
METALSTECH LIMITED

ACN 612 100 464

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 11.00 am (WST)

DATE: 6 April 2018

PLACE: Steinepreis Paganin Lawyers and Consultants,
Level 4, The Read Buildings
16 Milligan Street,
Perth WA 6000

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00pm (WST) on 4 April 2018.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – SHARES – PLACEMENT

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 issue of 4,200,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – SHARES – PLACEMENT

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 issue of 5,833,334 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES – DG RESOURCE MANAGEMENT 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,503 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SHARES – DG RESOURCE MANAGEMENT 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 ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 70,727 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES – FREDERIC BERGERON

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 issue of 82,500 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES – 9248-7792 QUEBEC INC.

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 issue of 82,500 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES – BAY LAKE EXTENSION III

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 issue of 130,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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.

8. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – MR GINO D’ANNA

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

“That, for the purposes ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 275,000 Shares to Mr Gino D’Anna (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Gino D’Anna (or his nominee) or 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 9 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR GINO D’ANNA

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 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Performance Rights to Mr Gino D’Anna (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Gino D’Anna (or his nominee) or any of their associates (**Resolution 9 Excluded Party**). 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, provided the Chair is not a Resolution 9 Excluded Party, 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 10 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR RUSSELL MORAN

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 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Performance Rights to Mr Russell Moran or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Russell Moran (or his nominee) or any of their associates (**Resolution 10 Excluded Party**). 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, provided the Chair is not a Resolution 10 Excluded Party, 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and

- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 11 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR SHANE UREN

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 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Performance Rights to Mr Shane Uren (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Shane Uren (or his nominee) or any of their associates (**Resolution 11 Excluded Party**). 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, provided the Chair is not a Resolution 11 Excluded Party, 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
(i) a member of the Key Management Personnel; or
(ii) a Closely Related Party of such a member; and
(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 12 – APPROVAL OF DISPOSAL OF INTEREST IN ASSETS

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 11.4 and for all other purposes, Shareholders approve the sale of the MetalsTech Bay Lake Cobalt Inc. Shares, which includes the Company's interest in the Bay Lake Project, 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 party to the transaction to acquire the MetalsTech Bay Lake Cobalt Inc. Shares and any associate of that party (or those parties). 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, if 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.

Dated: 28 February 2018

By order of the Board

MR GINO D'ANNA
Company Secretary and Executive Director

Voting in person

To vote in person, attend the Meeting at the time, date and 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.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 400 408 878.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE – SHARES - PLACEMENT

1.1 General

On 3 November 2017, the Company issued 4,200,000 Shares at an issue price of \$0.18 per Share to raise \$756,000.

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

1.2 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 Ratification:

- (a) 4,200,000 Shares were issued;
- (b) the issue price was \$0.18 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 issued to institutional and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used to provide sufficient working capital and allow the Company to continue to explore its Cancet Lithium Project, located in Quebec, Canada.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – SHARES - PLACEMENT

2.1 General

On 15 December 2017, the Company issued 5,833,334 Shares at an issue price of \$0.30 per Share to raise \$1,750,000.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above. 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.

2.2 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 Ratification:

- (a) 5,833,334 Shares were issued;
- (b) the issue price was \$0.30 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 issued to institutional and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used to continue the exploration and development at the Cancet Lithium Project as well as allow the Company to prepare for mobilisation and drilling at the Adina Lithium Project.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – SHARES – DG RESOURCE MANAGEMENT LTD.

3.1 General

On 12 January 2018, the Company issued 60,503 Shares in consideration for geological services provided to the Company by DG Resource Management Ltd. in connection with the Cancet Lithium Project.

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

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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.

3.2 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 Ratification:

- (a) 60,503 Shares were issued;
- (b) the Shares were issued for nil cash consideration to DG Resource Management Ltd. in connection with geological services provided to the Company relating to the Cancet Lithium Project;
- (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 issued to DG Resource Management Ltd., which is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for geological services provided to the Company.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE – SHARES – DG RESOURCE MANAGEMENT LTD.

4.1 General

On 19 January 2018, the Company issued 70,727 Shares in consideration for geological services provided to the Company by DG Resource Management Ltd. in connection with the Cancet Lithium Project.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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.

4.2 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 Ratification:

- (a) 70,727 Shares were issued;
- (b) the Shares were issued for nil cash consideration to DG Resource Management Ltd. in connection with geological services provided to the Company relating to the Cancet Lithium Project;
- (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 issued to DG Resource Management Ltd., which is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for geological services provided to the Company.

5. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE – SHARES – FREDERIC BERGERON

5.1 General

On 12 January 2018, the Company issued 82,500 Shares in consideration for the renegotiation and final acquisition of the Wells-Lacourciere Extension II Lithium Project.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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.

5.2 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 Ratification:

- (a) 82,500 Shares were issued;
- (b) the Shares were issued for nil cash consideration to Frederic Bergeron in connection with the renegotiation and final acquisition of the Wells-Lacourciere Extension II Lithium Project;
- (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 issued to Frederic Bergeron, who is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for the renegotiation and final acquisition of the Wells-Lacourciere Extension II Lithium Project.

6. RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE – SHARES – 9248-7792 QUEBEC INC.

6.1 General

On 12 January 2018, the Company issued 82,500 Shares in consideration for the renegotiation and final acquisition of the Wells-Lacourciere Extension II Lithium Project.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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.

6.2 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 Ratification:

- (a) 82,500 Shares were issued;
- (b) the Shares were issued for nil cash consideration to 9248-7792 Quebec Inc. in connection with the renegotiation and final acquisition of the Wells-Lacourciere Extension II Lithium Project;
- (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 issued to 9248-7792 Quebec Inc., which is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for the renegotiation and final acquisition of the Wells-Lacourciere Extension II Lithium Project.

7. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE – SHARES – BAY LAKE EXTENSION III

7.1 General

On 12 January 2018, the Company issued 130,000 Shares to Gino Chitaroni in consideration for the acquisition of the Bay Lake Extension III Cobalt Project.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.1 above.

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.

7.2 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 Ratification:

- (a) 130,000 Shares were issued;
- (b) the Shares were issued for nil cash consideration to Gino Chitaroni in connection with the acquisition of the Bay Lake Extension III Cobalt Project;
- (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 issued to Gino Chitaroni, who is not a related party of the Company; and

- (e) no funds were raised from this issue as the Shares were issued in consideration for the acquisition of the Bay Lake Extension III Cobalt Project.

8. RESOLUTION 8 – ISSUE OF SHARES TO RELATED PARTY – MR GINO D’ANNA

8.1 General

On 23 November 2017, the Company announced that its wholly owned subsidiary, iCobalt Limited, signed a binding option agreement to acquire 100% of the Rusty Lake Mine located in Ontario, Canada.

The Company has agreed, subject to obtaining Shareholder approval, to issue 275,000 Shares (**Related Party Shares**) to Mr Gino D’Anna (or his nominee) as an introduction fee in respect of the acquisition of the Rusty Lake Mine, on the terms and conditions set out below.

Resolution 8 seeks Shareholder approval for the grant of the Related Party Shares to Mr Gino D’Anna (or his nominee).

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Related Party Shares constitutes giving a financial benefit and Mr Gino D’Anna is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Gino D’Anna who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Shares because the agreement to grant the Related Party Shares, reached as part of the remuneration package for Mr D’Anna, is considered reasonable remuneration in the circumstances and was negotiated on an arm’s length basis.

8.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also 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 grant of the Related Party Shares involves the issue of securities to a related party 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.

8.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 8:

- (a) the Related Party Shares will be issued to Mr Gino D'Anna (or his nominee);
- (b) the number of Related Party Shares to be issued is 275,000;
- (c) the Related Party Shares will be granted no later than 1 month 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 issue of the Shares will occur on the same date;
- (d) the Related Party Shares will be issued for nil cash consideration; accordingly no funds will be raised; and
- (e) the Related Party Shares will be fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing Shares.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Related Party Shares to Mr Gino D'Anna (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9. RESOLUTIONS 9 – 11 – ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTIES

9.1 General

As disclosed in the Company's replacement prospectus lodged on 7 December 2016, the Company has agreed, subject to obtaining Shareholder approval, to issue a total of 2,750,000 Performance Rights (**Related Party Performance Rights**) to Mr Gino D'Anna, Mr Russell Moran and Mr Shane Uren (**Related Parties**) or their nominees, in the proportions and on the terms and conditions set out below.

Director	Class 1	Class 2	Class 3	Class 4	Class 5	Class 6	Class 7	Class 8	Total
Gino D'Anna	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	1,000,000
Russell Moran	125,000	125,000	125,000	125,000	125,000	125,000	125,000	125,000	1,000,000
Shane Uren	93,750	93,750	93,750	93,750	93,750	93,750	93,750	93,750	750,000

A summary of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is set out in Sections 8.2 and 8.3 above respectively.

The grant of the Related Party Performance Rights constitutes giving a financial benefit and Messrs D'Anna, Moran and Uren are related parties of the Company by virtue of being Directors.

In addition, ASX Listing Rule 10.11 also 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 it is proposed that the Related Party Performance Rights be issued to three of the Company's four Directors, the Directors have been unable to form quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act or ASX Listing Rule 10.12 applies to these issues. Accordingly, Shareholder approval is sought for the purpose of section 208 of the Corporations Act for the issue of the Related Party Performance Rights to the Directors.

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

Pursuant to and in accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Related Party Performance Rights:

- (a) the related parties are Messrs D'Anna, Moran and Uren and they are related parties by virtue of being Directors;
- (b) the maximum number of Related Party Performance Rights (being the nature of the financial benefit being provided) to be granted to the Related Parties is:
 - (i) 1,000,000 Related Party Performance Rights to Mr D'Anna (or his nominee);
 - (ii) 1,000,000 Related Party Performance Rights to Mr Moran (or his nominee); and
 - (iii) 750,000 Related Party Performance Rights to Mr Uren (or his nominee);
- (c) the Related Party Performance Rights will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Related Party Performance Rights will be issued on one date;
- (d) the Related Party Performance Rights will be granted for nil cash consideration; accordingly no funds will be raised;
- (e) the terms and conditions of the Related Party Performance Rights are set out in Schedule 1;
- (f) the value of the Related Party Performance Rights and the pricing methodology is set out in Schedule 2;
- (g) the relevant interests of the Related Parties in securities of the Company are set out below:

Related Party	Shares	Options
Mr Gino D'Anna	11,868,785 ¹	3,000,000 ²
Mr Russell Moran	17,914,000	6,600,000 ³
Mr Shane Uren	Nil	100,000 ²

1. Securities are held by Mr Gino D'Anna <Internazionale A/C> and Mrs Rachel D'Anna.
2. Each Option is exercisable at \$0.25 each on or before 23 February 2020.
3. Each Option is exercisable at \$0.25 each on or before 23 February 2022.

(h) the remuneration and emoluments from the Company to the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Current Financial Year	Previous Financial Year (30 June 2017)
Mr Gino D'Anna	\$252,000	325,400 ¹
Mr Russell Moran	\$252,000	314,500 ²
Mr Shane Uren	\$60,000	102,083 ³

1. This figure includes a salary payment of \$252,000, a cash bonus of \$10,000 and a share based payment of \$62,500.
2. This figure includes a salary payment of \$252,000 and a share based payment of \$62,500.
3. This figure includes a salary payment of \$43,638 and a share based payment of \$58,445.

(i) if the vesting conditions attaching to the Related Party Performance Rights are satisfied and all Related Party Performance Rights vest and are exercised, a total of 2,750,000 Shares would be issued. This will increase the number of Shares on issue from 95,374,677 to 98,124,677 (assuming that no other Options are exercised and no Shares other than those contemplated by the Resolutions of this Notice are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 2.80%, comprising 1.02% by Mr Gino D'Anna, 1.02% by Mr Russell Moran and 0.76% by Mr Shane Uren.

(j) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	40 cents	31 October 2017
Lowest	8.8 cents	12 September 2017
Last	16.5 cents	27 February 2018

(k) the Board acknowledges the grant of Related Party Performance Rights to Mr Shane Uren is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations with 2010 Amendments (3rd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Related Party Performance Rights to Mr Shane Uren reasonable in the circumstances for the reason set out in paragraph (m);

(l) the primary purpose of the grant of the Related Party Performance Rights to the Related Parties is to provide a performance linked incentive component in the remuneration package for the Related Parties to motivate and reward the performance of the Related Parties in their respective roles as Directors;

- (m) Mr Gino D'Anna declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Performance Rights in the Company should Resolution 9 be passed. However, in respect of Resolutions 10 and 11, Mr D'Anna recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the grant of Related Party Performance Rights to the Related Parties, in particular, the vesting conditions of the Related Party Performance Rights, will align the interests of the Related Parties with those of Shareholders;
 - (ii) the grant of the Related Party Performance Rights 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 the Related Parties; and
 - (iii) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Related Party Performance Rights upon the terms proposed;
- (n) Mr Russell Moran declines to make a recommendation to Shareholders in relation to Resolution 10 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Performance Rights in the Company should Resolution 10 be passed. However, in respect of Resolutions 9 and 11, Mr Moran recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (o) Mr Shane Uren declines to make a recommendation to Shareholders in relation to Resolution 11 due to his material personal interest in the outcome of the Resolution on the basis that he is to be granted Related Party Performance Rights in the Company should Resolution 11 be passed. However, in respect of Resolutions 9 and 10, Mr Uren recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m);
- (p) with the exception of Messrs D'Anna, Moran and Uren, no other Director has a personal interest in the outcome of Resolutions 9 to 11;
- (q) Mr Michael Velletta recommends that Shareholders vote in favour of Resolutions 9 to 11, for the reasons set out in paragraph (m);
- (r) in forming their recommendations, each Director considered the experience of each other Related Party, the current market price of Shares, the current market practices when determining the number of Related Party Performance Rights to be granted as well as the vesting conditions and expiry date of those Related Party Performance Rights; and
- (s) 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 9 to 11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Related Party Performance Rights to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Related Party Performance Rights to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

10. RESOLUTION 12 – APPROVAL OF DISPOSAL OF INTEREST IN ASSETS

10.1 Background

As announced on 8 February 2018 (and updated on 26 February 2018), the Company and its wholly owned subsidiary MetalsTech Bay Lake Cobalt Inc. (**MTC Bay Lake**) have entered into a share sale agreement (**Agreement**) with one of the Company's other wholly owned subsidiaries iCobalt Limited (ACN 621 654 368), pursuant to which the Company has agreed to sell the MetalsTech Bay Lake Cobalt Inc. Shares (**Assets**) (**Disposal**). MTC Bay Lake is the legal and/or beneficial owner of, or has the option to acquire, a 100% interest in the Mining Claims which form the Company's Bay Lake Project in Ontario, Canada.

The Disposal will result in iCobalt, by virtue of holding all of the MetalsTech Bay Lake Cobalt Inc. Shares, acquiring all of the Company's interest in the Bay Lake Project. Further details with respect to the Bay Lake Project are set out in Section 10.3 below.

iCobalt was incorporated on 12 September 2017. The issued and paid up capital of iCobalt is \$1 comprising 1 share, which was issued to, and is currently held by, the Company.

In consideration for the Assets, and subject to the condition set out in Section 10.4(d) below, iCobalt has agreed to issue to the Company:

- (a) 15,000,000 fully paid ordinary shares in the capital of iCobalt (**Consideration Shares**); and
- (b) 10,000,000 Vendor Options.

The terms of the Vendor Options proposed to be issued by iCobalt are set out in Schedule 4.

10.2 Public Offer and Priority Offer of iCobalt Limited

iCobalt will undertake a capital raising via an initial public offer (**Public Offer**) with a view to listing on the ASX. Under the Public Offer, iCobalt will seek to raise a minimum of \$5,000,000 through the issue of 25,000,000 iCobalt Shares at an issue price of \$0.20 and will accept oversubscriptions for an additional 5,000,000 iCobalt Shares to raise an additional \$1,000,000. Post the Public offer, the Company will hold 15,000,001 iCobalt Shares, giving it a voting power in iCobalt of 28.3% in the event of a \$6 million raise and 29.7% interest in the event of a \$5 million raise.

A priority offer will be offered to existing MetalsTech Shareholders to apply for iCobalt Shares on the following terms (**Priority Offer**):

MetalsTech Shareholders holding a minimum of 20,000 Shares as at the record date will be offered a pro rata entitlement on a 1 for 5 basis as at the record date, with the opportunity to subscribe for a guaranteed minimum of 10,000 iCobalt Shares at \$0.20 iCobalt Share and scope to subscribe for additional

iCobalt Shares. The terms of the Priority Offer are such that there will be a maximum allocation of 250,000 iCobalt shares at \$0.20 (or \$50,000).

A worked example of the Priority Offer is set out below:

<u>MetalsTech Shares Held at record date</u>	<u>iCobalt Share allocation Under Priority Offer</u>
0 - 19,999	Nil
20,000 - 50,000	10,000
50,001 - 1,250,000	1 for 5 basis
> 1,250,000	250,000

ASX have advised that, pursuant to ASX Listing Rule 7.17.2, The record date for determining entitlements under the Priority Offer must be at least four business days after the iCobalt Limited Public Offer prospectus (which will include the Priority Offer) is given to ASX.

MetalsTech will not in-specie its interest in iCobalt to Shareholders initially, however the Company may do so at a later date subsequent to the listing of iCobalt and subject to any regulatory approvals required. The Priority Offer will accompany Public Offer. The Priority Offer is not strictly a pro-rata entitlement for Shareholders to participate in the Public Offer.

10.3 About the Bay Lake Project

Bay Lake is located 10 kilometres south-south-west of the historic Cobalt Mining Camp of Cobalt Township and has assayed up to 15.36% Co in cobalt-rich veins (refer to ASX announcement dated 16 March 2017 and titled "*MetalsTech to Acquire Two High Grade Cobalt Projects*").

The Bay Lake Project is wholly owned by the Company's subsidiary MTC Bay Lake as at the date of this Notice.

As set out in the Company's ASX announcement dated 17 August 2017 (titled "*High Grade Cobalt Results at Bay Lake Project, Ontario*"):

- (a) 1.17% Co and 7.7g/t Ag were recovered from a surface "dump" pile at the Van Chester (Last Chance) Prospect.
- (b) 0.40% Co was recovered at the historic Price Prospect exploration pit where historic sampling of a surface "dump" pile returned 2.14% Co, 0.11% Cu, 0.48 g/t Au and 1,740 g/t Ag (refer to ASX announcement dated 16 May 2017 and titled "*MetalsTech Expands High Grade Bay Lake Cobalt Project*").
- (c) 0.61% Co, 0.34% Co and 0.15% Co were recovered surrounding the historic Bay Lake exploration shaft where in-vein sampling of the cobaltite vein below ground assayed 15.36% Co (refer to ASX announcement dated 16 March 2017 and titled "*MetalsTech to Acquire Two High Grade Cobalt Projects*").
- (d) 3.45g/t Au and 44.5g/t Ag were also recovered around the Bay Lake exploration shaft and pit suggesting potential for Co-Ag-Au in the area.

- (e) A previously un-reported zone of mineralisation at a historic pit located approximately 900m NE of the Bay Lake Prospect exploration shaft has assayed 0.30% Co and 16.4g/t Ag.

Pursuant to ASX Listing Rule 5.23.2, the Company confirms that it is not aware of any new information or data that materially affects the information included in the announcement dated 17 August 2017.

For further details on the Bay Lake Project, refer to the Annual Report and the Quarterly Report.

For further information in respect of the Mining Claims, refer to Schedule .

10.4 Terms of Disposal

As set out in Section 10.1, the Company has entered into the Agreement with iCobalt and MTC Bay Lake for iCobalt to acquire 100% of the MTC Bay Lake Shares.

Set out below is a summary of the key terms of the Agreement:

- (a) iCobalt has agreed to purchase the Assets from MetalsTech for consideration of:
 - (i) 15,000,000 Consideration Shares; and
 - (ii) 10,000,000 Vendor Options;
- (b) the Consideration Shares will have a deemed issue price of \$0.20 each;
- (c) the Vendor Options will be exercisable at \$0.25 per Vendor Option on or before that date which is four (4) years from the date of listing of iCobalt on the ASX, issued with the terms and conditions set out in Schedule 4;
- (d) settlement of the Disposal is conditional upon the parties obtaining all necessary consents and approvals (including shareholders' and regulatory approvals as required) necessary to give effect to settlement of the Disposal and to allow the parties to complete settlement; and
- (e) MTC Bay Lake has provided representations, warranties and indemnities in respect of the Bay Lake Project which are usual for an agreement of this nature.

In addition to the Agreement, the Company has agreed to lend iCobalt \$200,000 to be applied by iCobalt towards costs associated with its proposed initial public offer of securities, pre-exploration costs relating to the acquisition of geological information, geological consultants, associated travel costs and the monthly costs of iCobalt's employees, Managing Director and Executive Vice President Exploration and any other costs approved in writing by the Company. The loan must be repaid by iCobalt (on a no-interest basis) no later than seven (7) days after iCobalt is admitted to the official list of ASX.

10.5 Listing Rule 11.4

Listing Rule 11.4 provides that a company must not dispose of a major asset if, at the time of the disposal, it is aware that the entity acquiring the asset intends to issue or offer securities with a view to becoming listed. However, the rule does not apply in the following cases:

- (a) the securities except those to be retained by the Company, are offered pro rata to shareholders, or in another way that in ASX's opinion is fair in all the circumstances; or
- (b) the company's Shareholders approve the disposal without a pro-rata offer being made.

The Company is seeking Shareholder approval under Listing Rule 11.4.1 (b) for the purposes of Resolution 12.

10.6 Indicative Timetable

The Company anticipates that the indicative timetable for implementation of the Disposal will be as set out below:

Event	Date
Dispatch of Notice of Meeting	8 March 2018
Date of Meeting	6 April 2018
Issue of prospectus by iCobalt for the Public Offer (including Priority Offer)	April 2018
Opening date of Public Offer (including Priority Offer)	April 2018
Closing date of Priority Offer	May 2018
Closing date of Public Offer	May 2018
Settlement of the Disposal	May 2018
iCobalt admitted to trading on ASX	May 2018

** The above dates are indicative only and may change without notice.*

10.7 Impact of the Disposal on the Company

As outlined in Section 10.1 above, whilst the Company will not wholly own the Assets following settlement of the Disposal, it will still retain a significant percentage interest in iCobalt, which will be dependent on the amount raised under the Public Offer. The Company will therefore also have an interest in the cash raised under the Public Offer.

At 30 June 2017, the Company carried the assets Bay Lake Project on its balance sheet at a value of \$355,210.

10.8 Advantages and Disadvantages

The Directors have assessed the advantages and disadvantages of the Disposal as set out below and are of the view that the advantages outweigh the disadvantages and accordingly, the Disposal is in the best interests of the Company.

(a) Advantages

- (i) The Company will retain a significant shareholding in iCobalt following the Public Offer. As such, the Company retains exposure to any upside attached to the Assets without having all of the associated risks and financing requirements.

- (ii) By disposing of the assets and subsequently listing iCobalt, it will provide the Bay Lake Project with the capital requirements and dedicated team to allow it to progress. It will also enable continued exploration on the surrounding prospective tenure.
- (iii) Following the Disposal, Public Offer and subsequent listing of iCobalt (with its focus being the Bay Lake Project), the Company will have the capacity to focus primarily on the development and exploration of its Cancet and Adina Lithium Projects.
- (iv) The Company will retain oversight in the running of iCobalt as Mr Gino D'Anna and Mr Russell Moran will remain as non-executive directors on the board of iCobalt.

(b) **Disadvantages**

- (i) The Company will no longer be the legal owner of the Assets. As such, the Company will no longer directly control the development of the Bay Lake Project.
- (ii) There is no guarantee that, after the trading restrictions in respect of the Consideration Shares are lifted, the market for the Shares in iCobalt will be liquid so that the Company can realise cash from the Consideration Shares.
- (iii) There is no guarantee that the market price of iCobalt Shares will increase, and as such the value attributable to the Company's iCobalt Shares and its indirect interest in the Assets, may decrease.

10.9 Future direction of Company following Disposal

Following settlement of the Disposal, the Company intends to focus on developing and exploring its Cancet and Adina Lithium Projects. For further details on the Cancet and Adina Lithium Projects, refer to the Annual Report.

10.10 Directors' Recommendations

Based on the information available, each of the Directors considers that the Disposal is in the best interests of the Company. The Directors therefore unanimously recommend Shareholders vote in favour of Resolution 12.

GLOSSARY

\$ means Australian dollars.

Agreement has the meaning given to it in Section 10.1.

Annual Report means the MetalsTech Limited Annual Report for the financial year end 30 June 2017.

ASIC means the Australian Securities & Investments Commission.

Assets means the MetalsTech Bay Lake Cobalt Inc. Shares, including the Mining Claims.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Bankable Feasibility Study means a comprehensive study of a mineral deposit in which all geological, engineering, legal, operating, economic, social, environmental and other relevant factors are considered in sufficient detail that it could reasonably serve as the basis for a final decision by a financial institution to finance the development of the deposit for mineral production.

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.

Chair means the chair of the Meeting.

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) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **MetalsTech** means MetalsTech Limited (ACN 612 100 464).

Consideration Shares has the meaning given to it in Section 10.1.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Disposal has the meaning given to it in Section 10.1.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

iCobalt means iCobalt Limited (ACN 621 654 368).

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

Option means an Option to acquire an iCobalt Share.

MTC Bay Lake means MetalsTech Bay Lake Cobalt Inc., a company incorporated in Canada.

MetalsTech Bay Lake Cobalt Inc. Shares means all of the shares of MTC Bay Lake.

Mining Claims means the list of tenements set out in Item 2 of Schedule .

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

Performance Rights or **Related Party Performance Right** means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share, on the terms and conditions set out in Schedule.

Priority Offer has the meaning given in Section 10.2.

Projects means the Terre des Montagnes Lithium Project, Adina Lithium Project, Cancet Lithium Project, Wells-Lacourciere Lithium Project, Kapiwak Lithium Project and Sirmac-Clapier Lithium Project and **Project** means any one of them.

Proxy Form means the proxy form accompanying the Notice.

Quarterly Report means the MetalsTech Limited Quarterly Report for the quarter ending 30 September 2017.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

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

Vendor Option means an Option to acquire an iCobalt Share on the terms and conditions set out in Schedule 4.

VWAP means volume weighted average Share price.

SCHEDULE 1 – TERMS AND CONDITIONS OF RELATED PARTY PERFORMANCE RIGHTS

A summary of the terms and conditions of the Related Party Performance Rights to be issued to Directors pursuant to Resolutions 9 to 11 is set out below:

- (a) **(Milestones):** The Performance Rights will have the following milestones attached to them:
- (i) **Class 1 Related Party Performance Rights:** upon the achievement of a JORC or NI 43-101 Inferred Resource of >15,000,000 tonnes grading >1% Li₂O across any of the Company's Projects;
 - (ii) **Class 2 Related Party Performance Rights:** upon the achievement of a JORC or NI 43-101 Indicated Resource of >15,000,000 tonnes grading >1% Li₂O across any of the Company's Projects;
 - (iii) **Class 3 Related Party Performance Rights:** upon:
 - (A) the Company successfully completing an initial public offering on the ASX; and
 - (B) the VWAP of the Company's Shares as traded on the ASX over 10 days being equal to or exceeding 60 cents;
 - (iv) **Class 4 Related Party Performance Rights:** upon the VWAP of the Company's Shares as traded on the ASX over 10 days being equal to or exceeding 90 cents;
 - (v) **Class 5 Related Party Performance Rights:** upon the VWAP of the Company's Shares as traded on the ASX over 10 days being equal to or exceeding \$1.20;
 - (vi) **Class 6 Related Party Performance Rights:** upon the Company completing a positive Pre-Feasibility Study on any of the Company's Projects;
 - (vii) **Class 7 Related Party Performance Rights:** upon the Company completing a positive Bankable Feasibility Study on any of the Company's Projects; and
 - (viii) **Class 8 Related Party Performance Rights:** upon the Company executing a binding offtake agreement with respect to any of the Projects,
- (each a **Milestone**).
- (b) **(Notification to holder):** The Company shall notify the holder in writing when the Milestone has been satisfied.
- (c) **(Conversion):** Subject to paragraph (l), upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
- (d) **(Share ranking):** All Shares issued upon the vesting of Performance Rights will upon issue rank pari passu in all respects with other Shares.

- (e) **(Application to ASX)** The Performance Rights will not be quoted on ASX. The Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.
- (f) **(Transfer of Performance Rights):** The Performance Rights are not transferable.
- (g) **(Participation in new issues)** A Performance Right does not entitle a holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (h) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
- (i) **(Adjustment for bonus issue)** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.
- (j) **(Dividend and Voting Rights):** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (k) **(Change in Control):** Subject to paragraph (l), upon:
 - (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
 - (A) having been declared unconditional by the bidder; or
 - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Rights have not converted into Shares due to satisfaction of the Milestone, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

- (l) **(Deferral of conversion if resulting in a prohibited acquisition of Shares):** If the conversion of a Performance Right under paragraph (c) or (k) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) **(General Prohibition)** then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
 - (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written

notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition;

- (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (l)(i) within seven days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.
- (m) **(No rights to return of capital)** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (n) **(Rights on winding up)** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (o) **(No other rights)** A Performance Right gives the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 2 – VALUATION OF RELATED PARTY PERFORMANCE RIGHTS

The Related Party Performance Rights to be issued to the Related Parties pursuant to Resolutions 9 to 11 have been valued by internal management.

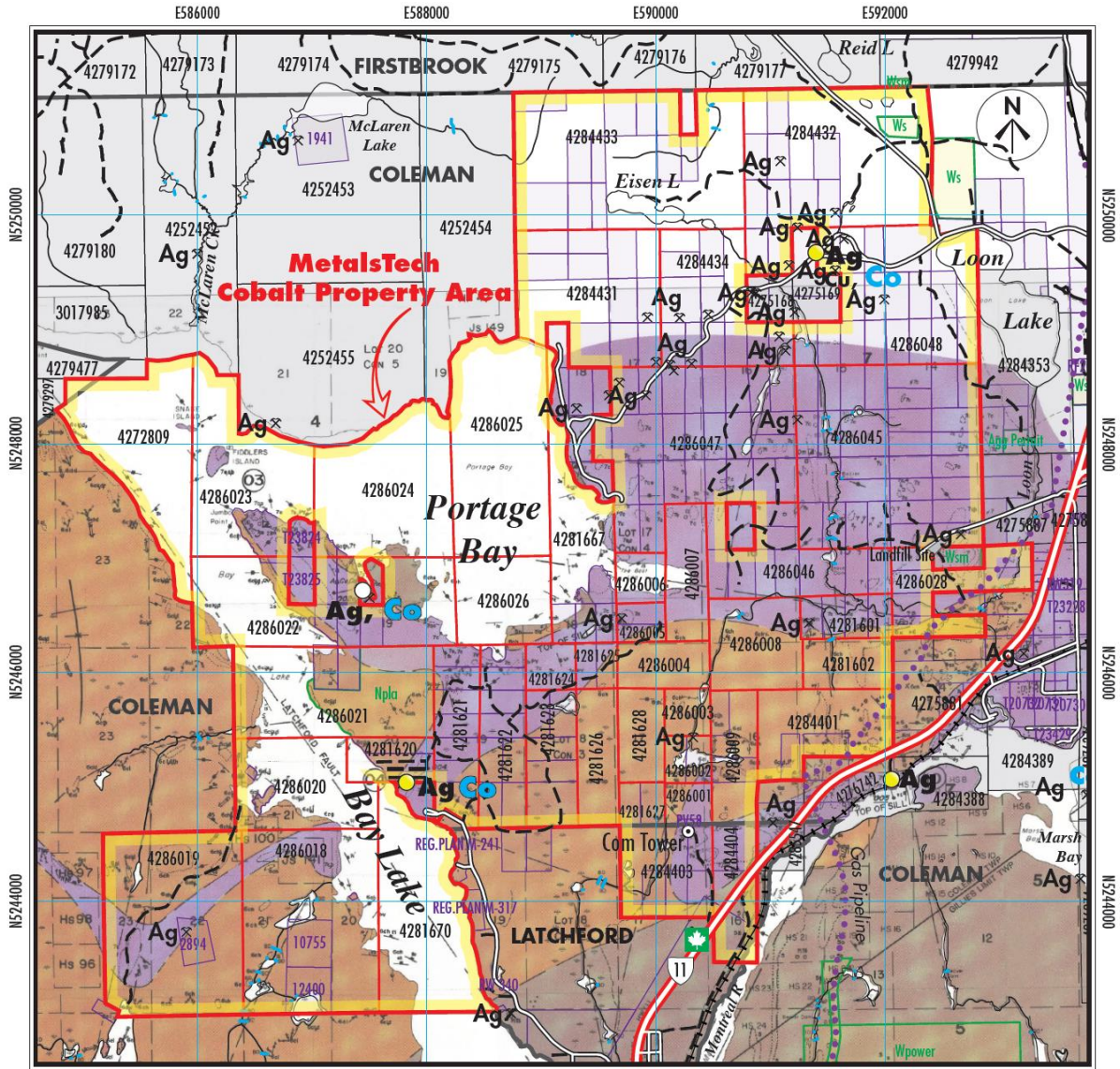
The Company assessed various pricing models including Black-Scholes and Binomial theorem for valuation purposes; however, due to the shortcomings of these pricing models for performance rights when the consideration payable on conversion date is zero, an agreed valuation based on market value adjusted for probability of conversion of rights has been selected. The key assumptions are as follows:

Assumptions:	
Valuation date	8 February 2018
Market price of Shares	16.5 cents per share
Risk free interest rate	2.5%
Volatility (discount)	40%
Probability Weightings	Class 1: 50% Class 2: 30% Class 3: 50% Class 4: 20% Class 5: 15% Class 6: 10% Class 7: 10% Class 8: 25%
Class 1: Indicative value per Related Party Performance Right	<i>8.25 cents</i>
Class 2: Indicative value per Related Party Performance Right	<i>4.95 cents</i>
Class 3: Indicative value per Related Party Performance Right	<i>8.25 cents</i>
Class 4: Indicative value per Related Party Performance Right	<i>3.3 cents</i>
Class 5: Indicative value per Related Party Performance Right	<i>2.475 cents</i>
Class 6: Indicative value per Related Party Performance Right	<i>1.65 cents</i>
Class 7: Indicative value per Related Party Performance Right	<i>1.65 cents</i>

Class 8: Indicative value per Related Party Performance Right	4.125 cents
Total Value of Performance Rights	\$119,109
Recipient	Russell Moran – 1,000,000 Performance Rights
	Gino D'Anna – 1,000,000 Performance Rights
	Shane Uren – 750,000 Performance Rights

SCHEDULE 3 – BAY LAKE COBALT PROJECT

1. Bay Lake Cobalt Project Mining Claims & Geology



LEGEND

- MetalsTech Cobalt Property Area
- Dispositions Others
- Claims Others
- Withdrawn from Staking

Sources of Information:

Property Information
MNDM - July 20, 2017

Base Map
Enhanced topographical map by Solar Wind Communications, 2017, based on the Ontario Base Map (OBM).

Geology
MNDM:
Map 2552 Bay Lake Area
Geology by P. Born, M. Hitch, A. Avlonitis and assistants, 1988
OGS Report 276 Precambrian Geology Bay Lake Area, 1990

MNDM OGS Earth:
MDI - Mineral Deposit Inventory and AMIS - Abandoned Mines Information System Ontario Geological Survey, 2017

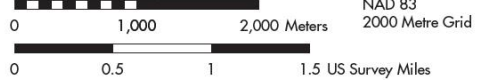
Disposition Symbols

- Freehold Patent**
- Surface & Mining Rights
 - Mining Rights Only
 - Surface Rights Only
- Mineral Deposit Inventory**
- Mineral Occurrence
 - Prospect
- Ag** Primary Commodity
Cu Secondary Commodity
- ⌵** Abandoned Mine
- Ag** Silver
Co Cobalt
Cu Copper

Topography

- Lake
- Rivers
- Wetlands
- Contours
- Trans-Canada Highway
- Paved Road
- Unpaved Road
- Track/Trail
- Railway Main Line
- Gas Pipeline
- Township Border

Scale 1:50,000



UTM Zone 17
NAD 83
2000 Metre Grid

MetalsTech Cobalt Property Area

44 Claims
3,983 Hectares
9,842 Acres

This map is a graphic representation of data derived from information provided by multiple independent sources. Solar Wind Communications will not be responsible for, or be held liable for, any errors or omissions therein. Any conclusions based on information provided in this graphic are solely the responsibility of the persons making them and information contained herein should be verified independently.

Map 2: Geology Bay Lake/Montreal River Cobalt Project

MetalsTech Limited

Coleman Township
Cobalt Mining Camp, Ontario

Date: July 20, 2017
Drawn by: M. Hawirko, SWC
Checked By: Gino. Chitaroni
File: 170288 BayLFGeo8dd

2. List of Mining Claims

Bay Lake Cobalt Project Claims				
	Claim N°	Status	Expiry Date	Units
1	4286018	Active	3/04/2019	12
2	4286019	Active	3/04/2019	12
3	4286020	Active	3/04/2019	6
4	4286021	Active	3/04/2019	9
5	4286022	Active	3/04/2019	12
6	4286023	Active	3/04/2019	10
7	4286024	Active	3/04/2019	9
8	4286025	Active	3/04/2019	12
9	4286026	Active	3/04/2019	5
10	4284403	Active	3/04/2019	4
11	4286001	Active	10/03/2019	1
12	4286002	Active	10/03/2019	1
13	4286003	Active	10/03/2019	1
14	4286004	Active	10/03/2019	1
15	4286005	Active	10/03/2019	1
16	4286006	Active	10/03/2019	1
17	4286007	Active	10/03/2019	3
18	4286008	Active	10/03/2019	4
19	4286009	Active	10/03/2019	3
20	4281601	Active	10/03/2019	2
21	4281602	Active	10/03/2019	2
22	4281620	Active	10/03/2019	2
23	4281621	Active	10/03/2019	4
24	4281622	Active	10/03/2019	4
25	4281623	Active	10/03/2019	3
26	4281624	Active	10/03/2019	1
27	4281625	Active	10/03/2019	1
28	4281626	Active	10/03/2019	3
29	4281627	Active	10/03/2019	1
30	4281628	Active	10/03/2019	2
31	4284431	Active	11/05/2019	9
32	4284432	Active	11/05/2019	13
33	4284433	Active	11/05/2019	15
34	4284434	Active	3/05/2019	7
35	4286045	Active	3/05/2019	16
36	4286046	Active	26/04/2019	6
37	4286047	Active	11/05/2019	14
38	4286048	Active	3/05/2019	10
39	4286028	Active	13/04/2019	4
40	4284404	Active	26/04/2019	3
41	4284401	Active	11/05/2019	5
42	4281670	Active	8/06/2019	9
43	4272809	Active	4/06/2019	8

44	4281667	Active	4/06/2019	5
45	4275881	Active	16/05/2019	1
46	4285547	Active	20/04/2019	1
47	4276742	Active	13/04/2019	1
48	4284388	Active	20/04/2019	1
49	4284389	Active	20/04/2019	1
50	4285533	Active	05/05/2019	1
51	4284362	Active	01/05/2019	1
52	4284351	Active	17/05/2019	1
53	4275882	Active	24/05/2019	1
54	4275887	Active	24/05/2019	1
55	4284353	Active	23/05/2019	1

SCHEDULE 4 – TERMS AND CONDITIONS OF VENDOR OPTIONS

(a) Entitlement

Each Option entitles the holder to subscribe for one iCobalt Share upon exercise of the Option.

(b) Exercise Price

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.25 (**Exercise Price**).

(c) Expiry Date

Each Option will expire at 5:00 pm (WST) on that date which is four (4) years from the date of listing of iCobalt on the ASX (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to iCobalt in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, iCobalt will:

- (i) issue the number of iCobalt Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if iCobalt is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the iCobalt Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of iCobalt Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the iCobalt Shares does not require disclosure to investors, iCobalt must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

iCobalt Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of iCobalt is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to iCobalt Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

PROXY FORM

METALSTECH LIMITED
ACN 612 100 464

GENERAL MEETING

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 11.00 am (WST), on 6 April 2018 at Steinepreis Paganin Lawyers and Consultants, Level 4, The Read Buildings, 16 Milligan Street, Perth WA 6000, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 8 to 11 (except where I/we have indicated a different voting intention below) even though Resolutions 8 to 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Voting on business of the Meeting		FOR	AGAINST	ABSTAIN
Resolution 1	RATIFICATION OF PRIOR ISSUE – SHARES - PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	RATIFICATION OF PRIOR ISSUE – SHARES - PLACEMENT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	RATIFICATION OF PRIOR ISSUE – SHARES – DG RESOURCE MANAGEMENT LTD.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	RATIFICATION OF PRIOR ISSUE – SHARES – DG RESOURCE MANAGEMENT LTD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	RATIFICATION OF PRIOR ISSUE – SHARES – FREDERIC BERGERON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	RATIFICATION OF PRIOR ISSUE – SHARES – 9248-7792 QUEBEC INC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	RATIFICATION OF PRIOR ISSUE – SHARES – BAY LAKE EXTENSION III	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	ISSUE OF SHARES TO RELATED PARTY – MR GINO D'ANNA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR GINO D'ANNA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR RUSSELL MORAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	ISSUE OF PERFORMANCE RIGHTS TO RELATED PARTY – MR SHANE UREN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12	APPROVAL OF DISPOSAL OF INTEREST IN ASSETS	<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 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 Shareholder(s): _____

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

**Consent for contact by e-mail
in relation to this Proxy Form:** YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. 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 Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders 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 Proxy 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. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to MetalsTech Limited, Unit 1, 44 Denis Street, Subiaco WA 6008; or
 - (b) email to the Company at info@metalstech.net,so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.