



Neometals

Neometals Ltd ABN 89 099 116 631 (the 'Company')

Notice of annual general meeting

Notice is given that the 2018 annual general meeting of the Company will be held at 3:00pm (Perth time) on 30 November 2018 at the Parmelia Hilton, 14 Mill Street, Perth, Western Australia.

Agenda items

Ordinary business

1 Financial reports

To receive and consider the financial report of the Company and the reports of the Directors and auditors for the year ended 30 June 2018.

Shareholders are invited to ask questions or make comments on these reports. A representative of the Company's auditor is anticipated to be at the AGM to respond to any questions raised of the auditor or on the auditor's report in accordance with the Corporations Act.

2 Election of Directors

To consider and, if thought fit, to pass, respectively as separate and independent ordinary resolutions each of the following:

Resolution 1

That Douglas Ritchie, being a Director who retires by rotation in accordance with the Constitution and the Listing Rules and, being eligible, offers himself for re-election as a Director, is re-elected as a Director.

Resolution 2

That Jennifer Purdie, being eligible, offers herself for election as a Director, and is elected as a Director.

Resolution 3

That Les Guthrie, being eligible, offers himself for election as a Director, and is elected as a Director.

3 Remuneration report

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

Resolution 4

That the remuneration report for the year ended 30 June 2018 be adopted.

Note: The remuneration report is set out in the 2018 annual report of the Company. In accordance with the Corporations Act, 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 the adoption of the remuneration report:

- by or on behalf of a member of the KMP as disclosed in the remuneration report;
- 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
- 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 of the AGM pursuant to an express authorisation to exercise the proxy.

Special business

4 Renewal of proportional takeover provisions

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

Resolution 5

That the existing proportional takeover provisions set out in Rule 6 of the Company's Constitution be reinserted for a further period of three years with effect from the date of this AGM, in accordance with section 648G of the Corporations Act.

Explanatory materials

Shareholders are referred to the explanatory materials of which this Notice of Meeting forms part.

The meanings of the terms used in this Notice of Meeting are set out in the explanatory memorandum, unless the context otherwise requires.

Entitlement to vote

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the AGM, Neometals Shares will be taken to be held by the persons who are the registered holders at 7:00pm (Sydney time) on 28 November 2018. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Chairman

Steven Cole will act as Chairman of the AGM (and, if Steven Cole is unable to attend, another Director will act as Chairman of the AGM).

Proxies

- (a) Votes at the AGM 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 of Meeting should be used for the AGM.
- (d) Each Shareholder who is entitled to cast 2 or more votes at the AGM 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 their 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 a certified copy thereof must be received by the Company as set out in paragraph (l) below.
- (g) Any corporation that is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at the AGM. Appointments of corporate representatives must be received by the Company as set out in paragraph (l) below or handed in at the AGM when registering as a corporate representative.

- (h) Any directed proxies that are not voted on a poll at the AGM by a Shareholder's appointed proxy will automatically default to the Chairman of the AGM, 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 Item 3 (Resolution 4) unless the Shareholder directs them how to vote or, in the case of the Chairman of the AGM, unless the Shareholder expressly authorises him to do so.
- (j) If a Shareholder intends to appoint a member of the KMP (other than the Chairman of the AGM) as their proxy, the Shareholder should ensure that they direct the member of the KMP how to vote on Item 3 (Resolution 4).
- (k) If a Shareholder intends to appoint the Chairman of the AGM as their proxy for Item 3 (Resolution 4), Shareholders can direct the Chairman how to vote by marking one of the boxes for Item 3 (Resolution 4) (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 Item 3 (Resolution 4) even though it is connected to the remuneration of members of the KMP.
- (l) 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 **3:00pm (Perth time) on 28 November 2018** as follows:

At the Company's share registry:

- (1) by post to the Company's share registry:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001
Australia
- (2) by facsimile to the Company's share registry:
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

At the Company's registered office:

- (3) by hand delivery to the Company's registered office:
Level 3, 1292 Hay Street
West Perth WA 6005
Australia
- (4) by post to the Company's registered office:
Locked Bag 8
West Perth WA 6872
Australia
- (5) by facsimile to the Company's registered office:
+61 8 9321 0556

(6) by email to the Company Secretary

cosec@neometals.com.au.

Online

Alternatively, Shareholders can register their proxy voting instructions online at www.investorvote.com.au by **3:00pm (Perth time) on 28 November 2018**.

Please refer to the enclosed proxy form for more information about submitting proxy voting instructions online.

Mobile

Alternatively, Shareholders can vote using their mobile phone by scanning the QR Code on the proxy form and following the prompts.

Custodians and nominees

Custodians and nominees are able to vote online at

www.intermediaryonline.com.

BY ORDER OF THE BOARD OF DIRECTORS

**Jason Carone
Company Secretary
23 October 2018**

Explanatory materials and glossary

1 Explanatory materials

1.1 Item 2: Election of Directors

Resolution 1: Re-election of Douglas Ritchie

As required by the Constitution and the Listing Rules, Douglas Ritchie retires as a Director by rotation and, being eligible, offers himself for re-election.

Mr Ritchie is a senior resources industry executive with over 35 years' experience, including over 28 years working with Rio Tinto in various senior management roles including CEO of Rio Tinto Energy Australia and most recently the Group Executive of Strategy based in the UK.

Mr Ritchie has considerable international corporate experience, including in China, and is currently a Non-Executive Director of diversified mining company Arrium Limited and the Chairman of Uniquest, the University of Queensland's commercialisation company.

Recommendation of Directors

The Directors (with Mr Ritchie abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of the re-election of Mr Ritchie. Mr Ritchie makes no recommendation regarding his re-election.

The Chairman of the AGM intends to vote all available proxies in favour of the re-election of Mr Ritchie.

Resolution 2: Election of Jennifer Purdie

Jennifer Purdie was appointed a Director since the last annual general meeting. Under the Constitution, she holds office only until this AGM and therefore offers herself for election.

Dr Purdie is currently CEO of Adani Australia Renewables (Adani). In this role she and her team are working to build and lead a new Renewable Energy business in Australia, which will develop, own and operate a portfolio of Renewable Energy plants with 1500 MW peak generation capacity.

Dr Purdie began her career as a Process Engineer at the Altona Petrochemical Company before joining Rio Tinto Aluminium where she performed a number of technical and operational roles. In 2000, Dr Purdie moved to Alcoa before returning to Rio Tinto in 2008 to work across both the Aluminium and later Diamonds and Minerals businesses, based in London. In 2012 she returned to Brisbane as Global Practice Leader for Technology Delivery in the Innovation function.

Prior to her role at Adani, Dr Purdie worked with Aurizon in the role of Executive Vice President – Enterprise Services.

Recommendation of Directors

The Directors (with Dr Purdie abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of the re-election of Dr Purdie. Dr Purdie makes no recommendation regarding her re-election.

The Chairman of the AGM intends to vote all available proxies in favour of the re-election of Dr Purdie.

Resolution 3: Election of Les Guthrie

Les Guthrie was appointed a Director since the last annual general meeting. Under the Constitution, he holds office only until this AGM and therefore offers himself for election.

Mr Guthrie B.Sc (Engineering and Marketing) brings over 40 years of experience to Neometals which include high-level roles within senior corporate management, project management and capital program development, in the UK, Australia, North America and Asia.

Most recently, Mr Guthrie was Vice President Projects (Potash in Canada) for BHP Billiton, before holding senior roles which included Group Head of Projects and President LNG for BG Group, President of Aker Kvaerner Inc. in the US and he was also the Managing Director of Kvaerner Australia. Mr Guthrie is one of the founding Non-Executives of the John Grill Centre for Project Leadership at Sydney University and is engaged as a subject matter expert by Ernst and Young Advisory practice.

Recommendation of Directors

The Directors (with Mr Guthrie abstaining), after considering the recommendations of the Company's Nominations Committee, recommend that Shareholders vote in favour of the re-election of Mr Guthrie. Mr Guthrie makes no recommendation regarding his re-election.

The Chairman of the AGM intends to vote all available proxies in favour of the re-election of Mr Guthrie.

1.2 Item 3: Remuneration report

Resolution 4: Adoption of remuneration report for year ended 30 June 2018

The remuneration report for the year ended 30 June 2018 is set out in the Company's 2018 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 AGM to include a vote on the adoption of the remuneration report. Under 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 AGM to ask questions about, or make comments on, the remuneration report.

If at least 25% of the votes cast on Resolution 4 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 Directors (other than the Managing Director) would go up for re-election.

Recommendation of Directors

The Directors encourage all Shareholders to vote on the adoption of the remuneration report.

The Chairman of the AGM intends to vote all available proxies in favour of the adoption of the remuneration report.

1.3 Item 4: Renewal of proportional takeover provisions

Resolution 5: Renewal of proportional takeover provisions

Neometals' Constitution currently contains provisions dealing with proportional takeover bids for Neometals Shares in accordance with the Corporations Act. The provisions, which are contained in Rule 6 of the Constitution, are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. If approved by Shareholders at the AGM, the proportional takeover provisions will be re-inserted on exactly the same terms, and will have effect for a further three years.

The Corporations Act requires that the following information be provided to shareholders when they are considering the inclusion of proportional takeover provisions in a constitution.

Effect of the proportional takeover provisions

A proportional takeover bid involves the bidder offering to buy a proportion only of each Shareholder's Neometals Shares. The current provisions in the Constitution state that, in the event of a proportional takeover bid being made, the Directors must hold a meeting of the Shareholders entitled to vote for the purpose of considering and, if thought fit, passing a resolution to approve that proportional takeover bid. The bidder and its associates are not allowed to vote on the resolution.

A resolution approving the bid must be voted on by the day that is 14 days before the last day of the bid period, during which the offers under the proportional takeover bid remain open, or a later day allowed by ASIC. The resolution will be passed if more than 50% of votes are cast in favour of the approval. 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.

The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. If no resolution is voted on by the deadline, the bid is taken to have been approved.

The proportional takeover provisions do not apply to full takeover bids, and only apply for three years after the date they are renewed. The provisions may be refreshed for a further three-year period, but only by a special resolution passed by Shareholders.

Reasons for proposing the resolution

If the proportional takeover approval provisions are not in the Constitution, a proportional takeover bid may enable control of the Company to pass without Shareholders having the chance to sell all of their shares to the bidder. Shareholders may therefore be 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 paying an adequate amount for that control.

The proportional takeover provisions decrease this risk because they allow Shareholders to decide whether a proportional takeover bid is acceptable and should be permitted to proceed.

No knowledge of present acquisition proposals

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

Review of advantages and disadvantages of the proportional takeover provisions

While proportional takeover provisions have been in effect under Neometals' Constitution since they were last approved, no takeover bids for the Company have been made, either proportional or otherwise. Accordingly, there are no examples against which the Board can assess the advantages or disadvantages of the existing proportional takeover provisions for the Directors and shareholders of the Company. Additionally, the Directors are not aware of any potential takeover bid that was discouraged by the proportional takeover provisions.

Potential advantages and disadvantages of the proportional takeover provisions for the Directors and Shareholders

The Directors of the Company consider that the proposed renewal of the proportional takeover provisions has no potential advantages or disadvantages for Directors because they remain free to make a recommendation on whether a proportional takeover bid should be accepted.

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

- Shareholders have the right to decide by majority vote whether a proportional takeover bid should proceed;
- the provisions may assist Shareholders to avoid being locked in as a minority;
- the bargaining power of Shareholders is increased and this may assist in ensuring that any proportional bid is adequately priced; and
- knowing the view of the majority of Shareholders assists each individual Shareholder in assessing the likely outcome of the proportional takeover bid and whether to approve or reject that offer.

Some potential disadvantages for Shareholders include:

- the provisions are a hurdle to, and may discourage the making of proportional takeover bids in respect of the Company;
- Shareholders may lose an opportunity of selling some of their shares at a premium; and
- the chance of a proportional takeover bid being successful may be reduced.

The Board considers that the potential advantages for Shareholders of the proportional takeover approval provisions outweigh the potential disadvantages. In particular, Shareholders as a whole should be able to decide whether or not a proportional takeover bid is successful.

Recommendation of Directors

The Board unanimously recommends the renewal of the proportional takeover provisions in the Constitution.

2 Glossary

The meanings of the terms used in this Notice of Meeting are set out below.

Term	Meaning
AGM or Meeting	the annual general meeting of Neometals that is the subject of the Notice of Meeting.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited ABN 98 008 624 691 and, where the context requires, the financial market that it operates.
Board	the Neometals Board of Directors.
Business Day	a business day as defined in the Listing Rules.
Closely Related Party	the meaning given in section 9 of the Corporations Act. It includes close family members and any controlled companies of a member of the KMP.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).

Term	Meaning
Director	a director of Neometals.
Item	an item of business set out in the Notice of Meeting.
KMP	the Company's key management personnel as defined in AASB Standard 124.
Listing Rules	the ASX Listing Rules.
Neometals or the Company	Neometals Ltd ABN 89 099 116 631.
Neometals Share or Share	an ordinary share in the Company.
Notice of Meeting	the notice of annual general meeting set out in this document.
Shareholder	a registered holder of Neometals Shares.

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Neometals

ABN 89 099 116 631

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MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

  **Online:**
www.investorvote.com.au

 **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 3:00pm (Perth time) on Wednesday, 28 November 2018**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Neometals Ltd hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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 to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Neometals Ltd to be held at the Parmelia Hilton, 14 Mill Street, Perth, Western Australia on Friday, 30 November 2018 at 3:00pm (Perth time) on and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 4 (except where I/we have indicated a different voting intention below) even though Resolution 4 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 4 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Re-election of Director Douglas Ritchie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director Jennifer Purdie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director Les Guthrie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Renewal of proportional takeover provisions	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /

Email Address

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

NMT

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Computershare +