



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 Celtic Club, Presidents Meeting Room, 48 Ord St, West Perth at 12.30pm (Perth time) on **Friday 24 November 2017**

Key Dates

Deadline for lodgment of Proxy Forms	12.30 pm (Perth time) on Wednesday 22 November 2017
Deadline for Online Voting	12.30 pm (Perth time) on Wednesday 22 November 2017
Date and time for determining eligibility to vote	4.00 pm (Perth time) on Wednesday 22 November 2017
Date and time of Annual General Meeting	12.30 pm (Perth time) on Friday 24 November 2017

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 Celtic Club, Presidents Meeting Room, 48 Ord St, West Perth at 12.30pm (Perth time) on Friday 24 November 2017, 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 2017.

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 2017 be adopted by the Company."

Note: The Remuneration Report is set out from page 11 of the Financial Statements contained in the 2017 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 – Ge Li

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

"THAT Ge Li, 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– An Lin Shao

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

"THAT An Lin Shao, 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."

2. Voting exclusions statement

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

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

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 22 November 2017.

5. Votes of members

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

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 22 November 2017**:

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, instructions as follows:

Select 'Investor Login' and in the "Single Holding" section 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 2017

By order of the Board of Directors.

Rebecca Moylan
Company Secretary

EXPLANATORY STATEMENT

1 Introduction

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 Celtic Club, Presidents Meeting Room, 48 Ord St, West Perth at 12.30pm (Perth time) on Friday 24 November 2017.

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

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2017 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 2017. The Chairman of the meeting will allow a reasonable opportunity for the Auditor to respond to those questions

A copy of the Company's 2017 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 or on the ASX company announcements platform using the ASX code: GBG.

3 Resolution 1 – Adoption of Remuneration Report

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 2017 is set out in the Directors' Report, commencing on page 11 of the Financial Statements contained in the 2017 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 – Ge Li

Resolution 2 relates to the re-election of Ge Li 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 Ge Li has offered himself for re-election as a Director of the Company.

Directors' Recommendation

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

5 Resolution 3: Re-election of Director – An Lin Shao

Resolution 2 relates to the re-election of An Lin Shao 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 An Lin Shao has offered himself for re-election as a Director of the Company.

Directors' Recommendation

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

6 OTHER MATTERS

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

\$ 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



LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

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

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Gindalbie Metals Ltd and entitled to attend and vote hereby appoint:

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 you are appointing as your proxy

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12:30pm (Perth time) on Friday, 24 November 2017 at Celtic Club, Presidents Meeting Room, 48 Ord Street, West Perth (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 .

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Ge Li	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – An Lin Shao	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).



HOW TO COMPLETE THIS SHAREHOLDER 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 the 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

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 **12:30pm (Perth time) on Wednesday, 22 November 2017**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Gindalbie Metals Ltd
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

* in business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**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.**