

For personal use only

---

**ENTERPRISE METALS LIMITED**

**ACN 123 567 073**

**NOTICE OF ANNUAL GENERAL MEETING**

---

**TIME:** 10.00am (WST)

**DATE:** Tuesday, 24 November 2015

**PLACE:** The Offices of Grant Thornton, Level 1, 10 Kings Park Rd, West Perth, Western Australia

**This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**

**Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Managing Director or the Company Secretary on +61 8 9381 2808.**

**ENTERPRISE METALS LIMITED**  
**ACN 123 567 073**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the Shareholders of Enterprise Metals Limited ("Enterprise" or "the Company") will be held as follows:

**TIME:** 10.00am (WST)

**DATE:** Tuesday, 24 November 2015

**LOCATION:** The Offices of Grant Thornton, Level 1, 10 Kings Park Rd, West Perth, Western Australia

**This Notice of Annual General Meeting should be read in its entirety.  
If Shareholders are in doubt as to how they should vote, they should seek advice from their  
professional advisers without delay.**

**If you wish to discuss any aspects of this document with the Company, please contact  
the Managing Director or the Company Secretary on +61 8 9381 2808.**

Words and phrases used in the Resolutions are defined in Section 9 of the accompanying Explanatory Statement and these words and phrases have the same meaning in this Notice of Annual General Meeting as defined in the Explanatory Statement.

**AGENDA**

---

**ORDINARY BUSINESS**

---

**Financial Statements and Reports**

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2015 including the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

---

**Resolution 1 - Adoption of Remuneration Report**

To consider and, if thought fit, to pass, the following resolution as a **non-binding** resolution:

**"That, for the purpose of section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2015."**

*Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.*

### **Voting Exclusion Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person described above may vote on this Resolution if:

- (c) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described in sub-paragraphs (a) or (b) above; or
- (d) the person is the chair of the Annual General Meeting voting an undirected proxy which expressly authorises the chair to vote the proxy on a resolution connected with the remuneration of a member of Key Management Personnel.

---

### **Resolution 2 - Re-election of Director – Dr Allan Trench**

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

**"That Dr Allan Trench a Director of the Company who retires by rotation in accordance with clause 16.4(a) of the Company's Constitution and Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."**

---

### **Resolution 3 - Ratification of Share Placement**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

**"That pursuant to ASX Listing Rule 7.4, the issue on 10 August 2015 of 20,176,971 Shares at an issue price of \$0.033 per Share on the terms and conditions set out in the Explanatory Statement be ratified."**

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

### **Resolution 4 - Ratification of Option Issue**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

**"That pursuant to ASX Listing Rule 7.4, the issue on 10 August 2015 of 2,000,000 Options on the terms and conditions set out in the Explanatory Statement be ratified."**

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by a person who participated in the issue and an Associate of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Resolution 5 - Approval of Issue of Shares in Lieu of Outstanding Director's Fees to Dr Jingbin Wang (or his nominee)**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

**“That for the purposes of ASX Listing Rule 10.11, approval is given for the Company to issue 875,000 Shares in lieu of outstanding director's fees to Dr Jingbin Wang or his nominee on the terms and conditions set out in the Explanatory Statement.”**

**Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by Dr Wang and any associate of Dr Wang. However, the Company need not disregard a vote if (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by any member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

---

**Resolution 6 - Approval of Issue of Shares in Lieu of Outstanding Director's Fees to Dr Allan Trench (or his nominee)**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an ordinary resolution:

**“That for the purposes of ASX Listing Rule 10.11, approval is given for the Company to issue 625,000 Shares in lieu of outstanding director's fees to Dr Allan Trench or his nominee on the terms and conditions set out in the Explanatory Statement.”**

**Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by Dr Trench and any associate of Dr Trench. However, the Company need not disregard a vote if (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Company will also disregard any votes cast on this Resolution by any member of the Key Management Personnel or their Closely Related Parties as proxy for another person where the Proxy Form does not specify how the proxy is to vote, with the exception that votes cast by the Chairman as proxy appointed in writing, in accordance with a direction on the Proxy Form to vote as the proxy decides, will not be excluded.

---

### **Resolution 7 - Approval of 10% Placement Facility**

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

**“That, pursuant to ASX Listing Rule 7.1A, approval be given to issue Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”**

### **Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit except a benefit solely in the capacity of a holder of Shares if this Resolution is passed and any Associates of those persons. However, the Company will not disregard a vote if (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) it is cast by the person chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

---

### **Questions and Comments**

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the management of the Company.

---

For personal use only

## EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting for further explanation of the Resolutions.

## PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- delivering it to Enterprise Metals Limited, Suite 2, 91 Hay Street, Subiaco, Western Australia;
- posting it to Enterprise Metals Limited, PO Box 8308, Subiaco East WA 6008, Australia; or
- faxing it to the Company on facsimile number +61 8 9381 5545.

To be effective, a Proxy Form and, if the Proxy Form is signed by the shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

## CORPORATE REPRESENTATIVES

A body corporate that is a Shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

## DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting. For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding at 10.00am (WST) on 22 November 2015. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Dated this 19 October 2015

By order of the Board



Susan Hunter  
Company Secretary

**ENTERPRISE METALS LIMITED**  
**ACN 123 567 073**

**EXPLANATORY STATEMENT TO SHAREHOLDERS**

**1. ACTION TO BE TAKEN BY SHAREHOLDERS**

This Explanatory Statement sets out information about the Resolutions to be considered by the Shareholders at the Annual General Meeting. Defined terms used in this Explanatory Statement are set out in Section 9. Accompanying this Explanatory Statement is the Notice of Annual General Meeting convening the Annual General Meeting and a Proxy Form.

Shareholders are encouraged to attend and vote on the Resolutions to be put to the Annual General Meeting. If a Shareholder is not able to attend and vote at the Annual General Meeting, the Shareholder may complete the Proxy Form and return it not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

**2. ANNUAL FINANCIAL REPORTS**

The Corporations Act requires the Company's financial statements and reports of the Directors and of the auditor for the year ended 30 June 2015 to be laid before the Annual General Meeting. The financial statements and the reports of the Directors and of the auditor are contained in the Company's 2015 Annual Report, a copy of which is available on the Company's website at [www.enterprisemetals.com.au](http://www.enterprisemetals.com.au).

Whilst no Resolution is required in relation to this item, Shareholders should consider the documents and raise any matters of interest with the Directors when this item is being considered.

A representative from the Company's auditors will be invited to the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies and the independence of the auditor.

**3. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT**

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2015.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors.

If at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2016 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company ("Spill Resolution"). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("Spill Meeting") within 90 days of the Company's 2016 annual general meeting. All of the Directors who were in office when the Company's 2015 Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Company's Shareholders have approved the Remuneration Report at each previous annual general meeting.

A Spill Resolution will not be required at this Annual General Meeting as the votes against the Remuneration Report at the Company's 2014 annual general meeting were less than 25%.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Annual General Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

#### **4. RESOLUTION 2: RE-ELECTION OF DIRECTOR – DR ALLAN TRENCH**

Clause 16.4(a) of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors, except the Managing Director, must retire from office provided that no Director may hold office without re-election past the third AGM following the Director's appointment or 3 years, whichever is longer. The Directors to retire at an annual general meeting are those who have been longest in office since their last appointment, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agreed amongst themselves) be determined by drawing lots. A Director who retires by rotation under clause 16.4(a) of the Constitution is eligible for re-election.

In accordance with clause 16.4(a) of the Constitution and ASX Listing Rule 14.4, Dr Allan Trench is required to retire and being eligible for election, offers himself for re-election.

Dr Allan Trench is a mineral economist, geophysicist and business management consultant with a BSc (Hons) Geology from the Royal School of Mines, London, a Ph.D (Geophysics) from Glasgow University, an MBA (Distinction) from Oxford University and an MSc (Distinction) in Mineral Economics from the WA School of Mines (WASM). His former roles include management of nickel and gold/base metal exploration teams in the Yilgarn region of WA, initially for WMC and subsequently for a group of junior ASX listed companies. From 2002 Dr Trench worked as a business consultant for McKinsey and Company, then as a manager at KCGM Pty Ltd and Woodside Petroleum, and more lately as a consultant with CRU Group, providing business analysis and intelligence on the global mining and metals and markets. He is currently Adjunct Professor (Spatial Sciences) at WASM Curtin University, Research Professor Progressive Risk & Value Centre for Exploration Targeting at the University of Western Australia and Professor Department of Energy & Mineral Economics at Curtin University's Graduate School of Business. He is also non-executive independent director of a number of emerging overseas and Australian-listed resources companies including ASX listed Pioneer Resources Limited, Hot Chili Limited and Emmerson Resources Limited.

Dr Trench is Chairman of the Audit & Risk Committee and Chairman of the Remuneration and Nomination Committee.

Dr Trench was appointed as a non-executive Director of Enterprise on 3 April 2012.

The Board unanimously supports the re-election of Dr Trench.

#### **5. RESOLUTION 3: RATIFICATION OF SHARE PLACEMENT**

On 10 August 2015, the Company issued a total of 20,176,971 Shares at an issue price of \$0.033 per Share. 19,696,971 Shares were issued pursuant to a private placement to strategic, professional and sophisticated investors as announced to ASX on 31 July 2015 raising approximately \$650,000 (before costs). 480,000 Shares were issued in consideration of services rendered by a contractor to the Company.

The Company issued these Shares under its available placement capacity pursuant to Listing Rule 7.1.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 20,176,971 Shares issued on 10 August 2015 pursuant to Listing Rule 7.1.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as Options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.



Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This placement of Shares was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% limit.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 3:

**Number of Shares Issued:** 20,176,971 Shares.

**Issue Price:** \$0.033 per Share.

**Terms:** The Shares rank equally in all respects with the existing Shares on issue.

**Allottees:** 19,696,971 Shares were issued to strategic, professional and sophisticated investors. 480,000 Shares were issued to a contractor to the Company. The allottees were not Related Parties of the Company.

**Use of Funds:** The funds raised from the placement are being used to progress copper-gold exploration at the Company's Doolgunna project.

**Date of Issue:** 10 August 2015.

**Voting Exclusion:** An appropriate voting exclusion statement is included in the Notice of Annual General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

## 6. RESOLUTION 4: RATIFICATION OF OPTION ISSUE

On 10 August 2015, the Company issued a total of 2,000,000 Options in consideration of consultancy investor relations services provided to the Company. The Options were issued for no monetary consideration.

The Company issued these Options under its available placement capacity pursuant to Listing Rule 7.1.

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of the 2,000,000 Options issued on 10 August 2015 pursuant to Listing Rule 7.1.

Under Chapter 7 of the Listing Rules there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities without shareholder approval. Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue during any 12 month period any equity securities, including securities with rights of conversion to equity (such as options), if the number of those securities exceeds 15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides however that an issue under Listing Rule 7.1 is treated as having been made with Shareholder approval if each of the following applies:

- the issue did not breach Listing Rule 7.1; and
- Shareholders subsequently approve it.

This issue of Options was within the Company's 15% limit and subsequent approval under Listing Rule 7.4 is now being sought in order to reinstate the 15% limit.

In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 4:

**Number of Options Issued:** 2,000,000 Options.

**Issue Price:** The Options were issued for no monetary consideration. The 2,000,000 Options were issued in consideration of consultancy investor relations services provided to the Company.

**Terms:** The Options are exercisable at \$0.05 each on or before 10 August 2017. The full terms and conditions of the Options are included as Annexure A to this Notice of Annual General Meeting.

**Allottees:** The 2,000,000 Options were issued to nominees of an investor relations consultant of the Company. The allottees were not Related Parties of the Company.

**Use of Funds:** No funds were raised through issue of the Options. Any funds raised by exercise of Options in future will be used to further the Company's targeted exploration initiatives and provide additional working capital.

**Date of Issue:** 10 August 2015.

**Voting Exclusion:** An appropriate voting exclusion statement is included in the Notice of Annual General Meeting.

The Directors recommend that the Shareholders vote in favour of this Resolution.

## 7. RESOLUTIONS 5 AND 6: APPROVAL OF ISSUE OF SHARES IN LIEU OF OUTSTANDING DIRECTORS' FEES TO DR JINGBIN WANG AND DR ALLAN TRENCH

### 7.1 Background

Resolutions 5 and 6 seek Shareholder approval in accordance with Listing Rule 10.11 for issue of a total of 1,500,000 Shares to Enterprise Directors Dr Wang and Dr Trench (or their nominees). This issue of Shares provides a means by which the Company can satisfy 50% of the outstanding Directors' fees for the period 1 January 2015 to 31 December 2015 owed to Dr Wang and Dr Trench thereby preserving the Company's cash resources for application in other areas.

### 7.2 Details of Shares to be issued

It is proposed under Resolutions 5 and 6 that a total of 1,500,000 Shares be issued to Dr Wang and Dr Trench (or their nominees) in lieu of outstanding Directors' fees as set out in the table below. The Shares are proposed to be issued for a deemed issue price of \$0.032 per Share representing the five day volume weighted average market price (VWAP) for the Company's Shares calculated over the five trading days on which trades in the Company's Shares occurred immediately before the date of this Notice of Annual General Meeting. This issue of Shares will satisfy 50% of the Directors' fees owed to Dr Wang and Dr Trench for the period 1 January 2015 to 31 December 2015. The remaining 50% has already been paid/will be paid to the Directors in cash. The number of Shares proposed to be issued to each Director is equal to the amount of Directors' fees outstanding divided by the deemed issue price of \$0.032 per Share.

Name	Director Fees Outstanding	Deemed Issue Price per Share <sup>1</sup>	Maximum Number of Shares to be Issued
Jingbin Wang	\$28,000.00	\$0.032	875,000
Allan Trench	\$20,000.00	\$0.032	625,000

<sup>1</sup> The deemed issue price is equal to the five day VWAP for the Company's Shares calculated over the five trading days on which trades in the Company's Shares occurred immediately before the date of this Notice of Annual General Meeting.

### 7.3 Reason approval required

Shareholder approval is required under Listing Rule 10.11 because the current Directors Dr Wang and Dr Trench are Related Parties of the Company.

Listing Rule 10.11 provides that a company must not issue equity securities to a Related Party without the approval of shareholders. Pursuant to Listing Rule 7.2 exception 14, where approval under Listing Rule 10.11 is obtained, approval is not required under Listing Rule 7.1 and the issue of securities will not be included in the Company's 15% limit.

### 7.4 Specific information required by Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to Resolutions 5 and 6:

**Maximum Number of Shares to be Issued:** A maximum of 1,500,000 Shares are proposed to be issued, comprising the following:

(a) 875,000 Shares to be issued to Dr Wang (or nominee) pursuant to Resolution 5; and

(b) 625,000 Shares to be issued to Dr Trench (or nominee) pursuant to Resolution 6.

**Issue Price:** The Shares will be issued for a deemed issue price of \$0.032 per Share being the five day VWAP for the Company's Shares calculated over the five trading days on which trades in the Company's Shares occurred immediately before the date of this Notice of General Meeting.

**Relationship with the Company:** The Shares to be issued pursuant to Resolutions 5 and 6 are to be issued to Dr Wang and Dr Trench (or their respective nominees), each of whom are Directors of the Company.

**Terms:** The Shares to be issued will rank equally in all respects with the existing Shares on issue. The Company will apply to ASX for official quotation of the Shares.

**Intended Use of Funds:** The Shares are being issued at a deemed issue price of \$0.032 per Share in lieu of 50% of Dr Wang's and Dr Trench's Directors' fees for the period 1 January 2015 to 31 December 2015 amounting to \$28,000.00 for Dr Wang and \$20,000.00 for Dr Trench and consequently no funds will be raised by the issue. The issue of Shares provides a means by which the Company can satisfy 50% of Dr Wang's and Dr Trench's Directors' fees for the period 1 January 2015 to 31 December 2015 whilst preserving the Company's cash resources for application in other areas.

**Date of Issue:** The issue of Shares under Resolutions 5 and 6 will occur no later than 1 month after approval of the Resolution or such later date to the extent permitted by an ASX waiver of the Listing Rules.

**Voting Exclusion:** An appropriate voting exclusion statement for Resolutions 5 and 6 is included in the Notice of Annual General Meeting.

Other than the information above and otherwise in this Explanatory Statement, the Company believes that there is no other information that would be reasonably required by Shareholders to consider Resolutions 5 and 6.

Given Dr Wang and Dr Trench, Directors of the Company, have an interest in Resolutions 5 and 6, they believe it inappropriate to make a recommendation on the Resolutions. Managing Director, Dermot Ryan, recommends shareholders vote in favour of Resolutions 5 and 6.

## 8. RESOLUTION 7: APPROVAL OF 10% PLACEMENT CAPACITY

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12 month period after the annual general meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Based on the number of Shares on issue as at 19 October 2015 and the closing price of the Company's Shares on the ASX on 16 October 2015 of \$0.032 per Share, the Company's market capitalisation is approximately \$9.4 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A2 (set out below).

The Company intends to use the funds raised under the 10% Placement Facility towards for continued exploration at the Company's multi-commodity tenement portfolio and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.

The Directors recommend that the Shareholders vote in favour of this Resolution.

### 8.1 Description of Listing Rule 7.1A

#### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

#### (b) Equity Security

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Annual General Meeting, the Company has one class of Equity Security, being Shares.

**(c) Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

**(A x D) – E**

**A** is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

**(d) Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (set out above).

**(e) Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

**(f) 10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) ("10% Placement Period").

**8.2 Listing Rule 7.1A**

The effect of this Resolution will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period.

For personal use only

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### 8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades were recorded in that class immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 7 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of the consideration for the acquisition of a new asset;
- which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice. The formula in Listing Rule 7.1A(2) is outlined above. The table below assumes that Resolutions 3 and 4 are passed at the Annual General Meeting and the Company has its full placement capacity available.

The table also shows:

- (i) Two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable 'A' in Listing Rule 7.1A2		Dilution		
		\$0.016 50% decrease in Issue Price	\$0.032 Issue Price	\$0.048 50% increase in Issue Price
Current Variable A 294,685,247 Shares	10% Voting Dilution	29,468,524	29,468,524	29,468,524
	Funds Raised	\$471,496.38	\$942,992.77	\$1,414,489.15
50% increase in current Variable A 442,027,870 Shares	10% Voting Dilution	44,202,787	44,202,787	44,202,787
	Funds Raised	\$707,244.59	\$1,414,489.18	\$2,121,733.78
100% increase in current Variable A 589,370,494 Shares	10% Voting Dilution	58,937,049	58,937,049	58,937,049
	Funds Raised	\$942,992.78	\$1,885,985.57	\$2,828,978.35

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
  - (ii) No Options are exercised into Shares before the date of the issue of Equity Securities.
  - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
  - (v) The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
  - (vii) The issue price is \$0.032, being the closing price of the Shares on the ASX on 16 October 2015.
- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) Non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
  - (ii) Cash consideration to use the funds raised under the 10% Placement Facility towards continued exploration at the Company's multi-commodity tenement portfolio and/or for general working capital. In addition, the Company may use the cash consideration for the acquisition of new assets and investments.
- The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.
- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial situation and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisors (if applicable).
- The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or Associates of a Related Party of the Company.
- (f) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A at its 2014 annual general meeting.
- (g) A voting exclusion statement is included in the Notice of Annual General Meeting. At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in an issue of Equity Securities pursuant to the Resolution. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

## 9. DEFINITIONS

In this Explanatory Statement:

**Annual General Meeting** means the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of Annual General Meeting.

**ASX** means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.

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

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

**Company** means Enterprise Metals Limited, ACN 123 567 073.

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

**Director** means a director of the Company.

**Enterprise** means Enterprise Metals Limited, ACN 123 567 073.

**Equity Securities** has the same meaning as in the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Annual General Meeting.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Listing Rules** means the listing rules of the ASX.

**Notice of Annual General Meeting or Notice** means the notice convening the Annual General Meeting accompanying this Explanatory Statement.

**Option** means an option to acquire a Share in the Company.

**Proxy Form** means the form of proxy accompanying this Notice of Annual General Meeting.

**Related Party** means a party so defined by section 228 of the Corporations Act.

**Remuneration Report** means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2015.

**Resolution** means a resolution proposed to be passed at the Annual General Meeting and contained in the Notice of Annual General Meeting.

**Section** means a section of the Notice of Annual General Meeting.

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

**Shareholder** means a person entered in the Company's register as a holder of a Share.

**WST** means Western Standard Time.

**ANNEXURE A**  
**TERMS AND CONDITIONS OF THE OPTIONS**

- (a) Each Option gives the holder (**Optionholder**) the right to subscribe for one (1) fully paid ordinary shares (**Share**). To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with these terms and conditions.
- (b) The Options will vest immediately on issue.
- (c) The Options will expire at 5.00pm (WST) on 10 August 2017 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) The amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).
- (e) The Options may be exercised in whole or in part.
- (f) Optionholders may exercise their Options by lodging with the Company, before the Expiry Date:
- (1) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (2) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised (**Exercise Notice**).
- (g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (h) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of ordinary shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (i) The Options will not be transferable without the consent of the Board.
- (j) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX within 10 Business Days after the allotment of those Shares.
- (l) If at any time the issued capital of the Company is reconstructed, all rights of the Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (m) There are no participating rights or entitlements inherent in the Options and the Optionholder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give the Optionholder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
- (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to shareholders after the date of issue of the Options, there is no right to change the Exercise Price of an Option nor the number of securities over which the Option can be exercised.
- (o) In the event the Company proceeds with a bonus issue of securities to shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.



**ENTERPRISE METALS LIMITED  
ACN 123 567 073  
PROXY FORM**

Name: \_\_\_\_\_

Address: \_\_\_\_\_

SRN / HIN: \_\_\_\_\_

**Appointment of Proxy**

I/We being a member/s of Enterprise Metals Limited and entitled to attend and vote hereby appoint

**the Chairman of the Meeting (mark with an 'X')** 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 person so named or, if no person is named, the Chairman of the Annual General Meeting, or the Chairman's nominee, as my/our proxy and to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting of Enterprise Metals Limited to be held at the offices of Grant Thornton, 1/10 Kings Park Road, West Perth, Western Australia at 10.00am on Tuesday, 24 November 2015 and at any postponement or adjournment thereof.

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

**I/We acknowledge that Resolution 1 and Resolutions 5 and 6 relate to the remuneration of Key Management Personnel, and that the Chairman intends to vote any undirected proxies in favour of this Resolution. I/We expressly authorise the Chairman to exercise my/our proxy even though Resolution 1 and Resolutions 5 and 6 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.**

**Votes on items of business**

(Voting directions to your proxy – please mark **X** to indicate your directions)

	FOR	AGAINST	ABSTAIN*
<b>Resolution 1</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Dr Allan Trench	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Ratification of Share Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4</b> Ratification of Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5</b> Approval to Issue Shares in Lieu of Fees - Wang	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 6</b> Approval to Issue Shares in Lieu of Fees - Trench	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 7</b> Approval of 10% Placement Facility	<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 that item.

**Appointment of a second proxy**

If two proxies are being appointed, the proportion of voting rights this proxy represents is  %.

**Authorised signature(s)** This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

**INDIVIDUAL/  
SECURITY HOLDER 1**  
Individual/Sole Director and  
Sole Company Secretary

**SECURITY HOLDER 2**  
Director

**SECURITY HOLDER 3**  
Director/Company Secretary

Signed this          day of          2015

**Contact Details**      **Name** \_\_\_\_\_ **Telephone** \_\_\_\_\_

---

## Voting By Proxy - How to complete the Proxy Form

### Your Name, Address and Shareholder Details

Please complete your name, address and SRN or HIN as it appears on the Share register of Enterprise Metals Limited.

### Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Enterprise Metals Limited.

### Votes on Items of Business

You may direct your proxy how to vote by placing a mark one of the three 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 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 a given item, your proxy will 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

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy you must state the percentage of your voting rights on each of the first Proxy Form and the second Proxy Form and return both forms together.

### Authorised Signature/s

You must sign this form as follows in the spaces provided:

- **Joint Holding** in the case of joint holders the Proxy Form must be signed by all holders.
- **Power of Attorney** if signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach the Power of Attorney or a copy to this Proxy Form when you return it.
- **Companies** a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a Proxy Form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

### Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed (or a copy or facsimile which appears on its face to be an authentic copy of the proxy, power or authority) must be received no 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.

### Documents may be lodged by:

- **delivering it to Enterprise Metals Limited, Suite 2, 91 Hay Street, Subiaco, Western Australia;**
- **posting it to Enterprise Metals Limited, PO Box 8308, Subiaco East WA 6008, Australia; or**
- **faxing it to the Company on facsimile number +61 8 9381 5545.**