



## **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 in the Perth Convention and Exhibition Centre Perth, 21 Mounts Bay Road, Perth, Western Australia at 10.00 am (Perth time) on Friday 22 November 2013.

**Gindalbie Metals is going green**  
**You can now vote by proxy online at**  
**[www.advancedshare.com.au](http://www.advancedshare.com.au)**

# What Action You Need to Take

## Read Meeting Documents

The Notice of Meeting and Explanatory Statement (**Meeting Documents**) set out the details of the Resolutions being put to Shareholders. This information is important. You should read the documents carefully and if necessary seek your own independent advice on any aspects about which you are not certain.

## Vote on Resolutions

Your vote is important. The Resolutions are set out in the Notice of Meeting included in the Meeting Documents.

## Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00 pm (Perth time) on Wednesday 20 November 2013. Accordingly, transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Annual General Meeting.

## Voting in Person

To vote in person, attend the Annual General Meeting at the time, date and place set out below.

## Voting by Proxy

Shareholders should complete the Proxy Form that accompanies the Meeting Documents and return it by mail, in person or by facsimile so as to be received by the Company before 8.00 am (Perth time) on Wednesday 20 November 2013 whether or not they propose to attend the Meeting. Proxy Forms received after this time will be invalid. You can also vote using Proxy Online at [www.advancedshare.com.au](http://www.advancedshare.com.au).

## Lodgement of a Proxy

Proxy Forms (and the certified copy of the power of attorney, if any, under which the Proxy Form is signed) must be received at the offices of Advanced Share Registry or the Company by no later than 8.00 am (Perth time) on Wednesday 20 November 2013. Proxy Forms received after this time will be invalid.

For details on how to complete and lodge the Proxy Form please refer to the instructions on the Proxy Form.

## Documents may be lodged:

BY MAIL	Share Registry - Advanced Share Registry, PO Box 1156, Nedlands WA 6909, Australia Gindalbie Metals Ltd – using the reply paid envelope
IN PERSON	Share Registry - Advanced Share Registry, 150 Stirling Highway, Nedlands WA 6009, Australia Registered Office - Gindalbie Metals Ltd, Level 9 London House, 216 St George's Terrace, Perth WA 6000, Australia
BY FAX	Share Registry - Advanced Share Registry +61 8 9389 7871
BY EMAIL	Share Registry – <a href="mailto:admin@advancedshare.com.au">admin@advancedshare.com.au</a>
ONLINE	<a href="http://www.advancedshare.com.au">www.advancedshare.com.au</a>

## Key Dates

Deadline for lodgement of Proxy Forms	8.00 am (Perth time) on Wednesday 20 November 2013
Deadline for Online Voting	8.00 am (Perth time) on Wednesday 20 November 2013
Date and time for determining eligibility to vote	5.00 pm (Perth time) on Wednesday 20 November 2013
Date and time of Annual General Meeting	10.00 am (Perth time) on Friday 22 November 2013

## **Voting by Corporate Representative**

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. A certificate of appointment of the corporate representative will be sufficient for these purposes and must be lodged with the Company before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting Advanced Share Registry on (08) 9389 8033 (within Australia) or +61 8 9389 8033 (outside Australia).

## **Questions from Shareholders**

The chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management and performance of the Company.

Mr Brent Steedman of KPMG, as the auditor responsible for preparing the Auditor's report for the year ended 30 June 2013 (or his representative), will attend the AGM. The chairman of the meeting will allow a reasonable opportunity for the Shareholders as a whole to ask the Auditor questions at the meeting about:

- (a) the conduct of the audit; and
- (b) the content of the Auditor's report

To assist the Board and the Auditor of the Company in responding to any questions you may have, please submit any questions by fax or to the address below by no later than 5.00 pm (WST) on 7 November 2013.

By Post: PO Box 7200, Cloisters Square, Western Australia, 6850

By Facsimile: (08) 9480 8799 (within Australia)

By Facsimile: +61 8 9480 8799 (outside Australia)

In person: Level 9 London House, 216 St George's Terrace, Perth, Western Australia, 6000

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 2013. The chairman of the meeting will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

## **Annual Report**

The Company advises that a copy of its Annual Report for the year ended 30 June 2013 is available to download at the website address, <http://www.gindalbie.com.au>.

When you access the Company's Annual Report online, you can view it and print a copy.

Please note that if you have elected to continue to receive a hard copy of the Company's annual reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the AGM.

However, if you did not elect to continue to receive a hard copy of the Company's annual reports and now (or some time in the future) wish to receive a hard copy of the Company's annual reports, please contact the Share Registrar on (08) 9389 8033 (within Australia) or +61 8 9389 8033 (outside Australia).

## **Queries**

If you have any queries about any matter contained in the Meeting Documents please call the Company Secretary, Christopher Gerrard, on +61 8 9480 8700.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Gindalbie Metals Ltd will be held in the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia at 10.00 am (Perth time) on Friday 22 November 2013, for the purpose of considering, and if thought fit, passing the following Resolutions.

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

### Ordinary Business

#### Financial Reports

1. To receive and consider the annual financial report, together with the Directors' report and Auditor's report as set out in the Annual Report of the Company and its controlled entities for the year ended 30 June 2013.

#### Advisory Resolution - Remuneration Report

To pass the following as an advisory Resolution:

*"To approve the Remuneration Report for the year ended 30 June 2013."*

#### Notes:

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

#### **Voting Exclusion Statement**

*No votes can be cast by or on behalf of a member of Key Management Personnel (as identified in the Remuneration Report) (KMP) and their closely Related Parties (collectively referred to as a **Prohibited Voter**). However, a Prohibited Voter may vote directed proxies for someone other than a Prohibited Voter, and, where the person chairing the meeting is a Prohibited Voter, he/she may also vote undirected proxies by marking the relevant box on, and submitting, the Proxy Form (by doing so, you authorise the person chairing the meeting to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a KMP).*

#### Resolution 1 - Election of Director – Mr Keith Jones

2. To pass the following as an ordinary Resolution:

*"That Mr Keith Jones, who was appointed to the Board since the last Annual General Meeting of the Company to fill a casual vacancy and who retires in accordance with clause 13.5 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."*

#### Resolution 2 - Election of Director – Mr Tang Fuping

3. To pass the following as an ordinary Resolution:

*"That Mr Tang Fuping, who was appointed to the Board since the last Annual General Meeting of the Company to fill a casual vacancy and who retires in accordance with clause 13.5 of the Company's Constitution and, being eligible, offers himself for election, be elected as a Director of the Company."*

#### Important Notes

1. For further information and explanation on the above Resolutions, please refer to the Explanatory Statement which accompanies this Notice of Annual General Meeting.
2. All Resolutions are required pursuant to the provisions of the Listing Rules of ASX, the Constitution of the Company and the Corporations Act 2001 (Cth).

Dated: 11 October 2013  
By order of the Board of Directors

A handwritten signature in black ink, consisting of a large, stylized initial 'C' followed by a series of connected loops and a long horizontal tail.

Christopher Gerrard  
Company Secretary

**GINDALBIE METALS LTD**  
**ABN 24 060 857 614**  
**EXPLANATORY STATEMENT**

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 in the Perth Exhibition and Convention Centre, 21 Mounts Bay Road, Perth, Western Australia at 10.00 am (Perth time) on Friday 22 November 2013.

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

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

## **Ordinary Business**

### **1. Financial Reports**

The Corporations Act requires the Company to lay its financial statements, Directors' report and Auditor's report for the last financial year before the Annual General Meeting.

No Resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's Auditor will also be present at the meeting and Shareholders will be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the Auditor.

### **2. Advisory Resolution – Remuneration Report**

The Annual Report of the Company for the year ended 30 June 2013 contains a Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for Directors and specified senior managers. A copy of the report is set out on pages 33 - 42 of the 2013 Annual Report, which is available from the Company's website [www.gindalbie.com.au](http://www.gindalbie.com.au).

The Corporations Act requires that a resolution in relation to the Remuneration Report be included in the Notice of Meeting. The Shareholder vote is advisory only and if the resolution is not passed the Company is not required to alter any arrangements detailed in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering remuneration policy and practices.

Please note the voting exclusion statement provided in the Notice of Meeting with respect to this Resolution.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make statements on the Remuneration Report.

Under the Corporations Act 2001 (Cth), if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

### **3. Ordinary Resolution 1 – Election of Director – Mr Keith Jones**

It is a requirement under clause 13.5 of the Company's Constitution and Listing Rule 14.4 that as Mr Keith Jones was appointed to the Board since the last Annual General Meeting of the Company he must now retire and stand for election if he is to continue as a Director of the Company.

Mr Jones is the Chair of Deloitte Australia and the former Managing Partner for Western Australia of Deloitte Australia. He is a former board member of the Institute for Child Health Research. During his career Mr Jones has had extensive experience in the Australian resources industry.

## **Directors' Recommendation**

The Company's Directors (other than Mr Jones) recommend that Shareholders vote in favour of Resolution 1.

#### **4. Ordinary Resolution 2 – Election of Director – Mr Tang Fuping**

It is a requirement under clause 13.5 of the Company's Constitution and Listing Rule 14.4 that as Mr Tang Fuping was appointed to the Board since the last Annual General Meeting of the Company he must now retire and stand for election if he is to continue as a Director of the Company.

Mr Tang is the General Manager of AnSteel Group in Anshan, Liaoning Province, China. He is the Chairman of AnSteel Corporation Ltd and a former Director of AnSteel Group New Steel Limited, AnSteel No 3 and No 1 steel making plant and a former Vice Chairman of AnSteel Group New Steel Limited. He has also served as Vice Manager and as General Manager of New Steel Limited.

#### **Directors' Recommendation**

The Company's Directors (other than Mr Tang) recommend that Shareholders vote in favour of Resolution 2.

#### **5. OTHER MATTERS**

##### **8.1 ASX's Role**

The fact that the accompanying Notice of 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 Resolutions. ASX and its officers take no responsibility for any decision a Shareholder may make in reliance on any of that documentation.

##### **8.2 Queries**

If you have any queries on any matter arising out of the business proposed for the Annual General Meeting, please call the Company Secretary, Christopher Gerrard, on +61 8 9480 8700.

## GLOSSARY

**Annual General Meeting or Meeting** means the meeting convened by this Notice.

**Annual Report** means the Company's Annual Report for the year ended 30 June 2013 containing the Annual Financial Report, the Directors' Report and the Auditor's Report.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691).

**ASX Listing Rules** or **Listing Rules** means the listing rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the official list of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**Auditor** means KPMG.

**Board** means the Board of Directors of the Company.

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

**Constitution** means the Company's constitution, as amended from time to time.

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

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

**Employee** means a director or employee of the Company.

**Explanatory Statement** means this explanatory statement which accompanies the Notice.

**Meeting Documents** has the meaning given to it in the introductory page.

**Notice or Notice of Meeting** means this notice of Annual General Meeting.

**Proxy Form** means the proxy form attached to this Notice.

**Related Party or Related Parties** has the meaning given to that term in section 228 of the Corporations Act.

**Resolution** means a resolution contained in this Notice.

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

**Shareholder** means a holder of Shares.