



ECLIPSE METALS LTD  
ABN 85 142 366 541

## **NOTICE OF 2015 ANNUAL GENERAL MEETING**

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**Notice of the annual general meeting of the Company to be held at 1:00pm AWST on Monday, 30 November 2015 at The Boardroom, NKH Knight, Level 2, Spectrum, 100 Railway Road, Subiaco WA.**

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### Venue

The 2015 Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

- 1.00pm (AWST) on Monday, 30 November 2015
- The Boardroom  
NKH Knight  
Level 2 Spectrum  
100 Railway Road  
SUBIACO WA 6008

### 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 the time and in accordance with the instructions set out on the Proxy Form:

- post to PO Box 1592, Booragoon WA 6954;
- email to [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au) or;
- facsimile to 08 9367 8812 (within Australia) and +61 8 9367 8812 (outside of Australia)

so that it is received not later than 1.00pm (AWST) on Saturday, 28 November 2015.

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

### Voting Eligibility

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 5.00pm (AWST) on Friday, 27 November 2015.

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## NOTICE OF 2015 ANNUAL GENERAL MEETING

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Notice is given that the 2015 Annual General Meeting of Eclipse Metals Limited will be held at 1.00 pm (AWST) on Monday, 30 November 2015 at The Boardroom, at the offices of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008.

The Explanatory Memorandum to this Notice of Meeting forms part of the Notice and provides additional information on matters to be considered at the Annual General Meeting.

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

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## AGENDA

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### Adoption of Annual Financial Report

To receive the Annual Financial Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the Financial Year ending 30 June 2015.

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## NON-BINDING 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 2015."*

**VOTING EXCLUSION STATEMENT:** In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, a vote may be cast by such person if:

- (a) That person is acting as proxy, 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 above; or
- (b) The person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel

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## ORDINARY Resolutions

### 2. Election of Mr Craig Hall as Director

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

*"That, in accordance with clause 7.2(b) of the Company's Constitution and for all other purposes, Mr Craig Hall, a Non-Executive Director who was appointed on 9 October 2015 by the Board as an addition to the existing Directors, retires and being eligible, is elected as a Director of the Company."*

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### 3. Re-election of Mr Rodney Dale as Director

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

*“That, in accordance with clause 7.3(a) of the Company’s Constitution and for all other purposes, Mr Rodney Dale, who retires by rotation in accordance with the Company’s Constitution, offers himself for re-election and is hereby re-elected as a director of the Company.”*

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#### **4. Ratification of 13,000,000 Shares Already Issued – Reset of 15% Threshold**

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 7.4 and for all other purposes, Shareholders ratify the previous issue of 13,000,000 Shares by way of private placement to sophisticated and exempt investor clients of the Company, as described in the Explanatory Memorandum”*

**Voting Exclusion Statement:** *The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if 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, 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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#### **5. Approval to Issue Shares to a Director in Satisfaction of Director Fees - Mr Rodney Dale**

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 be given for the issue of fully paid Ordinary Shares in the Company to Mr Rodney Dale or his nominee in satisfaction of payment of director’s fees, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** *The Company will disregard any votes cast on this Resolution by Mr Rodney Dale and any of his 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 by the Chair 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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#### **6. Approval to Issue Shares to a Director in Satisfaction of Salary - Mr Carl Popal**

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 be given for the issue of fully paid Ordinary Shares in the Company to Mr Carl Popal or his nominee in satisfaction of payment of salary, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:** *The Company will disregard any votes cast on this Resolution by Mr Carl Popal and any of his 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 by the Chair 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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#### **7. Approval to Issue Shares to Bluekebble Pty Ltd**

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

*“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 3,000,000 fully paid Ordinary Shares in the Company at an issue price of \$.005 per Shares to Bluekebble Pty Ltd for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”*

**Voting Exclusion Statement:** *The Company will disregard any votes cast on this Resolution by Bluekebble Pty Ltd (and its nominee) and any of its 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 by the Chair 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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## **SPECIAL Resolution**

### **8. Approval of 10% Placement Capacity**

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

*“That, pursuant to and in accordance with Rule 7.1A of the Listing Rule of ASX Limited and for all other purposes, approval is given for the Company 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 Rule 7.1A.2 of the Listing Rules for the purposes and on the terms set out in the Explanatory Memorandum accompanying this Notice.”*

**VOTING EXCLUSION STATEMENT:** *The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. 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.*

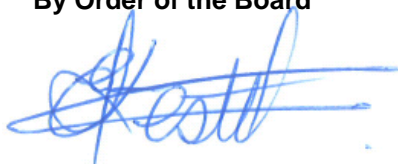
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### **Questions and comments**

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

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### **By Order of the Board**



**Eryn Kestel**  
**Company Secretary**  
20 October 2015

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## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the 2015 Annual General Meeting of Shareholders to be held on Monday, 30 November 2015 at 1.00pm (AWST) at The Boardroom, at the offices of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008.

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company, which is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

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## ANNUAL FINANCIAL REPORT

Section 317 of the Corporations Act requires the directors to lay before the Annual General Meeting the financial report, the directors' report (including the Remuneration Report) and the auditor's report for the last financial year that ended 30 June 2015.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on the reports or statements.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) Ask questions or make comment to the Directors' present on the management of the Company and Remuneration Report; and
- (b) Ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman about:

- (a) The preparation and the content of the 2015 Auditor's Report;
- (b) The conduct of the 2015 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2015 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2015 audit

The questions will need to be submitted no later than five (5) business days (no later than Friday, 20 November 2015) before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

**The Annual Report is now available on the Company's website via the following link:**

<http://www.eclipsemetals.com.au/>

## RESOLUTION 1 – ADOPTION OF 2015 REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to present the Company's Remuneration Report so that it can be put to a vote by the shareholders for adoption.

The Remuneration Report is incorporated into the Directors' Report contained in the 2015 Annual Report and in accordance with Section 300A of the Corporations Act contains the information that needs to be included in the Remuneration Report of the Company's annual report.

The Remuneration Report:

- Sets out the remuneration arrangements for each Director and for each of the KMP of the Company; and;
- Explains the Board's policies in relation to the objectives and structure of remuneration

The Directors believe that the Company's remuneration policies and structures as outlined in the Remuneration Report are appropriate for the size of the Company, its business and objectives.

In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity to ask questions of the Directors in relation to the Remuneration Report.

The Remuneration Report is for consideration and adoption by way of a non-binding resolution. The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed.

A failure of Shareholders to pass Resolution 1 will not require the directors to alter any of the arrangements in the Remuneration Reports and the Board will take into account the outcomes of the votes when considering the future remuneration arrangements of the Company.

The Director and Executive Remuneration Act which came into effect on 1 July 2011 provides Shareholders with the opportunity to remove the Board under the two strike rules.

The Remuneration Reports for the last four (4) years **DID NOT** receive a "no" vote of 25% or more when they were tabled at the respective Annual General Meetings.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

*Recommendation of Board*

*The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.*

## **RESOLUTION 2 – ELECTION OF MR HALL AS A DIRECTOR**

In accordance with Clause 7.2(b) of the Constitution, the current directors may at any time appoint a person to be a director, either to fill a casual vacancy or as an addition to the existing directors. Any director so appointed holds office only until the next following general meeting and is then eligible for election in accordance with clause 7.3(b) of the Constitution.

Mr Craig Hall was appointed to the Board by the directors on 9 October 2015 as an addition to the existing directors. In accordance with clause 7.3(b) of the Constitution, Mr Hall, being eligible, offers himself for re-election as a director of the Company.

Mr Hall is a geologist with nearly 30 years of minerals industry experience in exploration, development and production roles in a range of commodities, principally precious and base metals. He graduated from the University of Western Australia with a Bachelor of Science Degree with Honours in Geology and is a Member of Australian Institute of Mining and Metallurgy, AIG and Geology Society of Australia.

Craig has held a variety of senior positions with mid-tier and junior sector resource companies within Australia and overseas. He currently consults to the minerals industry providing high quality exploration outcomes, on-site mining support, expert reporting, project valuations and strategic advice to companies through an association with a well- respected Western Australian resource consultancy.

*Recommendation of Board*

*The Board (excluding Mr Hall) recommends the election of Mr Hall as a Non-Executive Director of the Company as his experience, knowledge and wide range of contacts will strengthen the Board.*

### **RESOLUTION 3 – RE-ELECTION OF MR DALE**

In accordance with ASX Listing Rule 14.5; a public listed company must hold an election of directors each year, which is usually done at the Annual General Meeting. No director of a public listed company may hold office past the third Annual General Meeting following their appointment without re-election.

Clause 7.3(a) of the Company's Constitution requires that at the Company's Annual General Meeting one third of the Directors for the time being shall retire from office.

Eclipse Metals Limited currently has two (2) Non-Executive Directors and one (1) must retire but the director who retires by rotation under Clause 7.3(a) of the Constitution is eligible for re-election.

Mr Dale retires as a Director and being eligible, seeks re-election in accordance with clause 7.3(a) of the Constitution as a Non-Executive Director.

Mr Dale's experience spans over 50 years, working in many parts of Australia, Indonesia and Africa on gold, base metal and industrial mineral exploration and mining. Rod has a Fellowship Diploma in Geology and is a Fellow of the Australasian Institute of Mining and Metallurgy.

Rod has worked in and managed small gold mines in Western Australia and has recently been involved with assessment of iron ore projects in Australia, South America, India, China and Africa.

The Board regularly reviews the independence of each non-executive director and undertakes an annual review, in accordance with the ASX Corporate Governance Principles and Recommendations and the Corporations Act.

The most recent review was undertaken in October 2015 and all of the current non-executive directors are independent, including Mr Hall and Mr Dale.

#### *Recommendation of Board*

*The Board recommends that shareholders vote in favour of the re-election of the director offering himself for election.*

### **RESOLUTION 4 - RATIFICATION OF 13,000,000 SHARES ALREADY ISSUED – RESET OF 15% THRESHOLD**

On 5 June 2015 Eclipse Metals Limited announced that it had completed the placement of 13,000,000 fully paid Ordinary Shares to strategic, professional and sophisticated investors as defined under Section 708 of the Corporations Act to raise \$65,000 before costs and expenses.

Resolution 4 seeks ratification by Shareholders pursuant to ASX Listing Rule 7.4 for the issue on 4 June 2015 of these fully paid Ordinary Shares to three (3) professional and sophisticated investors.

The 13,000,000 fully paid Ordinary Shares were issued under the Company's annual 15% placement capacity in accordance with ASX Listing Rule 7.1.

ASX Listing Rule 7.4 allows an issue of securities, for which Shareholder approval was not first obtained, to not be counted towards the 15% placement capacity when Shareholder approval for that issue is subsequently obtained. That is, ASX Listing Rule 7.4 permits an issue of securities to be approved retrospectively. It provides that an issue of securities is deemed to have been made with Shareholder approval if ASX Listing Rule 7.1 is not breached at the time the securities were issued and Shareholders subsequently approve (ratify) the issue.

As at 04 June 2015, the Company had 95,116,024 Shares available under its annual 15% placement capacity, therefore the issue did not breach ASX Listing Rule 7.1 and the issue had not previously been approved by the Shareholders of the Company in general meeting.

If shareholders ratify the issue of the 13,000,000 Shares, these Shares will not be counted as a new issue for the purposes of the annual 15% placement capacity.



ASX Listing Rule 7.5 requires the following information to be provided to Shareholders so that they can assess the merits of Resolution 4:

- a) the total number of fully paid Ordinary Shares already issued to strategic, professional and sophisticated investors in a placement is 13,000,000;
- b) the fully paid Ordinary Shares were issued at \$0.005 per Share, being the closing Share price on the day prior to issue for a total cash consideration of \$65,000;
- c) the Shares issued were all fully paid Ordinary Shares in the capital of the Company and issued on the same terms and conditions as the Company's existing Shares;
- d) The participants were domestic eligible persons selected from within the Company's own network of contacts;
- e) The 13,000,000 Shares were all issued on the same date, being 04 June 2015;
- f) Funds raised from the Placement have been applied to working capital which will ultimately be put towards the Company's current exploration program at the Mary Valley Manganese and Liverpool Uranium Projects;
- g) None of the Subscribers detailed above are a related entity of Eclipse Metals Limited.

#### *Recommendation of Board*

*The Board considers that the ratification of the issue of the Shares described above is beneficial for the Company as it provides the flexibility to issue up to the maximum number of securities permitted under ASX Listing Rules 7.1 in the next 12 months without the requirement to first obtain Shareholder approval.*

#### **RESOLUTIONS 5 AND 6 APPROVAL TO ISSUE SHARES TO A DIRECTOR IN SATISFACTION OF SALARY – MR RODNEY DALE and MR CAL POPAL**

As an appropriate and responsible measure to reduce the cash burn rate of the Company given the difficult market conditions in the junior mining sector and utilise as much as possible of its current cash resources to meet working capital requirements and costs associated with its tenement portfolio, Messrs Popal and Dale have agreed (subject to obtaining Shareholder approval) to accept Shares in satisfaction of a portion of their accrued but unpaid remuneration.

The issue of Shares to Messrs Popal and Dale does not represent "additional" payment.

#### **Reason for Approval**

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the issue of Shares to Directors involves the issue of securities to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

The Company is not seeking Shareholder approval pursuant to Chapter 2E of the Corporations Act as the proposed share issues are in satisfaction of remuneration and that remuneration is considered to be reasonable remuneration for the purposes of section 211 of the Corporations Act.

## Information required by the Listing Rules

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares the subject of Resolution 5:

(a) *Name of related party:*

Mr Rodney Dale

(b) *The formula for calculating number of securities to be issued:*

Shares to the maximum value of \$15,000

This amount is the cash payment that has been (or will have been) completely foregone during the periods between 1 April 2015 to 30 June 2015 and between 1 September 2015 to 30 November 2015 (i.e. the date of this Annual General Meeting).

- The maximum number of Shares which may be issued to Mr Dale is determined by the directors' fees outstanding (\$15,000) divided by the deemed issue price of the Shares. Assuming a deemed issue price of \$0.003 per Share, being the average closing Eclipse Share price for the period from 21 September 2015 to current date will be capped at 5,000,000 Shares;

(c) *The date by which the Company will issue the securities:*

The Shares will be issued no later than 1 month after the date of the AGM (or such later date to the extent permitted by any ASX waiver).

(d) *The deemed issue price of the securities and the terms of issue:*

The deemed issue price will be the lesser of \$0.005 per Share and the last closing price on ASX for Shares traded prior to the date of issue of the Shares.

- As the last closing share price could be subject to fluctuations between the date of this Notice and the date of issue, the Company has set a minimum deemed issue price of \$0.003 per Share. Even if the closing price prior to issue is less than \$0.003, the number of Shares to be issued to Mr Dale will still be a function of an issue price of \$0.003 calculated as detailed in point (b);
- The Shares will be issued for nil cash consideration as they are being issued in satisfaction of part of the directors' fees agreed to be paid by the Company to the Director; and
- The Shares will rank equally in all respects with all existing Shares on issue.

(e) *Intended use of funds raised:*

No funds will be raised from the issue of Shares.

Resolution 6, seeks approval to issue the maximum total number of Shares that may be issued to Mr Popal in accordance with the 3% "creep" exception in item 9 of section 611 of the Corporations Act.

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Shares the subject of Resolution 6:

(a) *Name of related party:*

Mr Carl Popal.

(b) *The formula for calculating number of securities to be issued:*

Shares to the maximum value of \$55,000 being the maximum total number of Shares that may be issued to Mr Popal or his nominee pursuant to Item 9 of Section 611 of the Corporations Act.

- The maximum number of Shares which may be issued to Mr Popal is determined by the directors' fees outstanding (\$55,000) divided by the deemed issue price of the Shares. Assuming a deemed issue price of \$0.003 per Share, being the average closing Eclipse Share price for the period from 21 September 2015 to current date will be capped at 18,333,333 Shares;

(c) *The date by which the Company will issue the securities:*

The Shares will be issued no later than 1 month after the date of the AGM (or such later date to the extent permitted by any ASX waiver).

(d) *The deemed issue price of the securities and the terms of issue:*

The deemed issue price will be the lesser of \$0.005 per Share and the last closing price on ASX for Shares traded prior to the date of issue of the Shares.

- As the last closing share price could be subject to fluctuations between the date of this Notice and the date of issue, the Company has set a minimum deemed issue price of \$0.003 per Share. Even if the closing price prior to issue is less than \$0.003, the number of Shares to be issued to Mr Popal will still be a function of an issue price of \$0.003 calculated as detailed in point (b);
- The Shares will be issued for nil cash consideration as they are being issued in satisfaction of part of the directors' fees agreed to be paid by the Company to the Director; and
- The Shares will rank equally in all respects with all existing Shares on issue.

(e) *Intended use of funds raised:*

No funds will be raised from the issue of Shares.

### **In Summary**

The main purpose of the issue of the Shares to Messrs Popal and Dale are to provide a cost effective consideration to Messrs Popal and Dale for their contribution to the Company in their respective roles as Chairman and Non-Executive Director respectively;

The Board does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company as a result of issuing the Shares on the terms proposed;

The Board acknowledges the issue of Shares to Directors is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations however the Board considers the grant of shares to the Directors in satisfaction of cash payments of Directors fees and salary sacrifice is reasonable in the circumstance given the necessity to maintain the Company's cash reserves; and

In the event of shareholder approval not being obtained, the fees or salaries accrued will be paid in cash immediately following the Annual General Meeting

## Recommendation of Directors

Mr Carl Popal and Mr Rodney Dale decline to make a recommendation to Shareholders in relation to Resolutions 5 and 6 due to their material personal interest in the outcome of the Resolutions.

The other Director being Mr Craig Hall recommends that Shareholders vote in favour of Resolutions 5 and 6 because the issue of Shares to Messrs Popal and Dale is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Messrs Popal and Dale.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 5 and 6.

## RESOLUTION 7 – APPROVAL TO ISSUE SHARES TO BLUEKEBBLE PTY LTD

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 3,000,000 Shares to Bluekebble Pty Ltd on the terms and conditions set out below.

Walla Mines Proprietary Limited (**Walla**) is an unlisted exploration company which holds six (6) separate exploration projects situated across Queensland, Northern Territory and New South Wales including projects considered prospective for each of manganese, gold, iron ore and bauxite.

Walla currently has on issue 35,640,000 fully paid Ordinary Shares, 11,250,000 Shares are owned by Bluekebble Pty Ltd (**Bluekebble**), 19,890,000 fully paid Ordinary Shares held directly and indirectly by Eclipse Metals Limited which equates to a controlling interest of 55.81% and the balance of Shares are held by two (2) unrelated entities.

Bluekebble and Eclipse have entered into an agreement whereby Eclipse have agreed to acquire Bluekebble's interest of 11, 250,000 Shares in Walla and thereby increase its Walla holding percentage.

The consideration is 3,000,000 Eclipse Ordinary Shares at a deemed issue price of \$0.005 per Share (\$15,000) (**Issue Price**). The deemed issue price of \$0.005 represents the closing trading price of Eclipse's Ordinary Shares on 22 June 2015, being the date of the Agreement between Bluekebble and Eclipse.

The Issue Price was analysed in light of the fact that Walla has a limited track record of profitability, there is no applicable Share price for Walla as quoted on the ASX and there is no commercial avenue for Walla Shares to be traded other than through off market transfers.

### Approvals sought

- Chapter 2E of the Corporations Act – which governs the giving of financial benefits to "Related Parties"; and
- ASX Listing Rule 10.11 – which generally provides that except in certain circumstances (which do not apply in the present case), a company listed on ASX cannot issue or grant securities to a Related Party, which includes an entity that is controlled by a director, without prior shareholder approval

### *Chapter 2E of the Corporations Act*

Chapter 2E of the Corporations Act prevents a public company from giving a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

### *ASX Listing Rule 10.11*

ASX Listing Rule 10.11 requires a public company to obtain shareholder approval in order to issue Shares to a related party, or a person whose relationship with the company or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The issue of the fully paid Ordinary Shares to Bluekebble Pty Ltd constitutes the giving of a financial benefit to a related party – Bluekebble is a related party of the Company by virtue of being controlled by Mrs Maria Kastellorizos, the spouse of the former Executive Director, Mr Pedro Kasterollizos (Mr Pedro Kastellorizos was the former Executive Director of Eclipse resigning from the position on 9 October 2015).

The exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances.

### Shareholder Approval (Chapter 2E of the Corporations Act and ASX Listing Rule 10.11)

In accordance with section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided to Shareholders to review the merits of Resolution 7:

- (a) the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to Bluekebble is 3,000,000 fully paid Ordinary Shares;
- (b) the Shares will be issued to Bluekebble no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the Shares will be issued on one date;
- (c) no funds will be raised from the issue;
- (d) the value of the Shares proposed to be issued to Bluekebble is \$15,000, being the closing Share price of Eclipse Shares as at 22 June 2015, being the date the Agreement between Bluekebble and Eclipse was signed;
- (e) the Shares will be fully paid Ordinary Shares and issued on the same terms and conditions as the Company's existing Shares on issue;
- (f) Bluekebble presently holds a relevant interest in the Company as set out below:

Shareholder	Type of Securities	Number
<i>Bluekebble</i>	Fully paid Ordinary Shares	1,000,000

- (g) if the Shares proposed to be issued under Resolution 7 are issued, a total of 3,000,000 Shares would be issued. This will increase the number of Shares on issue from 195,685,760 to 197,650,760 (assuming no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by 0.994%
- (h) the trading history of the Shares on ASX in the 12 months before the date of this Notice of Annual General Meeting is set out below:

	Price	Date
Highest	\$0.005	03 September 2015
Lowest	\$0.001	28 October 2014
Last	\$0.003	14 October 2015

- (i) the purpose of the proposed issue of Shares under
- (j) this Resolution is to increase Eclipse's Shareholding and voting power in Walla as shown in the table below:

Current shareholding -	Post- acquisition shareholding -
------------------------	----------------------------------

19,890,000	31,140,000
Current controlling interest – 55.81%	Post-acquisition controlling interest – 87.37%

### **In Summary**

- The Related Party to whom the proposed Resolution would permit the financial benefit to be given to is: Bluekebble. Bluekebble is a current Shareholder of Eclipse, holding 1,000,000 Shares with a voting power of 0.0015%;
- The nature of the financial benefits proposed to be given:  
Bluekebble will receive the following benefit - 3,000,000 Eclipse Ordinary Shares as consideration pursuant to the Agreement.

The value of the 3,000,000 Ordinary Shares to be issued to Bluekebble is \$15,000 based on a Share price as at 22 June 2015 of \$0.005. As at the date of preparing this Notice of Meeting the Company's closing Share price was \$0.003 so that would mean a deemed value of \$9,000.

When the value of a transaction is being based on a Company's closing Share price there is going to be fluctuations in the value at any point in time and it should be further noted that between the date of this Notice and the time the Shares are issued to Bluekebble the traded price of Eclipse Shares may change again.

### **Recommendation of Directors**

The current Board recommends that Shareholders vote in favour of Resolution 7 for the following reasons:

- (a) the acquisition/transfer represents an opportunity for the Company to increase its shareholding in the controlled entity Walla and thereby enhance the potential for additional valuation creation for all shareholders, given that Walla has opportunity;
- (b) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Shares upon the terms proposed; and
- (c) no significant opportunity costs to the Company or benefits will be foregone by the Company in issuing the Shares upon the terms proposed

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 7.

## **RESOLUTION 8- APPROVAL OF 10% PLACEMENT CAPACITY**

### **ASX Listing Rule 7.1A**

Under Resolution 8, the Company seeks shareholder approval to create an ability to issue to an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (10% Placement).

As at the date of this Notice, Eclipse has one (1) class of quoted equity security – Ordinary Shares (ASX Code: EPM) and one (1) class of unquoted equity security – Unlisted Options but only Ordinary Shares can be issued under the 7.1A Placement.

The ability to issue securities under Listing Rule 7.1A.1 must be sought by a Company each year at the Annual General Meeting - the approval is not cumulative and must be refreshed through shareholder approval.

Resolution 8 is a special resolution and requires approval by 75% of the votes cast by Shareholders present and eligible to vote.

### Eligibility Criteria

Under ASX Listing Rule 7.1A, an eligible listed entity may, subject to Shareholder approval by way of a Special Resolution issue Shares comprising up to 10% of its issued share capital in addition to the normal 15% annual placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing 7.1A is an entity that is outside the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on a deferred settlement basis).

Eclipse is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$1.94 million based on a closing share price of \$0.003 on 13 October 2015 and 647,106,824 Shares on issue.

Shareholder approval under ASX Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or if it is included in the S&P/ASX 300 Index at some time during the placement period provided that the Company meets the eligibility criteria on the date of the AGM.

### Placement capacity under ASX Listing Rule 7.1 and 7.1A

The 10% Placement is in addition to a listed entity's usual 15% placement capacity under Listing Rule 7.1.

As at the date of finalisation of this Notice of Meeting, the Company has 647,106,824 Shares on issue and therefore, in addition to any other Shares which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it has the capacity to issue

- 97,066,024 Shares under the Company's 15% Placement Capacity under Listing Rule 7.1; and
- Subject to Shareholder approval being obtained under Resolution 7, 64,710,682 Shares under Listing Rule 7.1A

The actual number of Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Shares in accordance with the formula in Listing Rule 7.1A2.

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to Resolution 8:

#### (a) Minimum issue price

In accordance with Listing Rule 7.1A, Shares issued by the Company under a 10% Placement can only be issued at a price not less than 75% of the VWAP (volume weighted average price) of Shares calculated over the fifteen (15) trading days on which trades in its Shares were recorded immediately before:

- the date on which the issue price of the Shares is agreed; or
- the date (if the Shares are not issued within five (5) trading days of the date on which the issue price is agreed).

#### (b) Placement period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of this Annual General Meeting until the earlier to occur of:

- 12 months after the date of this 2015 Annual General Meeting (30 November 2016); and
- the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

If a Company is planning an 11.1.2 or an 11.2 transaction then they are not able to seek approval under Listing Rule 7.1A – Eclipse is not planning on either transaction during the next twelve (12) months.

(c) Dilution to existing shareholdings

If Resolution 8 is approved by Shareholders and the Company issues Shares under the 10% Placement, there is a risk of economic and voting dilution to existing Shareholders as a result. Further, as the market price of the Company's Shares may be significantly lower on the issue date than on the date of the AGM approval and because the Shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the 10% Placement may raise less funding than it would based on current market prices.

ASX Listing Rule 7.3A.2 requires the Company to provide a table showing a number of hypothetical scenarios for a 10% Placement demonstrating the potential dilution effect if the Company's share capital is increased by either 50% or 100% and the Company's share price decreases by 50% or increased by 100% from the approximate share price as at the date of finalisation of this Notice of Meeting.

Shares on Issue		Dilution Table		
		\$0.0015 50% decrease in Issue Price	\$0.003 Current Share Price	\$0.006 100% increase in Issue Price
<b>Current</b> <b>647,106,824</b> Shares	<b>10% Voting Dilution</b>	64,710,682 Shares	64,710,682 Shares	64,710,682 Shares
	<b>Funds raised</b>	\$97,066	\$194,132	\$388,264
<b>50% increase</b> 970,660,236	<b>10% Voting Dilution</b>	97,066,024 Shares	97,066,024 Shares	97,066,024 Shares
	<b>Funds raised</b>	\$145,599	\$291,198	\$582,396
<b>100% increase</b> 1,294,213,648 Shares*	<b>10% Voting Dilution</b>	129,421,365 Shares	129,421,365 Shares	129,421,362 Shares
	<b>Funds raised</b>	\$194,132	\$388,264	\$776,528

\* The number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or shares issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1

The following assumptions were made when preparing the dilution table:

1. There are currently **647,106,824** Shares on issue as at the date of this Notice of Meeting;
2. The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
3. The Company has not issued any Shares in the 12 months prior to this Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1;
4. 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%;
5. The table does not show the dilution effect that may be caused to a particular Shareholder;
6. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% Placement Capacity under Listing Rule 7.1;
7. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and
8. The issue price of \$0.003 is the closing price of the Shares on the ASX as at 12 October 2015.

(d) Purpose of the 10% Placement

The Company may seek to issue Shares under ASX Listing Rule 7.1A for the following purposes:

1. Continued exploration on the current Mary Valley Manganese and Liverpool Uranium Projects with activities which could include:
  - (a) Rock-chip sampling;
  - (b) On the ground excavation;
  - (c) Continued exploration including on the ground excavation
2. Exploration and development activities as well as mine refurbishment on new exploration ground located west of the existing Mary Valley Manganese;



3. Development costs associated with any new mineral projects acquired by the Company during the period ahead; and
4. Potential acquisition of new resource assets and investments by either or both of the following:
  - (a) Cash consideration; and
  - (b) Non-cash consideration, if this was the purpose; the Company would provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
5. For ongoing future working capital purposes

The cash issue price or the value of any non-cash consideration will comply with the minimum issue price noted above.

(e) Allocation policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity but may include a placement to selected existing Shareholders, a corner stone investor or several "new" professional/sophisticated investors not currently on the Company's register

The identity of the subscribers under the 10% Placement will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- The purpose of the issue;
- The methods of raising funds that are available to the Company including but not limited to, rights issue or other issue in which existing Shareholders can participate;
- The effect of the issue of the Equity Securities on the control of the Company;
- The financial situation and solvency of the Company; and
- Advice from corporate, financial and broking advisors

The subscribers under the 10% Placement are not known as at the date of finalisation of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders. The subscribers cannot include any directors, related parties or associates of a related party of the Company without further specific shareholder approval.

If the Company is successful in acquiring new resource assets or investments, it is likely that the subscribers under the 10% Placement will be the vendors of the new resource assets or investments.

(f) Voting exclusion

A voting exclusion statement applies in relation to Resolution 8 and has been included in this Notice of Meeting.

As at the date of this Notice, the Company has not approached any particular existing Shareholder or an identifiable class of existing shareholder to participate in the issue of the Shares. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Meeting.

(g) Previous approval

Eclipse previously obtained Shareholder approval under Listing Rule 7.1A at its 27 November 2014 Annual General Meeting. In accordance with Listing Rule 7.3A.6 the Company provides the following information:

- No Shares were issued under Listing Rule 7.1A during the 12 months between the 27 November 2014 Annual General Meeting and the date of finalisation of this Notice of Meeting; and
- 87,250,000 Shares were issued under Listing Rule 7.1 in the past 12 months, the details of which are set out in Schedule 1. These issues represent approximately 15.58% of the total diluted number of Shares on issue in the Company on 27 November 2014, which was 559,856,824.

(h) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Shares pursuant to the 10% Placement, it must give to the ASX:

- A list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- The information required by Listing Rule 3.10.5A for release to the market

Most eligible resource companies are seeking the 10% Placement approval from their shareholders to enable a capital raising to be implemented if appropriate during the coming year. Accordingly approval by Eclipse Shareholders of Resolution 8 is considered to be a prudent approach.

The Directors believe that Resolution 8 will provide the Company with the flexibility to raise capital quickly if advantageous terms are available and it is in the best interests of the Company and the Directors recommend that Shareholders vote in favour of the Resolution 8.

**SCHEDULE 1 – ISSUE OF EQUITY SECURITIES SINCE 27 NOVEMBER 2014**

Date of Issue	Number of Securities Issued	Security Class	Issue Price	Discount to Market Price	Form of Consideration	Persons Receiving Securities
<b>ISSUE 1</b>						
08 Dec 2014	27,500,000	Ordinary Shares	\$0.005	Nil	Non-Cash	Mr Carl Popal
<p><b>Purpose of Issue:</b> Shares to Executive Chairman in satisfaction of outstanding salary in accordance with Item 9 Section 611 of the Corporations Act 2001 as approved by Shareholders at the Company's 2014 Annual General Meeting held on 27 November 2014.</p> <p><b>Current Value:</b> \$82,500 (27,500,000 Shares at current price of \$0.003)</p>						
<b>ISSUE 2</b>						
08 Dec 2014	8,750,000	Ordinary Shares	\$0.005	Nil	Non-Cash	<ul style="list-style-type: none"> <li>• Mr Rodney Dale; and</li> <li>• Coventina Holdings Pty Ltd</li> </ul>
<p><b>Purpose of Issue:</b> Shares to Non-Executive Director and former Non-Executive Director in satisfaction of director fees as approved by Shareholders at the Company's 2014 Annual General Meeting held on 27 November 2014.</p> <p><b>Current Value:</b> \$26,250 (8,750,000 Shares at current price of \$0.003)</p>						
<b>ISSUE 3</b>						
13 Jan 2015	30,000,000	Ordinary Shares	\$0.005	Nil	Cash	Domestic eligible persons
<p><b>Purpose of Issue:</b> Issue 1 Placement of Shares to professional and sophisticated investors from within the Company's network as approved by Shareholders at the Company's Annual General Meeting on 27 November 2014.</p> <p><b>Amount Raised = \$150,000</b> <b>Amount Spent = \$150,000</b></p> <p><b>Use of Funds</b> – Tenement maintenance and working capital to the Company.</p>						
<b>ISSUE 4</b>						
27 Feb 2015	8,000,000	Ordinary Shares	\$0.005	Nil	Cash	Domestic eligible persons
<p><b>Purpose of Issue:</b> Part of Issue 1 Placement of Shares to professional and sophisticated investors from within the Company's network as approved by Shareholders at the Company's Annual General Meeting on 27 November 2014.</p> <p><b>Amount Raised = \$40,000</b> <b>Amount Spent = \$40,000</b></p> <p><b>Use of Funds</b> – Tenement maintenance and working capital to the Company.</p>						
<b>ISSUE 5</b>						
05 Jun 2015	13,000,000	Ordinary Shares	\$0.005	Nil	Cash	Domestic eligible persons
<p><b>Purpose of Issue:</b> Part of Issue 1 Placement of Shares to professional and sophisticated investors from within the Company's network as approved by Shareholders at the Company's Annual General Meeting on 27 November 2014.</p> <p><b>Amount Raised = \$65,000</b> <b>Amount Spent = \$65,000</b></p> <p><b>Use of Funds</b> – Tenement maintenance and working capital to the Company.</p>						

## GLOSSARY

**\$** means Australian dollars

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

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

**ASX** means ASX Limited or the Australian Securities Exchange, as the context requires.

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

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

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

**Business Days** 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.

**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 Eclipse Metals Limited (ABN: 85 142 366 541).

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

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

**Director means** Executive Director or Managing Director and Non-Executive Directors.

**Explanatory Memorandum** means the Explanatory Memorandum accompanying the Notice of Meeting.

**Key Management Personnel** is defined by AASB 124 Related Party disclosures as all directors and 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.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum.

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

**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.

**APPOINTMENT OF PROXY  
ECLIPSE METALS LTD  
ACN 142 366 541**

**ANNUAL GENERAL MEETING PROXY FORM**

**Member Details**

Name: .....  
Address: .....  
Contact Telephone No: .....

**Appointment of Proxy**

I/We being a Member/s of Eclipse Metals Ltd and entitled to attend and vote hereby appoint

Chairman of the Meeting    **OR**   

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General Meeting on my/our behalf 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 Eclipse Metals Ltd to be held at the office of NKH Knight, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008 on Monday, 30 November 2015, at 1.00pm (WST) and at any adjournment of that meeting.

**Chairman authorised to exercise proxies on remuneration related matters:** If I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 1 even though the Chairman is, and that item is connected directly or indirectly with the remuneration of, a member of key management personnel of Eclipse Metals Ltd, which includes the Chairman.

**Chairman to vote undirected proxies in favour:** I/we acknowledge that the Chairman of the Meeting intends to vote undirected proxies in favour of all Resolutions.

	For	Against	Abstain
<b>Non-Binding Resolution</b>			
Resolution 1.      Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Ordinary Resolutions</b>			
Resolution 2.      Election of Mr Craig Hall as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.      Re-Election of Mr Rodney Dale as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.      Ratification of 13,000,000 Shares Already Issued – Reset of 15% Threshold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.      Approval to Issue Shares to a Director in lieu of Director Fees - Mr Rodney Dale	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.      Approval to Issue Shares to a Director in lieu of Director Fees - Mr Carl Popal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7.      Approval to Issue Shares to Bluekebble Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Special Resolution</b>			
Resolution 8.      Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolution 1 to 8 you are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not 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 SIGN HERE

Individual or Member 1 <input style="width: 100%; height: 20px;" type="text"/> Sole Director and Sole Company Secretary	Member 2 <input style="width: 100%; height: 20px;" type="text"/> Director	Member 3 <input style="width: 100%; height: 20px;" type="text"/> Director/Company Secretary
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**ECLIPSE METALS LTD**  
**ACN 142 366 541**

**INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM**

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 of the Company at 5.00pm (AWST) on Friday, 27 November 2015.

1. **Appointing a Proxy:** A member entitled to attend and vote at an 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.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. **New sections 250BB and 250BC of the Corporations Act:** These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:
  - if proxy holders vote, they must cast all directed proxies as directed; and
  - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

**Proxy vote if appointment specifies way to vote** Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

**ECLIPSE METALS LTD  
ACN 142 366 541**

**INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM**

**Transfer of non-chair proxy to chair in certain circumstances** Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

4. **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.

5. **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 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.

6. **Return of Proxy Form:** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to PO Box 1592, Booragoon WA 6954;
- email to [eryn@kestelcorp8.com.au](mailto:eryn@kestelcorp8.com.au) or;
- facsimile to 08 9367 8812 (within Australia) and +61 8 9367 8812 (outside of Australia)

so that it is received not later than 1.00pm (AWST) on Saturday, 28 November 2015. **Proxy Forms received later than this time will be invalid.**

**Eclipse Metals Ltd  
ACN 142 366 541**

**Corporate Representative Form**

**Shareholder Details**

This is to certify that by a resolution of the directors of:

\_\_\_\_\_ ACN \_\_\_\_\_  
(Insert Company Name)

\_\_\_\_\_  
(Insert Address)

The Company has appointed:

\_\_\_\_\_  
(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of shareholders of Eclipse Metals Ltd ACN 142 366 541 to be held on Monday, 30 November 2015 at 1.00pm and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this      day of              2015

Executed by

ACN  
in accordance with section 127 of the *Corporations Act*  
2001:

\_\_\_\_\_  
Director

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Name of Authorised Representative

\_\_\_\_\_  
Signed by Authorised Representative

**Lodging your corporate representative form**

To be valid, your corporate representative form (and any power of attorney under which it is signed) must be received no later than 1.00pm (WST) on Saturday, 28 November 2015 at any one of the above addresses.