



**GINDALBIE**  
METALS LTD

## **Notice of Annual General Meeting**

### **Meeting Documents**

1. Notice of Annual General Meeting
2. Explanatory Statement
3. Proxy Form

Notice is given that the Annual General Meeting of the shareholders of Gindalbie Metals Ltd will be held at the  
London House Meeting Room,  
216 St Georges Terrace, Perth, Western Australia  
at **9.00 am** (Perth time) on **Friday 25 November 2016**

## Key Dates

Deadline for lodgment of Proxy Forms	9.00 am (Perth time) on Wednesday 23 November 2016
Deadline for Online Voting	9.00 am (Perth time) on Wednesday 23 November 2016
Date and time for determining eligibility to vote	4.00 pm (Perth time) on Wednesday 23 November 2016
Date and time of Annual General Meeting	9.00 am (Perth time) on Friday 25 November 2016

# NOTICE OF GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Gindalbie Metals Ltd will be held at the London House Meeting Room, 216 St Georges Terrace, Perth, Western Australia at 9.00 am (Perth time) on Friday 25 November 2016, for the purpose of considering and, if thought fit, passing the following Resolutions.

Terms used in this Notice of General Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary contained in the Explanatory Statement.

## 1. Ordinary business

### 1.1 Financial Reports

To receive and consider the Financial Report of the Company and the reports of the Directors and auditors for the financial year ended 30 June 2016.

### 1.2 Resolution 1: Adoption of Remuneration Report

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

***"THAT the Remuneration Report for the year ended 30 June 2016 be adopted by the Company."***

**Note:** The Remuneration Report is set out from page 12 of the Financial Statements contained in the 2016 Annual Report. In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this Resolution are advisory only and do not bind the Directors or the Company.

### 1.3 Resolution 2: Re-election of Director – Andrew (Robin) Marshall

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

***"THAT Andrew (Robin) Marshall, having retired from his office as a Director in accordance with the constitution of the company and, being eligible, having offered himself for re-election, be re-elected as a Director."***

### 1.4 Resolution 3: Re-election of Director–Keith Jones

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

***"THAT Keith Jones, having retired from his office as a Director in accordance with the constitution of the company and, being eligible, having offered himself for re-election, be re-elected as a Director and Chairman."***

## 2. Voting exclusions statement

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### 2.1 Resolution 1 (Remuneration Report)

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- A member of the KMP of the Company details of whose remuneration are included in the Remuneration Report (and their closely related parties) in any capacity; and
- A member of the KMP of the Company at the date of the meeting (and their closely related parties) acting as proxy.

Unless the vote is cast:

- As a proxy for a person entitled to vote in accordance with a direction on the proxy form, or
- By the Chair of the Meeting as proxy for a person entitled to vote and the Chair has received express authority to vote undirected proxies as the Chair sees fit even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

## 3. Chair's voting intentions

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Subject to any applicable voting exclusions, the Chair of the meeting intends to vote all available undirected proxies **IN FAVOUR** of Resolutions 1-3.

## 4. Determination of membership and voting entitlements

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For the purpose of determining a person's entitlement to vote at the Annual General meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 4.00 pm (Perth time) on Wednesday 23 November 2016.

## 5. Votes of members

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On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the Annual General Meeting who is entitled to vote shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) who is entitled to vote shall have one vote for each Share held by him, her or it.

## 6. Votes of members

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Please note that:

- a) A Shareholder entitled to attend and vote at the Annual General meeting is entitled to appoint no more than two proxies;
- b) A personalised proxy form accompanies this Notice;
- c) A proxy may be a Shareholder of the Company;
- d) A proxy need not be a Shareholder of the Company;
- e) Where a Shareholder appoints two proxies, the following rules apply:
  - a. Each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights the proxy may exercise;
  - b. On a show of hands, neither proxy may vote; and
  - c. On a poll, each proxy may only exercise the voting rights the proxy represents;
- f) A proxy has the authority to vote on the Shareholder's behalf as he or she thinks fit, on any motion to adjourn the Annual General Meeting, or any other procedural motion, unless the Shareholder gives a direction to the contrary;
- g) A valid proxy form will be deemed to confer authority to demand or join in demanding a poll;
- h) To be valid, a proxy form must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a corporation, executed in accordance with the corporation's constitution and the Corporation Act (and may be signed on behalf of the corporation by its attorney); and
- i) To be valid, a proxy for and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be received at the registered office of the Company or at an address given below by no later than **9.00 am (Perth time) on Wednesday 23 November 2016**:

By Mail: Gindalbie Metals Limited  
c/- LINK Market Services Ltd  
Locked Bag A14, Sydney South NSW 1235;

By Hand: LINK Market Services  
1A Homebush Bay Drive, Rhodes NSW 2138;

By facsimile: +61 2 9287 0309; or

Online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au), instructions as follows:

Select 'Investor & Employee Login' and enter Gindalbie Metals Limited or the ASX code GBG in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.

### Important Notes

1. For further information and explanation on the above Resolutions, please refer to the "Explanatory Statement" which accompanies this Notice of General Meeting.
2. The Resolution is required pursuant to the provisions of the Listing Rules of the Australian Securities Exchange.

Dated: 20 October 2016

**By order of the Board of Directors.**

Rebecca Moylan  
Company Secretary

# EXPLANATORY STATEMENT

## 1 Introduction

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This Explanatory Statement has been prepared to assist Shareholders with their consideration of the Resolutions proposed for the Annual General Meeting of Gindalbie Metals Ltd (**Gindalbie** or **Company**) to be held at the London House Meeting Room, 216 St Georges Terrace, Perth, Western Australia at 9.00 am (Perth time) on Friday 25 November 2016.

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting.

Terms used in the Notice of General Meeting and this Explanatory Statement, unless the context otherwise requires, have the meaning given to them in the Glossary contained in this Explanatory Statement.

## 2 Accounts and reports

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The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2016 will be laid before the meeting. There is no requirement for Shareholders to approve those reports. However, Shareholders will be given an opportunity to ask questions about, or make comments on, these reports at the Annual General Meeting. The Company's auditors will also be available to take Shareholders' questions about the conduct of the audit the Auditor's Report, the Company's accounting policies and the independence of the auditors in relation to the conduct of their audit.

As required under section 250PA of the Corporations Act, at the meeting the Company will make available those questions directed to the Auditor received in writing, at least five business days prior to the AGM, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the Annual Financial Report for the year ended 30 June 2016. The Chairman of the meeting will allow a reasonable opportunity for the Auditor to respond to those questions

A copy of the Company's 2016 Annual Report (which includes the Financial Report, Directors' Report and Auditor's Report) is available on the Company's website at [www.gindalbie.com.au](http://www.gindalbie.com.au) or on the ASX company announcements platform using the ASX code: GBG.

## 3 Resolution 1 – Adoption of Remuneration Report

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Resolution 2 is proposed for the adoption of the Remuneration Report contained in the Director's Report referred to in the second item of the agenda set out in the Notice of Meeting. Under the Corporations Act, the Company is required to present its Remuneration Report to Shareholders for adoption at its Annual General Meeting.

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Directors' Report, commencing on page 10 of the Financial Statements contained in the 2016 Annual Report.

Shareholders will be given ample opportunity to raise questions of the Directors on the Remuneration Report prior to the Resolution being put to Shareholders. The Resolution to adopt the Remuneration Report is a non-binding Resolution on the Company and its Directors.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes are cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

### Directors' Recommendation

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

#### 4 Resolution 2: Re-election of Director – Andrew (Robin) Marshall

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Resolution 2 relates to the re-election of Andrew (Robin) Marshall as a Director of the Company. It is a requirement under clause 13.2 of the Company's Constitution and Listing Rule 14.4 that Mr Andrew (Robin) Marshall retires by rotation. Mr Andrew (Robin) Marshall has offered himself for re-election as a Director of the Company.

Mr Marshall has previously involved in managing the successful delivery of some of the world's largest resource projects, including major iron ore projects for BHP Billiton and North Limited.

##### **Directors' Recommendation**

The Board (other than Mr Marshall) recommends that Shareholders vote in favour of Resolution 2.

#### 5 Resolution 3: Re-election of Director – Keith Jones

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Resolution 2 relates to the re-election of Keith Jones as a Director of the Company. It is a requirement under clause 13.2 of the Company's Constitution and Listing Rule 14.4 that Mr Keith Jones retires by rotation. Mr Keith Jones has offered himself for re-election as a Director of the Company.

Mr Jones was in 2013 elected as the Chair of Deloitte Australia and continues in that role. Mr Jones' professional experience encompasses the audit of many public companies, active involvement in numerous corporate transactions, capital raisings and new listings. More recently he has established the Deloitte China Services Group in Australia.

##### **Directors' Recommendation**

The Company's Directors (other than Mr Jones) recommend that Shareholders vote in favour of Resolution 3.

#### 6 OTHER MATTERS

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##### 6.1 ASX's Role

The fact that the accompanying Notice of General Meeting, this Explanatory Statement and other relevant documentation have been received by ASX is not to be taken as an indication of the merits of the Resolution. ASX and its officers take no responsibility for any decision a Shareholder may make in reliance on any of that documentation.

#### GLOSSARY

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**\$** means Australian dollars unless otherwise stated.

**ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the securities exchange operated by that entity.

**Board** means the board of Directors from time to time.

**Company** or **Gindalbie** means Gindalbie Metals Ltd ACN 060 857 614.

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

**Directors** mean the Directors of the Company from time to time and **Director** means any one of them.

**Explanatory Statement** means this explanatory statement.

**Listing Rules** means the official listing rules of the ASX as amended from time to time.

**Meeting** or **General Meeting** means the general meeting of Shareholders convened by the Notice.

**Meeting Documents** means the Notice of General Meeting and this Explanatory Statement.

**Notice** or **Notice of General Meeting** means the notice of meeting which accompanies this Explanatory Statement.

**Proxy Form** means the proxy form attached to the Meeting Documents.

**Resolution** means the Resolution 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.

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