



ABN 20 147 678 779

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY STATEMENT**

**For the Annual General Meeting to be held on Friday, 29 November 2013  
at 10.00am (Western Standard Time)  
at Level 1, 8 Colin Street, West Perth, Western Australia**

***This is an important document. Please read it carefully and in its entirety.  
If you do not understand it please consult your professional advisers.***

***If you are unable to attend the Meeting, please complete the form of proxy enclosed and return it  
in accordance with the instructions set out on that form.***

## **TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE**

This Annual General Meeting of the Shareholders of Anova Metals Limited will be held at:

**Level 1  
8 Colin Street  
West Perth 6005  
Western Australia**

**Commencing  
at 10.00am (Western Standard Time)  
on Friday, 29 November 2013**

### **How to Vote**

You may vote by attending the meeting in person, by proxy or authorised representative.

### **Voting in Person**

To vote in person you need to attend the meeting on the date and at the place set out above. The meeting will commence at 10.00am (Western Standard Time).

### **Voting by Proxy**

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- return the proxy form (by delivery) to the Company's office at Level 1, 8 Colin Street, West Perth, Western Australia, 6005; or
- return the proxy form (by post) to the Company's office at PO Box 886, West Perth, Western Australia, 6872; or
- send the proxy by facsimile to facsimile number +61 8 6465 5599.

so that it is received not later than 10.00am (Western Standard Time) on Wednesday, 27 November 2013.

Your proxy form is enclosed.

**ANOVA METALS LIMITED**  
**ABN 20 147 678 779**

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of the Shareholders of Anova Metals Limited ("Anova Metals" or the "Company") will be held at Level 1, 8 Colin Street, West Perth, Western Australia, 6005 on Friday, 29 November 2013 at 10.00am (Western Standard Time) for the purpose of transacting the following business.

The Explanatory Statement is to be read in conjunction with this Notice.

**AGENDA**

**ORDINARY BUSINESS**

**Accounts and Reports**

To receive and consider the financial reports of the Company for the financial year ended 30 June 2013 and the reports of the Directors and Auditors thereon.

**Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, to pass with or without amendment, the following in accordance with section 250R(2) of the Corporations Act:

*"That the Remuneration Report in the 2013 Annual Report of the Company be adopted."*

**Short explanation:** The Remuneration Report is in the Directors' Report section of the Company's Annual Report. Listed companies are required to put the Remuneration Report to the vote for adoption at the Company's Annual General Meeting. The resolution will be determined as an ordinary resolution but is advisory only and does not bind the Directors or the Company. If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution (in any capacity) by or on behalf of either of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a closely related party of such a member.

However, the voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair of the Meeting and the appointment of the Chair as proxy:
  - i) does not specify the way the proxy is to vote on the resolution; and
  - ii) expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the entity.

**Resolution 2 – Re-Election of Director – Alasdair Cooke**

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

*"That Mr Alasdair Cooke, who was appointed during the year and retires in accordance with clause 11.11 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

**Short Explanation:** Mr Alasdair Cooke was appointed as a Director of the Company during the year and is presented for election in accordance with the casual vacancy provisions in the Company's Constitution.

**Resolution 3 – Re-Election of Director – Mal James**

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

*"That Mr Mal James, who retires by rotation in accordance with clause 11.3 of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."*

**Short Explanation:** Mr Mal James has been a Director of the Company since 10 February 2012 and was last re-elected on 29 November 2012. Mr Mal James is presented for re-election in accordance with the rotation requirements of the Company's Constitution.

#### Resolution 4 – Ratification of issue of Shares

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

*"That for the purposes of Listing Rule 7.4 and for all other purposes, the Company approves and ratifies the issue of 1,875,000 Shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** ASX Listing Rule 7.1 allows a company to issue equity securities in any 12 month period representing up to 15% of its ordinary share capital on issue at the commencement of that period without shareholder approval. Under ASX Listing Rule 7.4, shareholders may ratify the issue of the securities and thereby refresh the Company's capacity to make future issues of securities up to the 15% threshold.

**Voting exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue the subject of this Resolution and any associate of such a person. However, the Company will not disregard a vote cast on this Resolution 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.

#### SPECIAL BUSINESS

##### Resolution 5 – Variation to terms of Tranche 3 Performance Shares

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*"That for the purposes of section 246B of the Corporations Act and in accordance with the Constitution and for all other purposes, the terms of the Tranche 3 Performance Shares be varied so that the performance hurdle may be satisfied within a period of 24 months from the date of issue on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Short Explanation:** The Company was contractually obliged to issue the Tranche 3 Performance Shares with a time limit upon the performance hurdle of 24 months. In error, the Company has issued the Tranche 3 Performance Shares with a time limit upon the performance hurdle of 18 months. This followed Shareholder approval on 16 January 2013 to this incorrect time limit. The variation sought to the Tranche 3 Performance Shares will correct the error

#### VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the Chairing of 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.
3. The Chair of the Meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, including Resolution 1 (Remuneration Report). In relation to Resolution 1 the proxy form expressly authorises the Chair of the Meeting to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by any Director, any other of the Company's key management personnel or any of their closely related parties (who are not the Chair of the Meeting) will not be voted on Resolution 1 (Remuneration Report). Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of Anova Metals, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2013. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependants and companies they control.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is Wednesday, 27 November 2013 at 4.00pm (Western Standard Time).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

#### BY ORDER OF THE BOARD



Steven Jackson  
Company Secretary  
Dated: 28 October 2013

EXPLANATORY STATEMENT

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This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

**1. Resolution 1 – Adoption of Remuneration Report**

The Remuneration Report is in the Directors' Report section of the Company's Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out remuneration details for each Director and each of the Company's executives and group executives named in the Remuneration Report for the financial year ended 30 June 2013.

The Resolution is advisory only and does not bind the Company or its Directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of these AGMs on a resolution (a "spill resolution") that another meeting will be held within 90 days at which all of the Company's Directors must go up for re-election.

The Chair will give Shareholders a reasonable opportunity to ask questions about or to make comments on the Remuneration Report.

If you choose to appoint a proxy you are encouraged to direct your proxy how to vote on this Resolution by marking either "For", "Against" or "Abstain" on the proxy form for this item of business. The Chair of the Meeting intends to vote all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Key management personnel of Anova Metals are the Directors of Anova Metals. The Remuneration Report identifies Anova Metals' key management personnel for the financial year to 30 June 2013. Their closely related parties are defined in the Corporations Act, and include certain members of their family, dependants and companies they control.

**2. Resolution 2 – Re-election of Director – Alasdair Cooke**

Mr Alasdair Cooke was appointed by the Board to be a Director of the Company on 8 August 2013.

Pursuant to clause 11.11 of the Company's Constitution, Mr Cooke, who was appointed a Director of the Company until the next Annual General Meeting and, being eligible, offers himself for re-election as a Director of the Company.

A summary of Mr Cooke's qualifications and experience is provided in the Company's Annual Report.

**3. Resolution 3 – Re-election of Director – Mal James**

Mr Mal James was appointed a Director of the Company on 10 February 2012.

Pursuant to clause 11.3 of the Company's Constitution, Mr James, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as Director of the Company.

A summary of Mr James' qualifications and experience is provided in the Company's Annual Report.

#### 4. Resolution 4 – Ratification of issue of Shares

On about 8 February 2013, the Company allotted and issued 1,875,000 Shares in lieu of fees for advisory services in relation to the acquisition of the Big Springs Project.

ASX Listing Rule 7.1 provides, subject to certain exceptions, that without shareholder approval, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue.

Listing Rule 7.4 provides that an issue of securities made without the approval under Listing Rule 7.1 is treated as having been made with approval if the issue of securities did not breach Listing Rule 7.1 (that is, the issue was within the Company's 15% capacity) and shareholders subsequently approve it.

The Company issued the 1,875,000 Shares within its 15% capacity and now seeks Shareholder approval to ratify this issue and refresh its 15% capacity.

Listing Rule 7.5 provides that for shareholders to approve an issue subsequently, the notice of meeting must include particular information. This information is as follows:

- (a) The number of securities allotted was 1,875,000 Shares.
- (b) The Shares were issued for nil consideration.
- (c) The Shares are fully paid ordinary shares and rank equally with the Company's current issued Shares.
- (d) The allottee of the Shares was Lincoln Crowne & Company Pty Ltd, who is not a related party of the Company.
- (e) No funds were raised by the issue.

#### 5. Resolution 5 – Variation to terms of Tranche 3 Performance Shares

Clause 3.7 of the Constitution provides that the rights attaching to a class of shares may only be varied with the consent in writing of holders of three-quarters of the issued shares of that class or with a special resolution passed at a meeting of holders of the shares of that class. Any variation under this clause is subject to section 246B of the Corporations Act.

Section 246B of the Corporations Act provides that if a company has a constitution that sets out the procedure for varying rights attached to shares in a class, those rights may only be varied in accordance with the procedure in the constitution. Further, if a constitution does not set out the procedure for varying the rights attaching to shares in a class, the rights may only be varied by a special resolution of the company and either by special resolution of the class of members holding shares in the class or with the written consent of members with at least 75% of the votes in the class.

The variation sought to the terms of Tranche 3 Performance Shares is so that the Company has a period of 24 months from the issue of the Tranche 3 Performance Shares to satisfy the relevant performance hurdle rather than a period of 18 months. The existing terms of the Tranche 3 Performance Shares are set out in Schedule 1. The terms of the Tranche 3 Performance Shares after the variation (if approved) are set out in Schedule 2. The only difference is to extend the time period for satisfaction of the performance hurdle from 18 months from issue (Schedule 1) to 24 months from issue (Schedule 2).

The holders of the Tranche 3 Performance Shares have unanimously consented in writing to the proposed variation to the Tranche 3 Performance Shares. In the interests of transparency, and for the avoidance of doubt, Anova Metals is further seeking the consent of all Shareholders to the variation by a special resolution under section 246B of the Corporations Act.

The reason for the variation is to correct an error by the Company in issuing the Tranche 3 Performance Shares with a time limit of 18 months rather than 24 months.

The contractual documents by which the Company acquired the Big Springs Project (by an implementation agreement and share sale agreements) from the vendors of the project provided that the Tranche 3 Performance Shares would have a time limit of 24 months. The contractual obligation upon the Company is to issue Tranche 3 Performance Shares with this 24 month time limit. In error, the Company issued the Tranche 3 Performance Shares with a time limit of 18 months. This followed Shareholder approval on 16 January 2013 to this incorrect time limit. The variation sought will correct the error and ensure the Company complies with its contractual obligations.

The Tranche 3 Performance Shares have been issued to the following parties:

	<b>Holder's Name</b>	<b>Tranche 3 Performance Shares</b>
1.	Alasdair Cooke	1,787,500
2.	Bill Fry	2,470,000
3.	Geogen Consulting Pty Ltd <Geogen Trust>	812,500
4.	John Hasleby	520,000
5.	Lachlan John Reynolds	227,500
6.	Trepanier Pty Ltd <Bayje Trust>	2,470,000
7.	Orla Mary Dinneen	747,500
8.	Le Fanu Nominees Pty Ltd < P&T Le Fanu Family Trust>	292,500
9.	Steven Luke Jackson	422,500
10.	Lauritz Alexander Barnes & Charles Frazer Tabearnt <MRG Employees Trust>	3,250,000
	<b>Total</b>	<b>13,000,000</b>

Of the recipients of the Tranche 3 Performance Shares, Alasdair Cooke and Bill Fry are now Directors of the Company and therefore are related parties. The Directors independent of Alasdair Cooke and Bill Fry (being Jon Parker and Malcolm James) are of the view that the variation of the Tranche 3 Performance Shares held by Alasdair Cooke and Bill Fry is on reasonable arms length terms as the variation is on the same basis as for the non-related parties and the variation is to correct an error by the Company so that the terms of the Tranche 3 Performance Shares reflect the contractual obligation of the Company to issue the Tranche 3 Performance Shares with a time limit of 24 months upon the performance hurdle. As such, no separate shareholder approval is being sought under the related party provisions of the Corporations Act.

Jon Parker and Malcolm James as the Directors independent of the transaction recommend that Shareholders vote in favour of the Resolution so that the terms of the Tranche 3 Performance Shares reflect the contractual obligation of the Company to issue the Tranche 3 Performance Shares with a time limit of 24 months upon the performance hurdle.

GLOSSARY

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In this Explanatory Statement, the following expressions have the following meanings:

"**Annual General Meeting**" means this Meeting.

"**ASX**" means the ASX Limited.

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

"**Big Springs Project**" means the Big Springs Project comprising a number of mining claims and associated assets located in Nevada, USA.

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

"**Chair**" means the Chair of the Meeting.

"**Company**" or "**Anova Metals**" means Anova Metals Limited (ABN 20 147 678 779).

"**Constitution**" means the Constitution of the Company.

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

"**Directors**" means the Directors of the Company from time to time.

"**Explanatory Statement**" means this explanatory statement.

"**Meeting**" means the meeting convened by this Notice.

"**Notice**" means the Notice of Meeting that accompanies this Explanatory Statement.

"**Resolution**" means a resolution contained in the Notice.

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

"**Shareholder**" means a registered holder of Shares in the Company.

"**WST**" means Western Standard Time, Perth, Western Australia.

"**\$**" means Australian dollars unless otherwise stated.

## SCHEDULE 1

### EXISTING TERMS OF TRANCHE 3 PERFORMANCE SHARES

The terms of the Performance Shares are as follows:

- (a) **(Performance Shares)** Each Performance Share is a fully paid ordinary share in the capital of the Company.
- (b) **(Notices)** The Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. The Holder has the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Performance Shares do not entitle the holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (d) **(No Dividend Rights)** The Performance Shares do not entitle the holder to any dividends.
- (e) **(Rights on Winding Up)** The Performance Shares participate in the surplus profits or assets of the Company upon winding up only to the extent of \$0.000001 per Performance Share.
- (f) **(Not Transferable)** The Performance Shares are not transferable.
- (g) **(Reorganisation of Capital)** If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, upon conversion of the Performance Shares into fully paid ordinary shares (**Ordinary Shares**) the Company must within seven (7) days after the conversion, apply for the official quotation of the Ordinary Shares arising from the conversion on ASX.
- (i) **(No Other Rights)** The Performance Shares give the holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (j) **(Participation in Entitlements and Bonus Issues)** Holders of Performance Shares will not be entitled to participate in new issues of capital offered to the Company's shareholders, such as bonus issues and entitlement issues.
- (k) **(Performance Milestone)** If the following performance hurdle is satisfied, the Performance Shares will convert into Ordinary Shares as follows:
  - \* if the Company, within a period of 18 months from the date of issue of the Performance Shares, delineates at least a JORC Code Inferred mineral resource of at least 1,000,000 ounces of gold within the area of the Big Springs Project (**Milestone 3**) then all the Tranche 3 Performance Shares will convert into 13,000,000 Ordinary Shares.
- (l) **(Redemption if Milestone is not achieved)** If Milestone 3 is not achieved within an 18 month period commencing on the date of issue of the Performance Shares (**Milestone 3 Determination Date**), then the 13,000,000 Tranche 3 Performance Shares held by the Holders will be automatically redeemed by the Company for the sum of \$0.000001 per Tranche 3 Performance Share within 10 business days of the Milestone 3 Determination Date.
- (m) **(Conversion Procedure)** The Company will issue the holder with a holding statement for the shares as soon as practicable following the conversion of the Performance Shares into shares.
- (n) **(Ranking of Shares)** The shares into which the Performance Shares will convert will rank pari passu in all respects with the Company's existing shares.

## SCHEDULE 2

### TERMS OF TRANCHE 3 PERFORMANCE SHARES AFTER THE VARIATION THE SUBJECT OF RESOLUTION 5

The terms of the Performance Shares are as follows:

- (a) **(Performance Shares)** Each Performance Share is a fully paid ordinary share in the capital of the Company.
- (b) **(Notices)** The Performance Shares shall confer on the holder (**Holder**) the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to shareholders. The Holder has the right to attend general meetings of shareholders of the Company.
- (c) **(No Voting Rights)** The Performance Shares do not entitle the holder to vote on any resolutions proposed at a general meeting of shareholders of the Company.
- (d) **(No Dividend Rights)** The Performance Shares do not entitle the holder to any dividends.
- (e) **(Rights on Winding Up)** The Performance Shares participate in the surplus profits or assets of the Company upon winding up only to the extent of \$0.000001 per Performance Share.
- (f) **(Not Transferable)** The Performance Shares are not transferable.
- (g) **(Reorganisation of Capital)** If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, upon conversion of the Performance Shares into fully paid ordinary shares (**Ordinary Shares**) the Company must within seven (7) days after the conversion, apply for the official quotation of the Ordinary Shares arising from the conversion on ASX.
- (i) **(No Other Rights)** The Performance Shares give the holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (j) **(Participation in Entitlements and Bonus Issues)** Holders of Performance Shares will not be entitled to participate in new issues of capital offered to the Company's shareholders, such as bonus issues and entitlement issues.
- (k) **(Performance Milestone)** If the following performance hurdle is satisfied, the Performance Shares will convert into Ordinary Shares as follows:
  - \* if the Company, within a period of 24 months from the date of issue of the Performance Shares, delineates at least a JORC Code Inferred mineral resource of at least 1,000,000 ounces of gold within the area of the Big Springs Project (**Milestone 3**) then all the Tranche 3 Performance Shares will convert into 13,000,000 Ordinary Shares.
- (l) **(Redemption if Milestone is not achieved)** If Milestone 3 is not achieved within a 24 month period commencing on the date of issue of the Performance Shares (**Milestone 3 Determination Date**), then the 13,000,000 Tranche 3 Performance Shares held by the Holders will be automatically redeemed by the Company for the sum of \$0.000001 per Tranche 3 Performance Share within 10 business days of the Milestone 3 Determination Date.
- (m) **(Conversion Procedure)** The Company will issue the holder with a holding statement for the shares as soon as practicable following the conversion of the Performance Shares into shares.
- (n) **(Ranking of Shares)** The shares into which the Performance Shares will convert will rank pari passu in all respects with the Company's existing shares.

# Anova Metals Limited

ABN 20 147 678 779

## Proxy Form

I/We

being a member of Anova Metals Limited entitled to attend and vote at the Annual General Meeting, hereby

appoint

Name of Proxy

or failing the person so named or, if no person is named, the Chair of the Meeting or the Chair's nominee, 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 to be held at Level 1, 8 Colin Street, West Perth Western Australia on Friday, 29 November 2013 at 10.00am (WST) and at any adjournment thereof.

### Important for Resolution 1

If you appoint a member of the Company's key management personnel (other than the Chair of the Meeting) or a closely related party of a member of the Company's key management personnel as your proxy, and you do not direct your proxy how to vote in respect of Resolution 1, your proxy will **NOT** cast your vote on the resolution and your votes will not be counted.

If you appoint the Chair of the Meeting as your proxy (or the Chair of the Meeting becomes your proxy by default), and you do not direct your proxy how to vote in respect of Resolution 1 your vote will be cast in favour of this Resolution, and you hereby expressly authorise the Chair of the Meeting to exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of the members of the Company's key management personnel.

### Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Alasdair Cooke	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – Mr Mal James	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Variation to Terms of Tranche 3 Performance Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if they have an interest in the outcome of the Resolution and that the votes cast by the Chair of the meeting for those Resolutions other than as proxy holder will be disregarded because of that interest. **The Chair intends to vote any such undirected proxies in favour of all Resolutions, including Resolution 1 (Remuneration Report).** If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolution and your votes will not be counted in calculating the required majority if a poll is called on the Resolution.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

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

Please return this Proxy Form to the Company Secretary, Anova Metals Limited, PO Box 886, West Perth, Western Australia 6872 or by fax to +61 8 6465 5599 by 10.00am (Western Standard Time) on Wednesday, 27 November 2013.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Joint Securityholder 2

Director/Company Secretary (delete one)

Joint Securityholder 3

Director

Please cut here

# Anova Metals Limited

ABN 20 147 678 779

## Instructions for Completing Proxy Form

1. In accordance with section 249L of the Corporations Act, a Shareholder of the Company who is entitled to attend and cast two or more votes at a general meeting of Shareholders is entitled to appoint two proxies. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - two Directors of the Company;
  - a Director and a Company Secretary of the Company; or
  - for a proprietary company that has a sole Director who is also the sole Company Secretary – that Director.

For the Company to rely on the assumptions set out in sections 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with sections 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of sections 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole Company Secretary of the Company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. In accordance with section 250BA of the Corporations Act, the Company specifies the following for the purposes of receipt of proxy appointments:

Registered Office: Level 1, 8 Colin Street, West Perth, Western Australia, 6005

PO Box: PO Box 886, West Perth, Western Australia, 6872

Fax Number: +61 8 6465 5599