



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 Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia at **10.00 am** (Perth time) on **Friday, 21 November 2014**.

**Vote by proxy online at
www.linkmarketservices.com.au**

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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 4.00 pm (Perth time) on Wednesday, 19 November 2014. 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 10.00 am (Perth time) on Wednesday 19 November 2014 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.linkmarketservices.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 Link Market Services Ltd or the Company by no later than 10.00 am (Perth time) on Wednesday 19 November 2014. 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 – using the reply paid envelope
IN PERSON: Share Registry – Link Market Services Ltd, 1A Homebush Bay Drive, Rhodes NSW 2138
BY FACSIMILE: Share Registry – Link Market Services Ltd +61 2 9287 0303
ONLINE at 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.

Key Dates

Deadline for lodgement of Proxy Forms	10.00 am (Perth time) on Wednesday 19 November 2014
Deadline for Online Voting	10.00 am (Perth time) on Wednesday 19 November 2014
Date and time for determining eligibility to vote	4.00 pm (Perth time) on Wednesday 19 November 2014
Date and time of Annual General Meeting	10.00 am (Perth time) on Friday 21 November 2014

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 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. A form of the certificate may be obtained from the Company's share registry Link Market Services Ltd on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia), or online at www.linkmarketservices.com.au.

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 2014 (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 to Gindalbie Metals Ltd, marked to the attention of the Company Secretary by facsimile or to the address below by no later than 10:00 am (Perth time) on Friday, 14 November 2014.

By Facsimile: +61 8 9480 8799
By Post: PO Box 7200, Cloisters Square, Western Australia, 6850

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 2014. The Chairman of the meeting will allow a reasonable opportunity for the Auditor to respond to those questions.

Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2014 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 report 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 sometime in the future) wish to receive a hard copy of the Company's annual reports, please contact the Share Registry on 1300 554 474 (within Australia) or +61 1300 554 474 (outside Australia).

Queries

If you have any queries about any matter contained in the Meeting Documents please call the Company Secretary, Jan Horsman, 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 at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia at 10.00 am (Perth time) on Friday 21 November 2014, 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.

AGENDA

1. Financial Reports

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 2014.

2. Advisory Resolution - Remuneration Report

To pass the following as an advisory Resolution:

"To adopt the Remuneration Report for the year ended 30 June 2014."

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*

The Chairman of the Meeting intends to vote all undirected proxies (where the Chairman has been appropriately authorised) in favour of Resolution 1.

3. Resolution 2 – Re-election of Director – Yu Wanyuan

To pass the following as an ordinary Resolution:

"That Mr Yu Wanyuan, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. Resolution 3 - Re-election of Director – Chen Ping

To pass the following as an ordinary Resolution:

"That Mr Chen Ping, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

5. Resolution 4 – Re-election of Director – Andrew Robin Marshall

To pass the following as an ordinary Resolution:

"That Mr Andrew Robin Marshall, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-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: 17 October 2014

By order of the Board of Directors



Chris 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 at the Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia at 10.00 am (Perth time) on Friday 21 November 2014.

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 2014 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 in the 2014 Annual Report, which is available from the Company's website 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 2 – Re-election of Director – Yu Wanyuan

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

Mr Yu is currently a Vice President of Ansteel Group Corporation and Manager of Ansteel Finance Company. He was previously Assistant General Manager and Deputy Chief Accountant with Ansteel and, before joining the Ansteel Group in 1998, held a number of senior academic and management positions at the Northeastern Institute of Technology in China.

Mr Yu is one of Ansteel's representatives on the Board of the Company.

Directors' Recommendation

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

4. Ordinary Resolution 3 – Re-election of Director – Chen Ping

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

Mr Chen is currently the Chairman and Managing Director of Karara Mining Ltd and a Vice President of Ansteel Group Corporation. Mr Chen is the former Chairman of Ansteel's subsidiary, Ansteel Mining Company. He has held a wide range of engineering and senior management positions with Ansteel Mining Company since 1982, including Assistant Manager, General Manager and Chairman.

Mr Chen is one of Ansteel's representatives on the Board of the Company.

Directors' Recommendation

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

5. Ordinary Resolution 4 – Re-election of Director – Andrew Robin Marshall

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 Marshall has offered himself for re-election as a Director of the Company

Mr Marshall has previously held senior executive positions with Vale Inco and BHP Billiton Iron Ore and is a highly accomplished and experienced mining professional. At Vale Inco, he held the position of Project Director with responsibility for delivery of the multi-billion dollar Goro Nickel Project in New Caledonia through to its commissioning in early 2009.

At BHP Billiton Iron Ore, he held the position of Vice President – Asset Development Projects with responsibility for the development of a number of projects in the first wave of expansion in the iron ore business sector.

In addition to these roles, Mr Marshall previously held the key positions of Project Manager for the West Angelas Iron Ore Project with North Limited, Project Director with Iron Ore Company of Canada, Manager Projects for Forrestania Gold/LionOre Australia, Manager Engineering & Project Services for Western Mining Corporation and Project Manager for Nedpac (Signet Engineering).

Directors' Recommendation

The Company's Directors (other than Mr Marshall) recommend that Shareholders vote in favour of Resolution 4.

6. Other Matters

6.1 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.

6.2 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, Jan Horsman or Chris 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 2014; 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.



By mail:
Gindalbie Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1300 554 474

PROXY FORM

I/We being a member(s) of Gindalbie 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 Annual General Meeting of the Company to be held at **10:00am (WST) on Friday, 21 November 2014 at Parmelia Hilton Hotel, 14 Mill Street, Perth, Western Australia 6000** (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

	For	Against	Abstain*
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re - Election of Director - Yu Wanyuan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re - Election of Director - Chen Ping	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re - Election of Director - Andrew Robin Marshall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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).

GBG PRX401R



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 this 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:

- 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
- 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 **10:00am (WST) on Wednesday, 19 November 2014**, 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.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Gindalbie Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

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