



ABN 86 106 293 190

Notice of Annual General Meeting

Presentation Room 1
Pitcher Partners
Level 19, 15 William Street
Melbourne, Victoria, Australia

Monday 21 August 2017
at 10am (AEST)

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 contact the Company Secretary on (+61 2) 93620679.**

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Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10 am (AEST) on Monday 21 August 2017 at:

Pitcher Partners,
Presentation Room 1,
Level 19, 15 William Street,
Melbourne, Victoria, Australia

Your Vote is Important

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

Voting in Person

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

Voting by Proxy

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

- (a) post to the Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, Australia
- (b) facsimile to: Share Registry – Computershare Investor Services Pty Limited on facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (c) in person to: Signature Metals Limited, 10 Woolshed Gully Drive, Mount Clear, Victoria 3350.
or
- (d) For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions so that it is received not later than 10 am (AEST) on Saturday 19 August 2017.

Proxy Forms received later than this time will be invalid.

Notice of Annual General Meeting

Notice is given that the annual general meeting of Shareholders will be held at 10 am (AEST) on Monday 21 August 2017 at Pitcher Partners, Level 19, 15 William Street, Melbourne, Victoria.

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 7:00pm (AEST) on Saturday 19 August 2017.

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

Agenda

A Consideration Of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the year ended 31 March 2016.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a copy of the Annual Report. Shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 March 2016, on the Company's website www.signaturemetals.com.au in the Investor Centre section.

B Questions & Comments

Following consideration of the reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by Shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions submitted by Shareholders, if any, will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

C Shareholder Questions

If you wish a question to be put to the Chairman of the Meeting or Auditor and you are not able to attend the Meeting, please email your question to info@signaturemetals.com.au. To allow time to collate questions and prepare answers, questions are to be received by no later than 5:00pm (AEST) on Friday 18 August 2017.

Resolution 1 –

Re-Election of Director - Dr Denis Clarke

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

That Dr Denis Clarke, having retired in accordance with clause 13.2 of the Constitution, and having offered himself for re-election and being eligible, be re-elected as a Director of the Company.

Dated: 17 July 2017

By Order of the Board



Catherine Officer
Company Secretary

Explanatory Statement

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 of Signature Metals Limited to be held at 10 am (AEST) on Monday 21 August 2017 at Pitcher Partners, Level 19, 15 William Street, Melbourne.

The 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 Resolution in the Notice of Meeting.

Resolutions 1 – Re-Election of Dr Denis Clarke

Clause 13.2 of the Constitution requires that at the Company's annual general meeting 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 serving 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 available for re-election.

Resolution 1: Re-election of Dr Denis Clarke

Dr Clarke retires in accordance with the Constitution and, being eligible for re-election, offers himself for re-election at the Annual General Meeting.

Dr Clarke joined the Company as Non-Executive Director on 14 September 2012. Dr Clarke is an Independent and Non-Executive Director of LionGold Corp Ltd (the significant shareholder) and is the Non-Executive Chairman of Cullen Resources Limited, an ASX-listed company. Dr Clarke has a Ph.D. (Geology) from Stanford University and has over 40 years' experience in senior technical, financial and corporate positions in the mining and exploration industry in Australia and overseas. He played a significant role in the growth of Plutonic Resources Limited, which developed into one of Australia's largest gold producers before being absorbed by Homestake Mining Company. As director and consultant he contributed to the rapid growth of Troy Resources Limited from small explorer to a very successful mid-tier international gold miner.

* LionGold Corp Ltd (LGC) holds approximately 76.86% of the issued and paid-up share capital of the Company.

Directors' Recommendation

The Directors, with Dr Clarke abstaining, recommend Shareholders vote in favour of Resolution 1.

Glossary

\$ means Australian dollars.

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

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 and Boxing 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.

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.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolution set out in the Notice of Meeting.

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

Shareholder means a holder of a Share.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Enquiries

Shareholders should contact the Company Secretary on (+ 61 2) 9362 0679 if they have any queries in respect of the matters set out in these documents.