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**SIGNATURE METALS LIMITED**

**ABN 86 106 293 190**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 9:30am (WST)

**DATE:** 4 November 2010

**PLACE:** Level 1, 33 Richardson Street  
West Perth, WA 6005

*This Notice of 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 Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9481 0101.*

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**TIME AND PLACE OF MEETING AND HOW TO VOTE**

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**VENUE**

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The annual general meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:30am (WST) on 4 November 2010 at:

Level 1, 33 Richardson Street  
West Perth, WA 6005

**YOUR VOTE IS IMPORTANT**

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The business of the Annual General Meeting affects your shareholding and your vote is important.

**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

**VOTING BY PROXY**

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

- (a) post to Signature Metals Limited, Level 1, 33 Richardson Street, West Perth, Western Australia;
- (b) facsimile to the Company on facsimile number (+61 8) 9200 4469; or
- (c) email to the Company at [info@signaturemetals.com.au](mailto:info@signaturemetals.com.au),

so that it is received not later than 9:30am (WST) on 2 November 2010.

**Proxy Forms received later than this time will be invalid.**

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## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the annual general meeting of Shareholders will be held at 9:30 am (WST) on 4 November 2010 at Level 1, 33 Richardson Street, West Perth, Western Australia.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 9.30am (WST) on 2 November 2010.

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

### AGENDA

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#### ORDINARY BUSINESS

##### Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

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#### 1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, 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 2010.”*

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#### 2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – STUART MURRAY

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

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Stuart Murray, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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**3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES**

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 177,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or 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.

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**4. RESOLUTION 4 – PLACEMENT – TRANCHE 2 PLACEMENT SHARES**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 323,000,000 Shares on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any 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 ordinary securities, and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or 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.

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**DATED: 29 SEPTEMBER 2010**

**BY ORDER OF THE BOARD**

**SCOTT FUNSTON  
COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:30 am (WST) on 4 November 2010 at Level 1, 33 Richardson Street, West Perth, Western Australia.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report on its website at [www.signaturemetals.com.au](http://www.signaturemetals.com.au).

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### **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

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 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

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### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – STUART MURRAY**

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has four Directors and accordingly one must retire.

Stuart Murray, the Director longest in office since his last election, retires by rotation and seeks re-election.

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#### 4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES

##### 4.1 Background

As announced on 22 September 2010, the Company entered into a mandate agreement with Patersons Securities Limited (**Patersons Securities**) (**Mandate Agreement**) pursuant to which Patersons Securities agreed to place up to 500,000,000 Shares at an issue price of 2 cents each to raise up to \$10,000,000 (**Placement Shares**).

The offer of up to 323,000,000 of the Placement Shares (**Tranche 2 Placement Shares**) is conditional upon Shareholder approval (approval of which is the subject of Resolution 4) (**Tranche 2 Offer**).

Prior to the date of this General Meeting, the balance of the Placement Shares (being 177,000,000 Shares) (**Tranche 1 Placement Shares**) (**Tranche 1 Offer**) were issued (the ratification of which is the subject of Resolution 3).

In summary, the proposed process is as follows:

- (a) 177,000,000 Shares offered pursuant to the Tranche 1 Offer are issued;
- (b) Annual General Meeting held and Resolution 4 is passed (being the Resolution in relation to the issue of the Tranche 2 Placement Shares);
- (c) up to 323,000,000 Shares offered pursuant to the Tranche 2 Offer are issued.

In consideration for Patersons Securities acting as lead manager of the Placement and placing the Placement Shares, the Company agreed to pay Patersons Securities:

- (a) a corporate advisory fee of \$60,000 exclusive of GST (in part consideration for acting as lead manager of the Placement and also lead manager and underwriter of the Company's current Entitlement Issue);
- (b) an placement fee of 4% exclusive of GST of the amount raised pursuant to the Placement; and
- (c) a Management Fee of 1% exclusive of GST of the amount raised pursuant to the Placement in consideration for managing the Placement.

As detailed in this Notice of Meeting, the Company is seeking Shareholder approval pursuant to:

- (a) Resolution 3 to ratify the issue of the Tranche 1 Placement Shares; and
- (b) Resolution 4 to issue the Tranche 2 Placement Shares.

##### 4.2 General

On 28 September 2010, the Company issued 177,000,000 Shares at an issue price of 2 cents each to raise \$3,540,000 (being the Tranche 1 Placement Shares issued pursuant to the Placement as detailed in Section 4.1).

The subscribers pursuant to this issue were not related parties of the Company.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Tranche 1 Share Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### 4.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Tranche 1 Share Ratification:

- (a) 177,000,000 Shares were allotted;
- (b) the issue price was \$0.02 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were allotted and issued to professional and sophisticated investor clients of Patersons Securities; and
- (e) the funds raised from this issue will be used as follows:

<b>Proceeds of Tranche 1 Placement Shares</b>	<b>\$</b>
Exploration of the Konongo Gold Project	500,000
Plant refurbishment and commissioning	1,750,000
Upgrade site infrastructure and ore haulage	250,000
Metallurgical testwork and expansion studies	100,000
Working Capital	690,000
Expenses of Tranche 1 of the Placement	250,000
<b>Total</b>	<b>3,540,000</b>

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## 5. RESOLUTION 4 – PLACEMENT – TRANCHE 2 PLACEMENT SHARES

### 5.1 General

Resolution 4 seeks Shareholder approval for the allotment and issue of up to 323,000,000 Shares at an issue price of 2 cents each to raise up to \$6,460,000 (being the Tranche 2 Placement Shares issued pursuant to the Placement as detailed in Section 4.1) (**Tranche 2 Share Placement**).

None of the subscribers pursuant to this issue will be related parties of the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 4.2 above.

The effect of Resolution 4 will be to allow the Directors to issue the Shares pursuant to the Tranche 2 Share Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### 5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Share Placement:

- (a) the maximum number of Shares to be issued is 323,000,000 Shares;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price will be \$0.02 per Share;
- (d) the Shares will be allotted and issued to professional and sophisticated investor clients of Patersons Securities none of whom will be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

- (f) the Company intends to use the funds raised from the Tranche 2 Share Placement as follows:

<b>Proceeds of Tranche 2 Placement Shares</b>	<b>\$</b>
Exploration of the Konongo Gold Project	3,000,000
Plant refurbishment and commissioning	375,000
Upgrade site infrastructure and ore haulage	750,000
Metallurgical testwork and expansion studies	600,000
Working Capital	1,390,000
Expenses of Tranche 2 of the Placement	345,000
<b>Total</b>	<b>6,460,000</b>

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## 6. ENQUIRIES

Shareholders are requested to contact the Company Secretary on (+ 61 8) 9481 0101 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

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

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Company** means Signature Metals Limited (ABN 86 106 293 190).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Entitlement Issue** means the Company's renounceable entitlement offer of one (1) Share for every eight (8) Shares held by a Shareholder on the record date to raise approximately \$3,406,130 pursuant to a prospectus lodged at ASIC on 28 September 2010.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Notice** or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Patersons Securities** means Patersons Securities Limited (ABN 69 008 896 311)

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

APPOINTMENT OF PROXY  
SIGNATURE METALS LIMITED  
ABN 86 106 293 190

ANNUAL GENERAL MEETING

I/We   
of

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

Appoint

Name of proxy

OR  the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General 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 9:30 am (WST), on 4 November 2010 at Level 1, 33 Richardson Street, West Perth, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual General 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 **Resolutions 3 and 4** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 3 and 4 and that votes cast by the Chair of the Annual General Meeting for Resolutions 3 and 4 other than as proxy holder will be disregarded because of that interest. 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 Resolutions 3 and 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 3 and 4.

OR

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 – Stuart Murray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Ratification of Prior Issue – Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Placement – Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will 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 \_\_\_\_\_ %

Signature of Member(s): \_\_\_\_\_ Date: \_\_\_\_\_

Individual or Member 1	Member 2	Member 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name: \_\_\_\_\_ Contact Ph (daytime): \_\_\_\_\_

**SIGNATURE METALS LIMITED**  
**ABN 86 106 293 190**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
  - **(Individual):** Where the holding is in one name, the member must sign.
  - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
  - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
  - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to Signature Metals Limited, Level 1, 33 Richardson Street, West Perth, Western Australia; or
  - (b) facsimile to the Company on facsimile number +61 8 9200 4469; or
  - (c) email to the Company at [info@signaturemetals.com.au](mailto:info@signaturemetals.com.au),

so that it is received not later than 9:30 am (WST) on 2 November 2010.

**Proxy forms received later than this time will be invalid.**