion of convertible securities (which include options) are an exemption to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A if they were issued in compliance with the ASX Listing Rules. As such, on exercise of the PEAK Options, the issue of shares will not reduce the Company's 15% placement capacity and Additional 10% Placement Capacity under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A respectively.

For the purposes of ASX Listing Rule 7.3, which contains the requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

Maximum number of securities to be issued	10,000,000 Options
Date by which the securities will be issued	If Resolution 4 is passed, the 5,000,000 of the PEAK Options are expected to be issued as soon as practicable following Shareholder approval, and in any event, by no later than three months following the date of the Meeting and listing of those options to be sought from the ASX. The remaining 5,000,000 PEAK Options are subject to the 30 day VWAP for the Company's quoted Shares being greater than \$0.02 at any time during PEAK's engagement with the Company (namely, a 12 month period from 8 December 2017).

	It is noted that if for any reasons, the remaining 5,000,000 PEAK Options cannot issued within 3 months after the passage of Resolution 4, those Options <u>cannot</u> be issued subject to this Resolution 4. In that event, the issue of those Options will be subject to any further Shareholder approval required by ASX Listing Rules.
Price	Nil, however the PEAK Options will be exercisable at \$0.01.
Terms	The PEAK Options are issued on the following high level terms: • 5,000,000 options, vesting immediately with an exercise price of \$0.01 per option, expiring 20 December 2020, escrowed for 6 months from date of issue; and • 5,000,000 options, vesting once the 30 day VWAP for the Company's quoted Shares is greater than \$0.02 at any time during PEAK's engagement with the Company (namely, a 12 month period from 8 December 2017), with an exercise price of \$0.01 per option, expiring 20 December 2020, escrowed for 12 months from date of issue. If Resolution 4 is passed, the Company will apply to ASX for Official Quotation of the PEAK Options after they are issued. A summary of the complete terms of the PEAK Options are detailed in Annexure A.
Names of persons to whom securities were issued	PEAK or its nominees.
Use of funds raised	No funds will be raised from the issue of the PEAK Options as they are to be issued in lieu of part of the fees payable to PEAK pursuant to the PEAK Mandate. It is intended that the funds raised by the exercise of the PEAK Options will be used for: • working capital purposes; and • other strategic initiatives as determined by the Board at the time of the funds being received.

Voting statements	exclusion	Voting exclusion statements are contained in the Notice.
--------------------------	------------------	--

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

5. Resolutions 5 and 6 - Approval of proposed Share and Option issue to Andrew Van Der Zwan (or his nominee) and Shane Turner (or his nominee)

On 13 December 2017, the Company announced a non-renounceable entitlement issue (**Entitlement Offer**). An offer document setting out the terms and conditions of the Entitlement Offer was lodged with ASX Limited (**ASX**) on 19 December 2017 (**Offer Document**) and will be sent to all Eligible Shareholders together with a personalised Entitlement and Acceptance Form on 29 December 2017.

Pursuant to the Offer Document, each Eligible Shareholder is entitled to subscribe for 1 New Share for every 2 Shares held at the record date (as determined in accordance with the Offer Document), with free attaching 1 New Option for every New Share allotted.

A Shortfall will arise if any of the Eligible Shareholders do not take up their Entitlements in full on or before the Entitlement Offer Closing Date in accordance with the Offer Document.

Pursuant to the Offer Document, if any Shortfall remains after the Entitlement Offer Closing Date, the Directors reserve the right to place any Shortfall Securities to any parties selected by the Directors within three months after the Entitlement Offer Closing Date in accordance with the Corporations Act and the ASX Listing Rules. Shortfall Securities will be issued at a price not less than the issue price of the New Shares under the Entitlement Offer.

In accordance with the ASX Listing Rules, the Directors are not able to apply for any potential Shortfall Securities under the Entitlement Offer.

It is therefore proposed to place up to:

- 4,000,000 Shares, with 1 free attaching Option for each Share allotted, up to 4,000,000 Options, to Andrew Van Der Zwan or his nominee (**AZ Placement Securities**); and
- 2,000,000 Shares, with 1 free attaching Option for each Share allotted, up to 4,000,000 Option, to Shane Turner or his nominee (**ST Placement Securities**),

at the same issue price for the New Shares and otherwise on the same terms and conditions under the Entitlement Offer (i.e. Each Share has an issue price of \$0.005 and has 1 free attaching New Option exercisable at the exercise price of \$0.01 and expiring on 20 December 2020) subject to the Shareholders approval.

The Resolutions 5 and 6 seek Shareholder approval pursuant to ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act to allow for the issue of the AZ Placement Securities to Andrew Van Der Zwan or his nominee and the ST Placement Securities to Shane Turner or his nominee (collectively, **Directors Placement Securities**).

ASX Listing Rule 10.11 prohibits the issue of equity securities to "Related Parties" without Shareholder approval, unless an exception under ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Directors Placement Securities.

In the event Resolutions 5 and 6 are approved, any Shares issued upon exercise of the Options comprised in the Directors Placement Securities would then fall under Exception 7 to ASX Listing Rule 10.12 and not require further Shareholder approval under ASX Listing Rule 10.11.

ASX Listing Rule 7.1

Exception 14 of ASX Listing Rule 7.2 provides that approval under ASX Listing Rule 7.1 will not be required if the issue of equity securities is made with the approval of Shareholders under ASX Listing Rule 10.11.

As approval for the issue of the Directors Placement Securities to Andrew Van Der Zwan and Shane Turner (or their respective nominees) is being sought under ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.

For the purposes of ASX Listing Rule 10.13, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:

	AZ Placement Securities	ST Placement Securities
Name of recipient	Andrew Van Der Zwan or his nominee	Shane Turner or his nominee
Maximum number of Securities to be issued	4,000,000 Shares 4,000,000 Options	2,000,000 Shares 2,000,000 Options
Date by which entity will issue securities	If Resolution 5 is passed, all Shares and Options are expected to be issued on the same date of the Meeting, and in any event, by no later than 1 month of the date of the Meeting.	If Resolution 6 is passed, all Shares and Options are expected to be issued on the same date of the Meeting, and in any event, by no later than 1 month of the date of the Meeting.
Status of related	Andrew Van Der Zwan is a Director of the Company	Shane Turner is a Director of the Company

party relationship	His nominee (if any) will be his Associate.	His nominee (if any) will be his Associate.													
Issue price and terms for Shares comprised in the Directors Placement Securities	The Shares will be issued for an issue price of \$0.005 per Share. The Shares will rank pari passu with all existing securities in their class.	The Shares will be issued for an issue price of \$0.005 per Share. The Shares will rank pari passu with all existing securities in their class.													
Issue price and terms for Options comprised in the Directors Placement Securities	The Options will be issued for nil consideration, however, the Options will have an exercise price of \$0.01 per Option The Options are issued on the following high level terms: <table><tr><td>Exercisable price</td><td>\$0.01 each</td></tr><tr><td>Expiry date</td><td>20 December 2020</td></tr></table> If Resolution 5 is passed, the Company will apply to ASX for Official Quotation of the Options after their issuance. A summary of the complete terms of these Options are detailed in Annexure A.	Exercisable price	\$0.01 each	Expiry date	20 December 2020	<table><tr><td>The Options will be issued for nil consideration, however, the Options will have an exercise price of \$0.01 per Option</td></tr><tr><td>The Options are issued on the following high level terms:</td></tr><tr><td><table><tr><td>Exercisable price</td><td>\$0.01 each</td></tr><tr><td>Expiry date</td><td>20 December 2020</td></tr></table></td></tr><tr><td>If Resolution 6 is passed, the Company will apply to ASX for Official Quotation of the Options after their issuance.</td></tr><tr><td>A summary of the complete terms of these Options are detailed in Annexure A.</td></tr></table>	The Options will be issued for nil consideration, however, the Options will have an exercise price of \$0.01 per Option	The Options are issued on the following high level terms:	<table><tr><td>Exercisable price</td><td>\$0.01 each</td></tr><tr><td>Expiry date</td><td>20 December 2020</td></tr></table>	Exercisable price	\$0.01 each	Expiry date	20 December 2020	If Resolution 6 is passed, the Company will apply to ASX for Official Quotation of the Options after their issuance.	A summary of the complete terms of these Options are detailed in Annexure A.
Exercisable price	\$0.01 each														
Expiry date	20 December 2020														
The Options will be issued for nil consideration, however, the Options will have an exercise price of \$0.01 per Option															
The Options are issued on the following high level terms:															
<table><tr><td>Exercisable price</td><td>\$0.01 each</td></tr><tr><td>Expiry date</td><td>20 December 2020</td></tr></table>	Exercisable price	\$0.01 each	Expiry date	20 December 2020											
Exercisable price	\$0.01 each														
Expiry date	20 December 2020														
If Resolution 6 is passed, the Company will apply to ASX for Official Quotation of the Options after their issuance.															
A summary of the complete terms of these Options are detailed in Annexure A.															
Intended use of funds raised	It is intended that the funds raised by the issue of the AZ Placement Shares will be used for working capital and in pursuit of new opportunities.	It is intended that the funds raised by the issue of the ST Placement Shares will be used for working capital and in pursuit of new opportunities.													

Voting exclusion statement	Voting exclusion statements are contained in the Notice.	Voting exclusion statements are contained in the Notice.
-----------------------------------	--	--

Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a related party, the public company must:

- (a) obtain the approval of the Company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months follow such approval,

unless the giving of the financial benefit fall within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Directors Placement Securities would constitute giving a financial benefit and Andrew Van Der Zwan and Shane Turner are all Related Parties of the Company by virtue of being Directors of the Company.

The Directors (with respect to each of Resolutions 5 and 6 that do not relate directly to themselves) consider that Shareholders' approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Directors Placement Securities proposed to be issued to Andrew Van Der Zwan and Shane Turner (or their respective nominees) as such issue is at the same price as the New Securities proposed to be issued to all Eligible Shareholders in the Entitlement Offer. As such, the giving of the financial benefit is on arm's length terms. However, the Company has nevertheless taken the conservative approach of seeking Shareholder approval under Chapter 2E of the Corporations Act.

Shareholder approval is therefore sought in relation to the Resolutions 5 and 6. To enable Shareholder approval to be effectively obtained under section 208 of the Corporations Act, the following information is provided in respect of the proposed issue of Directors Placement Securities to Andrew Van Der Zwan and Shane Turner (or their nominees):

Recipient of financial benefit	Andrew Van Der Zwan or his nominee	Shane Turner or his nominee
Nature of financial benefit	AZ Placement Securities to be issued on terms specified herein	ST Placement Securities to be issued on terms specified herein
Directors' recommendation	Mr Van Der Zwan is not entitled and does not wish to make a recommendation to Shareholders about Resolution 5, because he (or his nominee) is	Mr Turner is not entitled and does not wish to make a recommendation to Shareholders about Resolution 6, because he or his nominee is the

	the proposed recipient of the AZ Placement Securities, and has an interest in the outcome of the Resolution. Each other Director otherwise recommends that Shareholders vote in favour of Resolution 5 and consider the issue is appropriate in recognition of Mr Van Der Zwan's previous commitment to capital raisings undertaken by the Company. The other directors confirm that they don't have any interest in the outcome of Resolution 5.	proposed recipient of the ST Placement Securities, and has an interest in the outcome of the Resolution. Each other Director otherwise recommends that Shareholders vote in favour of Resolution 6 and consider the issue is appropriate in recognition of Mr Turner's previous commitment to capital raisings undertaken by the Company. The other directors confirm that they don't have any interest in the outcome of Resolution 6.
--	--	--

Interests of Directors

The interests of Andrew Van Der Zwan and Shane Gordon Turner hold either directly or through their controlled entities in the Securities of the Company as at the date of this Notice, and if Resolutions 5 and 6 are approved, immediately after the Meeting, are as follows:

	Andrew Van Der Zwan	Shane Gordon Turner
<u>As at the date of this Notice</u>		
Existing Shares	7,187,500 (1.79%)	5,305,800 (1.32%)
Existing Options	3,590,000 Existing Options	1,520,000 Existing Options
Maximum Entitlement to New Shares under the Entitlement Offer	3,593,750	2,652,900

Maximum Entitlement to New Options under the Entitlement Offer	3,593,750 New Options	2,652,900 New Options
<i>Directors Placement Securities to be issued</i>	<i>If Resolution 5 is passed</i>	<i>If Resolution 6 is passed</i>
Maximum number of Shares comprised in the Directors Placement Securities to be issued	4,000,000	2,000,000
Maximum number of Options comprised in the Directors Placement Securities to be issued	4,000,000 New Options	2,000,000 New Options
<i>Total After the Meeting and issuance of the relevant Directors Placement Securities (Notes)</i>	14,781,250 Shares (2.43%) 3,590,000 Existing Options 7,593,750 New Options	9,958,700 Shares (1.64%) 1,520,000 Existing Options 4,652,900 New Options

Notes:

1. The table assumes that no further Shares are issued after the date of this Notice except for the issue of New Shares pursuant to the Entitlement Offer or a placement of any Shortfall.
2. The table assumes that any Shortfall is fully subsequently placed.
3. The table is based on the assumption that Mr Andrew Van Der Zwan and Shane Gordon Turner (and their respective controlled entities) fully subscribe for their entitlement under the Entitlement Offer.
4. The table assumes that the Company's 72,978,404 listed Existing Options which are exercisable at \$0.15 on or before 31 August 2020 are not exercised.
5. The table assumes that the New Options are not exercised.
6. The table assumes that no Shares or Options are transferred by the Directors or their Associates after the date of this Notice.
7. The table assumes that the Options issued pursuant to the LR7.1 Share Placement and the LR7.1A Share Placement and the PEAK Placement Options are not exercised.
8. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are fully subsequently placed. In the event all Entitlements are not accepted and some or all of the resulting Shortfall Securities are not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.

The issue of Directors Placement Securities under Resolutions 5 and 6 will result in the dilution to Shareholders' interest in the Company. However, the Board considers that the issue of Directors Placement Securities to Mr Van Der Zwan and Mr Turner (or their respective nominees) will recognise their previous commitments to capital

raising under taken by the Company and will help to further align their interests with Shareholders.

The Board is not aware of any other information that would be reasonably required by Shareholders to enable them to make an informed decision whether it is in the best interests of the Company to pass the Resolutions 5 and 6.

Recommendation: The Board recommends that Shareholders vote **in favour** of the Resolutions set out in items 5 and 6. For the avoidance of doubt, Andrew Van Der Zwan has abstained from giving a recommendation in relation to the Resolution 5 and Shane Turner has abstained from giving a recommendation in relation to the Resolution 6.

Other information

The Board is not aware of any other information which is relevant to the consideration by Shareholders of the proposed Resolutions which are detailed in the Notice. Prior to making any decision, Shareholders may wish to seek advice from their own independent accountant, solicitor or other financial adviser as to the effect of the proposed Resolution

Open proxies

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolutions.

Glossary

Capitalised terms used in this Notice and the Explanatory statement have the following meanings:

\$ means Australian Dollars;

AEDT means Australian Eastern Daylight Savings Time;

ASIC means the Australian Securities and Investments Commission;

Associate has the meaning given to that term in Chapter 19 of the ASX Listing Rules;

ASX means the Australian Securities Exchange or ASX Limited as the context requires;

ASX Listing Rules means the listing rules of ASX;

Attaching Options has the meaning given to it in paragraph 3 of the Explanatory Statement;

Board means the board of Directors;

Company means MRG Metals Limited ACN 148 938 532;

Constitution means the constitution of the Company;

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

Director(s) means the directors of the Company from time to time;

Eligible Shareholders means those Shareholders who are eligible to subscribe for the New Securities under the Entitlement Offer, pursuant to the Offer Document;

Entitlement Offer means a non-renounceable entitlement issue to raise up to approximately \$1,001,949 as announced by the Company on 13 December 2017;

Entitlement Offer means the closing date of the Entitlement Offer as determined in accordance with the Offer Document;

Explanatory Statement means the explanatory statement that accompanies this Notice, and includes Schedules 1 and 2 and Annexure documents;

Existing Options means all existing Options to subscribe for Shares currently on issue as at the date of this Notice and quoted on ASX under the code "MRQOA", being the following:

No. of Existing Options issued	Exercise Price	Expiry Date
72,978,404	\$0.15	31 August 2020

LR7.1 Placement Shares has the meaning to it in Paragraph 1 of the Explanatory Statement;

LR7.1 Share Placement has the meaning to it in Paragraph 1 of the Explanatory Statement;

LR7.1A Placement Shares has the meaning to it in Paragraph 2 of the Explanatory Statement;

LR7.1A Share Placement has the meaning to it in Paragraph 2 of the Explanatory Statement;

Meeting means the meeting of the Company to be held at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria on 9 February 2018 at 11.00am AEDT;

New Options means the Options offered under the Entitlement Offer pursuant to the Offer Document, which has an exercise price of \$0.01 and expiry date of 20 December 2020;

New Shares means Shares offered at an issue price of \$0.005 per share under the Entitlement Offer pursuant to the Offer Document;

New Security means 1 New Share offered under the Entitlement Offer, with free attaching 1 New Option, pursuant to the Offer Document and **New Securities** has a corresponding meaning;

Notice means the notice convening the Meeting;

Offer Document means the offer document setting out the terms and conditions of the Entitlement Offer, which was lodged with ASX (**ASX**) on 19 December 2017;

Option means an option to subscribe for Shares in the Company;

Official Quotation means official quotation on ASX;

PEAK means PEAK Asset Management Pty Ltd;

PEAK Mandate has the meaning given to it in paragraph 4 of the Explanatory Statement;

PEAK Option has the meaning given to it in paragraph 4 of the Explanatory Statement;

Placement Share means either a LR7.1 Placement Share or a LR7.1A Placement Share;

Placement Shareholders means the persons and entities listed in Schedules 1 and 2;

Proxy Form means the proxy form accompanying this Notice;

Related Party has the meaning given to it in section 228 of the Corporations Act.

Resolution means a resolution to be voted on at the Meeting, the details of which are set out in the Notice;

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

Shareholder means a holder of a Share;

Shortfall means the New Securities which are not accepted by the Eligible Shareholders by the Entitlement Offer Closing Date pursuant to the Offer Document;

Shortfall Shares means those New Shares which are not accepted by the Eligible Shareholders by the Entitlement Offer Closing Date pursuant to the Offer Document;

Shortfall Options means those New Options that are attached to the Shortfall Shares;

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

VWAP means volume weighted average market price as defined in accordance with the ASX Listing Rules.



MRG Metals Limited
ACN 148 938 532

LODGE YOUR VOTE



By mail:
MRG Metals Limited
PO Box 237
Ballarat VIC 3353



By fax: 61 3 5330 5890



By hand:
delivering it to MRG Metals Limited, 12 Anderson Street West,
Ballarat, VIC 3350



X99999999999

PROXY FORM

I/We being a member(s) of MRG Metals Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

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

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

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the General Meeting of the Company to be held at **11:00am (AEDT) on Friday, 9 February 2018 at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolutions

For Against Abstain*

1	Ratification of Prior Issue of Shares	☐	☐	☐
2	Ratification of Prior Issue of Shares	☐	☐	☐
3	Approval of Proposed Option Issue to Placement Shareholders	☐	☐	☐
4	Approval of Proposed Option Issue - Peak Asset Management Pty Ltd (or its nominees)	☐	☐	☐
5	Approval of Proposed Share and Option Issue to Andrew Van Der Zwan (or his nominee)	☐	☐	☐
6	Approval of Proposed Share and Option Issue to Shane Turner (or his nominee)	☐	☐	☐

i * 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

MRQ PRX1801N



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Wednesday, 7 February 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.



by mail:

MRG Metals Limited
PO Box 237
Ballarat VIC 3353



by fax:

61 3 5330 5890



by hand:

delivering it to MRG Metals Limited, 12 Anderson Street West, Ballarat, VIC 3350.

If you would like to attend and vote at the General Meeting, please bring this form with you.
This will assist in registering your attendance.