

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2015 Annual General Meeting of shareholders of Neometals Ltd ABN 89 099 116 631 (**Company**) will be held at the **Celtic Club, 48 Ord Street, West Perth**, on **Friday, 27 November 2015** at **3:00pm** Western Standard Time for the purpose of transacting the following business.

An Explanatory Statement and Proxy Form accompany, and form part of, this Notice. Information relevant to the proposed resolutions set out below, including information required by the ASX Listing Rules and the Corporations Act 2001 (Cth), can be found in the Explanatory Statement.

BUSINESS

1. Annual Report for year ended 30 June 2015

To receive the Annual Report of the Company for the period ended 30 June 2015 which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Report of the Auditor, Deloitte. During the consideration of these items, shareholders are invited to ask questions or make comments on:

- the Financial Report of the Company for the period ended 30 June 2015;
- the Directors' Report in relation to that period; and
- the Report of the Auditor on the Financial Report.

A representative of the Company's Auditor is anticipated to be in attendance to respond to any questions raised of the Auditor or on the Auditor's Report in accordance with the terms of section 250T of the Corporations Act.

2. Re-election of Steven Cole as Director

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

Resolution 1

"THAT Steven Cole, who will retire as a Director by rotation in accordance with Articles 11.3 and 11.5 of the Company's Constitution, and who is eligible for re-election as a Director in accordance with Article 11.4 of the Company's Constitution and offers himself for re-election, be re-elected as a Director of the Company."

3. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as a non-binding resolution:

Resolution 2

"THAT, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth), the Remuneration Report for the year ended 30 June 2015 be adopted."

The Remuneration Report is set out in the 2015 Annual Report. Please note that, in accordance with section 250R(3) of the *Corporations Act 2001* (Cth), the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2:

- (a) by or on behalf of a member of the KMP as disclosed in the Remuneration Report;
 - (b) by or on behalf of a Closely Related Party (such as close family members and any controlled companies) of a member of the KMP; or
 - (c) as a proxy by a member of the KMP or their Closely Related Parties,
- unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

4. Directors' Remuneration

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

Resolution 3

"THAT for the purposes of Article 11.15 of the Company's Constitution, ASX Listing Rule 10.17 and for all other purposes, the maximum aggregate sum that may be paid to Directors by way of remuneration for their services as directors of the Company be increased by \$200,000 from \$400,000 to \$600,000 per annum, to be paid in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3:

- (a) by a Director and any of their associates; and
 - (b) as proxy by a member of the KMP or their Closely Related Parties,
- unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman pursuant to an express authorisation to exercise the proxy.

5. Adoption of new constitution

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

Resolution 4

"THAT, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to repeal its existing Constitution and adopt a new constitution in its place in the form signed by the Chairman of the Meeting for identification purposes, with effect from the close of the Meeting."

6. Other Business

In compliance with section 250S(1) of the *Corporations Act 2001* (Cth), shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the meeting.

BY ORDER OF THE BOARD

Jason Carone
Company Secretary
Date: 19 October 2015

EXPLANATORY STATEMENT

THIS EXPLANATORY STATEMENT accompanies and forms part of the Notice convening the 2015 Annual General Meeting of shareholders of Neometals Ltd ABN 89 099 116 631 (**Company**) to be held at the **Celtic Club, 48 Ord Street, West Perth, Western Australia**, on **Friday, 27 November 2015** at **3:00pm** Western Standard Time.

This Explanatory Statement is to provide shareholders with explanatory notes and information relevant to the Annual General Meeting and its business. It comprises of a Part A and a Part B. This Explanatory Statement should be read in conjunction with the accompanying Notice.

PART A: VOTING

1. Definitions

In this Notice and Explanatory Statement:

AASB means the Australian Accounting Standards Board.

Annual General Meeting means the annual general meeting notified to the shareholders by the Notice.

ASX means ASX Limited, or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company.

Closely Related Party has the meaning given in section 9 of the Corporations Act, and includes close family members and any controlled companies of a member of the KMP.

Company means Neometals Ltd ABN 89 099 116 631.

Constitution means the existing constitution of the Company.

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

Director means a director of the Company.

Explanatory Statement means this explanatory statement incorporated in this Notice.

Key Management Personnel or KMP means the Company's key management personnel as defined in AASB Standard 124.

Listing Rules means the Listing Rules from time to time of the ASX.

Notice means the notice of annual general meeting incorporating this Explanatory Statement.

Proposed Constitution has the meaning given to the term in section 8.1 of this Explanatory Statement.

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

2. Required Majority

- (a) In accordance with the Corporations Act, for the resolutions to be effective:
 - (i) the resolutions must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolutions has been given (satisfied by this Notice); and
 - (ii) in the case of ordinary resolutions, must be passed by more than 50% of all the votes cast by shareholders present and entitled to vote on the resolutions (whether in person or by proxy, attorney or representative); and

- (iii) in the case of special resolutions, must be passed by not less than 75% of all the votes cast by shareholders present and entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).
- (b) On a show of hands every shareholder has one vote and, on a poll, every shareholder has one vote for each share held.

3. Entitlement to Vote

The Company has determined that, for the purposes of the Corporations Act, the persons eligible to attend and vote at the Annual General Meeting are those persons who are registered shareholders of the Company at 4:00pm Western Standard Time on Wednesday, 25 November 2015.

4. Proxies

- (a) Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
- (b) A proxy need not be a shareholder of the Company.
- (c) The proxy form sent with this Notice should be used for this Annual General Meeting.
- (d) Each shareholder who is entitled to cast 2 or more votes at this Annual General Meeting may appoint up to 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder does not specify the proportion or number of that shareholder's votes that each proxy may exercise, then each proxy will be entitled to exercise half of that shareholder's votes. An additional proxy form will be supplied by the Company on request. No shareholder may appoint more than 2 proxies.
- (e) In the case of a shareholder who is an individual, a proxy form must be executed under the hand of the individual or his or her attorney duly authorised in writing and, in the case of a member that is a corporation, a proxy form must be executed by the corporation under common seal, pursuant to section 127 of the Corporations Act or under the hand of its duly authorised officer or attorney.
- (f) Any shareholder may by power of attorney appoint an attorney to act on his or her behalf and such power of attorney or certified copy thereof must be received by the Company as specified in paragraph (k).
- (g) Any corporation which is a shareholder of the Company may appoint a representative to attend and vote for that corporation at the Annual General Meeting. Appointments of representatives by corporations must be received by the Company as specified in paragraph (k) or handed in at the Annual General Meeting when registering as a company representative.
- (h) Any directed proxies that are not voted on a poll at the Annual General Meeting by a shareholder's appointed proxy will automatically default to the Chairman of the Annual General Meeting, who is required to vote proxies as directed on a poll.
- (i) Members of the KMP (which includes each of the Directors) will not be able to vote as proxy on Resolutions 2 or 3 unless the shareholder tells them how to vote or, in the case of the Chairman of the Annual General Meeting, unless the shareholder expressly authorises him to do so. If a shareholder intends to appoint a member of the KMP (other than the Chairman) as their proxy, the shareholder should ensure that they direct the member of the KMP how to vote on Resolutions 2 or 3.

- (j) If a shareholder intends to appoint the Chairman of the Annual General Meeting as their proxy for Resolutions 2 or 3, shareholders can direct the Chairman how to vote by marking one of the boxes for Resolutions 2 or 3 (for example, if the shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a shareholder does not direct the Chairman how to vote, then by submitting the proxy form, the shareholder will be expressly authorising the Chairman to exercise the proxy in respect of Resolutions 2 or 3 even though it is connected to the remuneration of members of the KMP.
- (k) Proxy forms (including any instruments under which they have been executed) and powers of attorney granted by shareholders must be received by the Company by 4:00pm Western Standard Time on Wednesday, 24 November 2015:

At Corporate Specialists Pty Ltd:

- (i) By post to Corporate Specialists Pty Ltd, PO Box 2117 Warwick, WA 6024; or
- (ii) By facsimile: within Australia: 08 6270 1161; outside Australia: + 61 8 6270 1161;
- (iii) By email: admin@corporatespecialists.com.au

At the Company's registered office:

- (iv) by hand delivery to the registered office – Level 1, 672 Murray Street, West Perth, Western Australia;
- (v) by post to the registered office – Locked Bag 8, West Perth WA 6872; or
- (vi) by facsimile to the registered office – facsimile number +61 8 9321 0556; or
- (vii) by email – cosec@neometals.com.au.

PART B: EXPLANATORY NOTES

5. Re-election of Director

Resolution 1 – Re-election of Steven Cole

It is a requirement under Article 11.3 of the Company's Constitution that at the annual general meeting in every year, one third of the Directors (excluding the managing director and any director appointed under Article 11.1), or if their number is not 3 nor a multiple of 3, then the number nearest one third, retire from office. Under Article 11.5, the Directors to retire are those who have been longest in office since their last election. Accordingly, Steven Cole will retire at the Annual General Meeting in accordance with this requirement. Steven Cole offers himself for re-election.

Information in respect of Steven Cole is set out below:

Steven Cole

Steven Cole has over 40 years of professional, corporate and business experience through senior legal consultancy, as well as a range of executive management and non executive appointments.

His extensive boardroom and board sub-committee experience includes ASX listed, statutory, proprietary and NFP organisations covering the industrial, financial, educational, professional services, agribusiness, health and resources sectors.

Steven's professional qualifications include:

- LLB (Hons)– University of Western Australia;
- AICD Company Directors Diploma and Fellow;
- Wharton Business School – University of Pennsylvania – Corporate Governance Program 2010; and
- Harvard – Corporate Governance Program 2015.

Recommendation of Directors

The Directors, after considering the recommendations of the Nomination and Remuneration Committee, recommend that shareholders vote in favour of Resolution 1. Steven Cole does not make any recommendation in relation to his own re-election.

The Chairman intends to vote all available proxies in favour of Resolution 1.

6. Adoption of Remuneration Report

Resolution 2 – Adoption of Remuneration Report

The Remuneration Report for the financial year ended 30 June 2015 is set out in the 2015 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for all Directors and certain other executives.

Section 250R(2) of the Corporations Act requires the Annual General Meeting to include a vote on the adoption of the Remuneration Report. Pursuant to section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Section 250SA of the Corporations Act requires that a reasonable opportunity be allowed to shareholders at the Annual General Meeting to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on Resolution 2 are voted against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put to shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would go up for re-election.

The Directors encourage all shareholders to vote on Resolution 2.

The Chairman intends to vote all available proxies in favour of Resolution 2.

7. Directors' remuneration

Resolution 3 – Directors' remuneration

Article 11.15 of the Company's Constitution requires that the maximum aggregate sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum determined by the shareholders in general meeting and the maximum aggregate fixed sum will be divided between the Directors as the Directors shall determine (or, in default of agreement between them, then in equal shares). ASX Listing Rule 10.17 requires shareholder approval for any increase in the total amount of directors' fees payable (excluding salaries paid to executive Directors).

Resolution 3 seeks shareholder approval to increase the maximum aggregate sum per annum to be paid to the Directors by \$200,000 from \$400,000 to \$600,000. The current cap of \$400,000 was set by the Company on 15 November 2011.

The Directors believe that this maximum aggregate sum per annum is in line with corporate remuneration of similar companies and will allow the Company to accommodate potential increases in the number of Directors on the Board. Shareholders should note that the Directors do not intend to distribute all of the \$600,000 (if approved) in the current year, rather it will assist in providing the flexibility to allow payment of appropriate level of fees to attract suitably qualified Directors and accommodating any further increase in the number of Directors over time.

Shareholders should note that the proposed increase in Directors' remuneration does not relate to salaries paid to executive Directors in their capacity as executives of the Company. Executive Directors do not receive remuneration in the form of the Directors' fees in addition to their salaries.

For the purposes of ASX Listing Rule 10.17, the Company advises that it has not issued any securities to non-executive Directors over the past 3 years under ASX Listing Rule 10.11 or 10.14 as part of their remuneration. On 22 November 2013, the Company issued 2,000,000 convertible notes to David Reed under ASX Listing Rule 10.11, in repayment of \$2,000,000 that David Reed had advanced to the Company under a working capital facility agreement. The convertible notes have a face value of \$1.00 each, a maturity date of 22 November 2015, bear interest at a fixed rate of 11.0% per annum and have a conversion price of \$0.04 per Share.

Recommendation of Directors

The Directors recommend that shareholders vote in favour of Resolution 3.

The Chairman intends to vote all available proxies in favour of Resolution 3.

8. Adoption of new constitution

Resolution 4 – Adoption of new constitution

8.1 General

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 4 is a special resolution to repeal the Company's existing Constitution and adopt a new constitution (**Proposed Constitution**) which is of the type required for a listed public company limited by shares, updated to ensure it reflects the current provisions of the Corporations Act and ASX Listing Rules. The current Constitution was adopted in 2001. The Proposed Constitution will incorporate numerous amendments to the Corporations Act and ASX Listing Rules since that time, as well as reflect developments in 'best practice' corporate governance, while containing sufficient flexibility to remain relevant as practices change.

The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The Proposed Constitution is broadly consistent with the provisions of the existing Constitution. Many of the proposed changes are administrative or minor in nature including but not limited to:

- updating the name of the Company to that which was adopted in 2014;
- updating references to bodies, legislation or rules which have been renamed (e.g. references to the SCH Business Rules);
- updating the provisions relating to the payment of dividends and distributions to reflect amendments to the Corporations Act.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Statement, however, a summary of the proposed material changes is set out below.

A copy of the Proposed Constitution is available for review by Shareholders at the Company's website www.neometals.com.au and at the office of the Company. A copy of the Proposed Constitution can also be sent to Shareholders upon request to the Company Secretary (+61 8 9322 1182). Shareholders are invited to contact the Company if they have any queries or concerns.

8.2 Summary of material proposed changes

(a) General meetings and proxies (clause 7)

Clause 7.2 gives greater protection to Shareholders who have relied on a notice of meeting when deciding to appoint a proxy to vote on their behalf by preventing subsequent amendment to the terms of the proposed resolutions during the course of general meetings, except with the approval of the Directors of the Chairman.

Clause 7.3 gives the Chairman powers to take action to protect the safety of persons attending a general meeting and to preserve the orderly conduct of the meeting, such as refusing admission to or requiring to leave a person in possession of an article considered by the Chairman to be dangerous, offensive or liable to cause disruption.

Clause 7.6(g) makes the Chairman's rights to adjourn, postpone or suspend a general meeting exclusive and so, unlike in the existing Constitution, Shareholders cannot adjourn the meeting by ordinary resolution. The intention is that adjournments, postponements and suspension cannot be used to disrupt the orderly conduct of the meeting and only occur when necessary.

Rule 7.10(j) of the Proposed Constitution codifies the general law powers of the Company to complete or amend incomplete or unclear proxy appointments by getting instructions from the appointing shareholder.

(b) Direct voting (clause 7.8)

Rule 7.8 of the Proposed Constitution allows for direct voting at a general meeting or class meeting. A direct vote includes a vote delivered to the Company by post, fax or other electronic means before the meeting. The rule leaves it to the Directors to prescribe regulations and procedures setting out the details for valid direct voting, such as the form, method and timing of giving a direct vote.

(c) Directors (clause 8)

The rules governing the election of Directors have been simplified to suit a Board of the Company's size. In particular, the new rules, principally clauses 8.1(c) and (d), avoid the possibility that the Directors would be required to retire in some circumstances more frequently than is required under ASX Listing Rule 14.4.

Clause 8.1(k) will require that nominations for election to the Board be given no more than 90 business days before the relevant general meeting and no later than 45 business days before the meeting (or 30 business days before the meeting if it was requisitioned by Shareholders). This time period is considered appropriate due to the requirement to give 28 clear days' notice of the general meeting and the time necessary for printing and distribution of a notice of meeting, along with the difficulty of having a long period for nominations.

(d) Minimum Shareholding (clause 5.4)

Clause 5.4 of the Constitution outlines how the Company can manage shareholdings which represent an "unmarketable parcel" of shares, being a shareholding that is less than \$500 based on the closing price of the Company's Shares on ASX as at the relevant time.

The Proposed Constitution is in line with the requirements for dealing with "unmarketable parcels" outlined in the Corporations Act and the ASX Listing Rules such that where the Company elects to undertake a sale of unmarketable parcels, the Company is only required to give one notice to holders of an unmarketable parcel to elect to retain their shareholding before the unmarketable parcel can be dealt with by the Company, saving time and administrative costs incurred by otherwise having to send out additional notices.

Clause 5.4 of the Proposed Constitution outlines in detail the process that the Company must follow for dealing with unmarketable parcels.

(e) Partial (proportional) takeover provisions (clause 6)

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

Pursuant to section 648G of the Corporations Act, the Company has included in the Proposed Constitution a provision whereby a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

This clause of the Proposed Constitution will cease to have effect on the third anniversary of the date of the adoption of last renewal of the clause. This clause may be renewed, but only by a special resolution.

Information required by section 648G of the Corporations Act

Effect of proposed proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until an ordinary resolution to approve the proportional off-market bid is passed.

The Directors must ensure that the vote on a resolution to approve the bid occurs more than 14 days before the bid period closes. The Directors will breach the Corporations Act if they fail to ensure the approving resolution is voted on. However, if the resolution is not voted on, the bid will be taken to have been approved.

Each person who, as at the end of the day on which the first offer under the bid was made, held bid class securities is entitled to vote, but the bidder and its associates are not allowed to vote.

If the resolution is not passed, transfers which would have resulted from the acceptance of a bid will not be registered and the bid will be taken to have been withdrawn.

If the bid is approved (or taken to have been approved), the transfers must be registered if they comply with the Corporations Act and the Constitution.

Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and therefore whether it should proceed, and may assist in ensuring that any partial bid is appropriately priced.

Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (i) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (ii) assisting in preventing Shareholders from being locked in as a minority;
- (iii) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (iv) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders

which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (i) proportional takeover bids may be discouraged;
- (ii) lost opportunity to sell a portion of their Shares at a premium; and
- (iii) the likelihood of a proportional takeover bid succeeding may be reduced.

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proportional takeover provisions and as a result consider that the proportional takeover provisions in the Proposed Constitution are in the interest of Shareholders.

Recommendation of Directors

The Directors recommend that shareholders vote in favour of Resolution 4.

The Chairman intends to vote all available proxies in favour of Resolution 4.

NEOMETALS LTD
ACN 099 116 631

ANNUAL GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR:

☐

the Chair of the Meeting,

or failing the person so named or, if no person is named, the Chair of the meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 3:00pm Western Standard Time, on Friday, 27 November 2015 at Celtic Club, 48 Ord Street, West Perth, Western Australia 6005, and at any adjournment or postponement thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 2 & 3 (except where I/we have indicated a different voting intention below) even though Resolution 2 & 3 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair. **Important Note:** If the Chair of the Meeting is (or becomes) your proxy, you can direct the Chair to vote for or against or to abstain from voting on Resolutions 2 & 3 by marking the appropriate box/es below.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting

Resolution 1	Re-election of Director – Steven Cole
Resolution 2	Adoption of Remuneration Report
Resolution 3	Directors' Remuneration
Resolution 4	Adoption of new constitution

FOR **AGAINST** **ABSTAIN**

☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact name:

Contact ph (daytime):

E-mail address:

Consent for contact by e-mail

in relation to this Proxy Form:

YES ☐ NO ☐

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item, without specifying the proportion or number of votes to be voted on each, the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return to:
 - (a) By post to Corporate Specialists Pty Ltd, PO Box 2117 Warwick, WA 6024; or
 - (b) By facsimile: within Australia: 08 6270 1161; outside Australia: + 61 8 6270 1161;
 - (c) By email: admin@corporatespecialists.com.au

OR to:

 - (d) By hand delivery to the Company's registered office – Level 1, 672 Murray Street, West Perth, Western Australia;
 - (e) By post to the Company's registered office – Locked Bag 8, West Perth WA 6872; or
 - (f) By facsimile to the Company's registered office – facsimile number +61 8 9321 0556; or
 - (g) By email – cosec@neometals.com.au

so that it is received not less than 48 hours prior to commencement of the Meeting, being 4.00 pm Western Standard Time on Wednesday 25th November 2015.

Proxy Forms received later than this time will be invalid