



**SIX
SIGMA
METALS**

**SIX SIGMA METALS LIMITED
ACN 122 995 073**

**NOTICE OF GENERAL MEETING AND EXPLANATORY
MEMORANDUM**

Date of Meeting: Thursday 15 August 2019

Time of Meeting: 11.00am WST

Place of Meeting: Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia, 6005

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 8 6559 1792.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Six Sigma Metals Limited (ACN 122 995 073) (**Company**) will be held at Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia, 6005 on Thursday 15 August 2019 commencing at 11.00am (WST).

The Explanatory Memorandum to this Notice provides additional information on matter to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 11:00am (WST) on Tuesday 13 August 2019.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolution 1 – Ratification of Prior Issue – Tranche 1 Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

- (a) 58,624,685 Shares under the Company’s Listing Rule 7.1 capacity; and*
 - (b) 45,750,315 Shares under the Company’s Listing Rule 7.1A capacity,*
- on the terms and conditions in the Explanatory Memorandum.”*

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by a 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 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 – Placement – Issue of Tranche 2 Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 20,625,000 Shares under the Placement announced on 7 June 2019 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 3 – Placement – Issue of Free Attaching Options

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 7.1 and for all other purposes, approval is given for the Company to issue up to 62,500,000 Options under the Placement announced on 7 June 2019 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

4. Resolution 4 – Share Purchase Plan – Issue of Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 62,500,000 Shares under the Prospectus dated 28 June 2019 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

5. Resolution 5 – Share Purchase Plan – Issue of Free Attaching Options

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 7.1 and for all other purposes, approval is given for the Company to issue up to 31,250,000 Options under the Company's Prospectus dated 28 June 2019 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 6 – Share Purchase Plan – Issue of Shortfall Shares and Options

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 7.1 and for all other purposes, approval is given for the Company to issue up to:

- (a) 62,500,000 Shares; and
- (b) 31,250,000 Options,

relating to any shortfall shares under the Prospectus dated 28 June 2019 on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

7. Resolution 7 – Issue of Lead Manager Options

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 7.1 and for all other purposes, approval is given for the Company to issue up to 20,000,000 Options to Xcel Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by any person who may participate in the proposed issue and a person who might obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any Associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Dated 15 July 2019

BY ORDER OF THE BOARD



Mauro Piccini
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia, 6005 on Thursday 15 August 2019 commencing at 11.00am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a member of the Company; and
- a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

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

- if proxy holders vote, they must cast all directed proxies as they are directed to; 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).

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:
 - the proxy is not recorded as attending the meeting;
 - 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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

3. Background

On 7 June 2019 the Company announced a two stage capital raising comprising:

- (a) a placement to sophisticated and professional investors (**Placement Participants**) of approximately 125,000,000 fully paid ordinary Shares at an issue price of \$0.004 per Share (**Placement Shares**) to raise up to approximately \$500,000 (before costs) (**Placement**);
- (b) the Placement Participants were entitled to a free attaching unquoted option (exercisable at \$0.008 and expiring on 1 July 2022) (**Option**) on the basis of one Option for every two Placement Shares issued;
- (c) an offer to Eligible Shareholders under a share purchase plan prospectus dated 28 June 2019 (**Share Purchase Plan**) of up to 62,500,000 fully paid ordinary shares at \$0.004 per Share (**SPP Shares**) to raise up to approximately \$250,000 (before costs); and
- (d) the Eligible Shareholders who participated in the Share Purchase Plan were also entitled to one free attaching unquoted Option for every two SPP Shares issued (**SPP Options**).

On 17 June 2019 the Company issued 58,624,685 Placement Shares using the Company's 15% placement capacity under Listing Rule 7.1 and 45,750,315 Placement Shares using the Company's additional 10% placement capacity under Listing Rule 7.1A (**Tranche 1 Placement Shares**).

The Company engaged Xcel Capital Pty Ltd ACN 617 047 319 (**Xcel Capital**) to be the lead manager to the Placement and the Share Purchase Plan subject to a lead manager mandate dated 4 June 2019 (**Mandate**). The details of the Mandate are in Section 10 of the Explanatory Statement.

Pursuant to this Notice, the Company is seeking Shareholder approval to issue:

- (a) a further 20,625,000 Placement Shares (**Tranche 2 Placement Shares**) (Resolution 2); and
- (b) 62,500,000 Options attaching to the Tranche 1 and Tranche 2 Placement Shares (**Placement Options**) (Resolution 3);
- (c) up to 62,500,000 SPP Shares (Resolution 4);
- (d) up to 31,250,000 Options attaching to the Share Purchase Plan Shares (Resolution 5);
- (e) any Shares and Options in the event a shortfall arises under the Share Purchase Plan (being up to a maximum of 62,500,000 Shares and 31,250,000 Options) (Resolution 6); and
- (f) the 20,000,000 Options to the Lead Manager pursuant to the Mandate (Resolution 7).

4. Resolution 1 – Ratification of Prior Issue – Tranche 1 Placement Shares

4.1 General

On 17 June 2019 the Company issued:

- (a) 58,624,685 Shares at an issue price of \$0.004 per Share under its Listing Rule 7.1 capacity; and
- (b) 45,750,315 Shares at an issue price of \$0.004 per Share under its Listing Rules 7.1A capacity,

to raise \$417,500 (**Tranche 1 Placement Shares**).

Resolution 1 seeks Shareholder ratification pursuant to:

- (a) ASX Listing Rule 7.1 for the issue of the 58,624,685 Shares (**7.1 Ratification**); and
- (b) ASX Listing Rule 7.4 for the issue of the 45,750,315 Shares (**7.1A 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.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which the Shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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.

4.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the 7.1 Ratification and 7.1A Ratification:

- (a) 58,624,685 shares were issued under Listing Rule 7.1 and 45,750,315 Shares were issued under Listing Rule 7.1A;
- (b) the Shares were issued at a price of \$0.004 per Share;
- (c) the Shares were issued to Placement Participants being exempt investors pursuant to section 708 of the Corporations Act. None of these Placement Participants are related parties of the Company;
- (d) the Shares are fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (e) the Company intends to use the funds raised from the Tranche 1 Placement Shares to ensure that the Company's existing portfolio of assets is kept in good standing, to assess new opportunities and to augment working capital.

5. Resolution 2 – Placement – Issue of Tranche 2 Shares

5.1 General

A summary of the Placement is set out in Section 3 above.

Resolution 2 seeks Shareholder approval for the issue of up to 20,625,000 Shares at an issue price of \$0.004 per Share to raise up to \$82,500 (**Tranche 2 Placement Shares**).

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

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

5.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Tranche 2 Placement Shares to be issued under Tranche 2 is up to 20,625,000;
- (b) the Shares will be issued at a price of \$0.004 per Share;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (d) the Shares will be issued to Placement Participants being exempt investors pursuant to section 708 of the Corporations Act. None of these Placement Participants are related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the Tranche 2 Placement Shares to ensure that the Company's existing portfolio of assets is kept in good standing, to assess new opportunities and to augment working capital.

6. Resolution 3 - Placement – Issue of Free Attaching Options

6.1 General

A summary of the Placement is set out in Section 3 above.

Resolution 3 seeks Shareholder approval for the issue of up to 62,500,000 unquoted Options for nil cash consideration to subscribers in the Placement on the basis of 1 Option for every 2 Shares subscribed for and issued (**Options**).

The Options are exercisable at \$0.008 each on or before 1 July 2022 and are otherwise subject to the terms and conditions set out in Schedule 2.

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

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

6.2 Technical Information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Options to be issued is 62,500,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue price of the Options will be nil as they will be issued free attaching with the Shares issued pursuant to the Placement on a 1 Option for every 2 Placement Shares basis;
- (d) the Options will be issued to Placement Participants being exempt investors pursuant to section 708 of the Corporations Act. None of these Placement Participants are related parties of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the Option Placement as the Options are being issued for nil cash consideration.

7. Resolution 4 - Share Purchase Plan – Issue of Shares

Details of the Share Purchase Plan are set out in Section 3 above. The Shares are to be issued pursuant to the Share Purchase Plan Prospectus which was announced on 28 June 2019.

Resolution 4 seeks Shareholder approval for the issue of up to 62,500,000 Shares at an issue price of \$0.004 per Share to raise up to \$500,000 (**SPP Shares**).

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

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

7.1 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the SPP Shares:

- (a) the maximum number of SPP Shares to be issued is up to 62,500,000;
- (b) the SPP Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the issue price of the SPP Shares will be \$0.004 per Share;
- (d) the SPP Shares will be issued to subscribers in the Share Purchase Plan pursuant to the Share Purchase Plan Prospectus;
- (e) the SPP Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions and the Company's existing Shares; and
- (f) the Company intends to use the funds raised from the SPP Shares to ensure that the Company's existing portfolio of assets is kept in good standing, to assess new opportunities and to augment working capital.

8. Resolution 5 – Share Purchase Plan – Issue of Free Attaching Options

8.1 General

Details of the Share Purchase Plan are set out in Section 3 above.

Resolution 5 seeks Shareholder approval for the issue of up to 31,250,000 unquoted Options for nil cash consideration to subscribers in the Share Purchase Plan on the basis of 1 Option for every 2 Shares subscribed for and issued (exercisable at \$0.008 and expiring on 1 July 2022) (**SPP Options**).

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

The Options are to be issued pursuant to the Share Purchase Plan Prospectus which was announced on 28 June 2019.

The effect of Resolution 5 will be to allow the Company to issue the SPP Options pursuant to the Share Purchase Plan during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Share Purchase Plan:

- (a) the maximum number of SPP Options to be issued is 31,250,000;
- (b) the SPP Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue price of the SPP Options will be nil as they will be issued free attaching with the Shares issued pursuant to the Share Purchase Plan on a 1 Option for every 2 Share Purchase Plan Shares basis;
- (d) the SPP Options will be issued to the subscribers in the Share Purchase Plan on the basis of 1 Option for every 2 shares subscribed for and issued;

- (e) the SPP Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the SPP Options as the Options are being issued for nil cash consideration.

9. Resolution 6 – Issue of Share Placement Plan Shortfall Shares and Options

Details of the Share Purchase Plan are set out in Section 3 above. In the event not all of the Shares and Options offered under the Share Purchase Plan are subscribed for, there may be a shortfall.

Resolution 6 seeks Shareholder approval for the issue of:

- (a) up to 62,500,000 Shares at an issue price of \$0.004 each to raise approximately \$250,000 before costs; and
- (b) 31,250,000 unquoted Options for nil consideration, to unrelated exempt investors (as defined in section 708 of the Corporations Act) (**Shortfall Placement**).

Pursuant to the Prospectus and the Mandate, the Board (in conjunction with Xcel Capital) may place any shortfall from the Share Purchase Plan Prospectus dated 28 June 2019.

Funds raised from the Shortfall Placement will be used to ensure that the Company's existing portfolio of assets is kept in good standing, to assess new opportunities and to augment working capital.

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

The effect of Resolution 6 will be to allow the Company to issue the Shortfall Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

9.2 Technical information required by ASX Listing Rule 7.1

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

- (a) the maximum number of Shortfall Placement Shares to be issued is 62,500,000;
- (b) the maximum number of Shortfall Placement Options to be issued is 31,250,000;
- (c) the Shortfall Placement Shares and Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price of the Shortfall Placement Shares will be \$0.004;
- (e) the Shortfall Placement Options will be issued for nil consideration as they will be issued free attaching with the Shares issued pursuant to the Share Purchase Plan on a 1 Option for every 2 SPP Shares basis;
- (f) the Shortfall Placement Shares and Options will be issued to participants in the Shortfall Placement, being exempt investors pursuant to section 708 of the Corporations Act (none of these Placement Participants will be related parties of the Company);
- (g) the Shortfall Placement Options will be issued on the terms and conditions set out in Schedule 2;

- (h) funds raised from the Shortfall Placement Shares will be used to ensure that the Company's existing portfolio of assets is kept in good standing, to assess new opportunities and to augment working capital; and
- (i) no funds will be raised from the Shortfall Placement Options as the Options are being issued for nil cash consideration.

10. Resolution 7 – Issue of Lead Manager Options

Resolution 7 seeks Shareholder approval for the issue of up to 20,000,000 unquoted Options to Xcel Capital as remuneration for their services as lead manager to the Placement and the Share Purchase Plan pursuant to the Mandate (**Lead Manager Options**).

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above.

The effect of Resolution 7 will be to allow the Company to issue the Lead Manager Options pursuant to the Mandate during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

The Company has engaged Xcel Capital as the Lead Manager for the Placement and for the Share Purchase Plan, and for placement of any shortfall that arises as a result of the Share Purchase Plan. Pursuant to the Mandate Xcel Capital will:

- (a) familiarise itself with the Company's business, operations and financial condition;
- (b) manage the Placement and Share Purchase Plan Offer, allocations and facilitate settlement;
- (c) provide commercial advice in relation to the Share Purchase Plan and Placement; and
- (d) provide market feedback.

Xcel will receive the following fees for its lead manager services pursuant to the Mandate:

- (a) \$25,000 plus GST payable at settlement of the Placement and Share Purchase Plan Offer;
- (b) 6% of the total amount raised under the Placement and Share Purchase Plan; and
- (c) 20,000,000 Options exercisable at \$0.008 and expiring on 1 July 2022.

The Mandate can be terminated by the Company at any time before offers are made to investors if Xcel Capital fails to rectify any material breach of the Mandate having been given 10 business days' notice by the Company of such breach, or, on a no fault basis with 10 business days' notice in writing provided that Xcel Capital has been given a reasonable and written notice and an opportunity to rectify the quality of service.

Xcel Capital may terminate the Mandate at any time prior to the issue of any New Shares upon giving 2 business days' notice, or, if one or more of the following events occur:

- (a) either the All Ordinaries Index or the Standard and Poors/ASX 200 Energy Index is at a level that is 7.5% or more below its level as at the close of normal trading on ASX at the date of acceptance of the Mandate;
- (b) the Australian equity capital market conditions and/or ASX trading conditions are such that they are not, in the judgement of Xcel Capital, conducive to the successful completion of the offer; and
- (c) all of conditions precedent to the Mandate have not been, or will not in Xcel Capital's opinion be satisfied or waived by Xcel Capital prior to the settlement date of the Offer.

The Mandate otherwise contains terms usual for this type of agreement.

10.1 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Lead Manager Options:

- (a) the maximum number of Lead Manager Options to be issued is 20,000,000;
- (b) the Lead Manager Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue price of the Lead Manager Options will be nil as they will be issued pursuant to the Mandate;
- (d) the Lead Manager Options will be issued to Xcel Capital pursuant to the Mandate for the Lead Manager services that Xcel Capital is to provide to the Company in relation to the Placement and the Share Purchase Plan;
- (e) the Lead Manager Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the Lead Manager Options as the Options are being issued for nil cash consideration.

Schedule 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company means Six Sigma Metals Limited (ACN 122 995 073).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Equity Securities has the same meaning as in the Listing Rules.

Eligible Shareholder means a Shareholder who has a registered address in Australia or New Zealand and who held Shares at the Record Date.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Mandate means the lead manager mandate between the Company and Xcel Capital dated 4 June 2019.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Placement means the placement to sophisticated and professional investors off approximately 125,000,000 Shares at an issue price of \$0.004 per Share to raise up to approximately \$500,000 (before costs) conducted by the Company in June 2019;

Proxy Form means the proxy form attached to the Notice.

Record Date means 6 June 2019.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Share Purchase Plan means the share purchase plan under the Company's prospectus dated 28 June 2019 to existing Shareholders at an issue price of \$0.004 per Share with the issue of one free attaching unquoted option for every two new shares issued.

Tranche 1 Placement means 104,375,000 Shares issued pursuant to the Placement on 17 June 2019.

Tranche 2 Placement means 20,625,000 Shares to be issued pursuant to the Placement subject to Shareholder approval under this Notice.

WST means Western Standard Time, being the time in Perth, Western Australia.

Xcel Capital means Xcel Capital Pty Ltd (ACN 617 047 319) the lead manager to the Share Purchase Plan and Placement pursuant to the Mandate.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Terms and Conditions of Options

- (a) Each Option entitles the holder to subscribe for one fully paid ordinary Share.
- (b) The Options will be issued for nil consideration.
- (c) The Options are exercisable at \$0.008 and expire on 1 July 2022. Any Option not exercised before 5.00pm WST 1 July 2022 will automatically expire.
- (d) To exercise Options the option holder must give the Company:
 - (i) A written exercise notice (in the form approved by the Board from time to time) specifying the number of Options being exercised and Shares to be issued; and
 - (ii) Payment of the exercise price for the Shares, the subject of the exercise notice, by way of bank cheque or by other means of payment approved by the Company.

Options will be deemed to have been exercised on the date the exercise notice is lodged with the Directors.

- (e) Within 10 days of receiving an application for exercise of Options and payment by the Option holder of the exercise price, the Company must issue the Option holder the number of Shares specified in the application.
- (f) Subject to Constitution, all Shares issued on the exercise of Options will rank in all respects (including rights relating to dividends) equally with the existing ordinary shares of the Company at the date of issue.
- (g) The Options are not transferable.
- (h) The Company will not apply to ASX for quotation of the Options.
- (i) The Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.
- (j) The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the “record date” for determining entitlements to the issue of Securities and participate as a result of holding Shares. The Company must give the Option holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
- (k) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled to and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (l) The number and exercise price of the Options remains the same regardless if the Company makes a bonus issue of Shares or other Securities to Shareholders.
- (m) Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and Option holder.



**SIX
SIGMA
METALS**

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2019 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Six Sigma Metals Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia, 6005 on Thursday 15 August 2019 at 11.00 am WST and at any adjournment or postponement of that Meeting.

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 DIRECTIONS

Resolutions

		For	Against	Abstain*
1	Ratification of Prior Issue – Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Placement – Issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Placement – Issue of Free Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Share Purchase Plan – Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Share Purchase Plan – Issue of Free Attaching Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Share Purchase Plan – Issue of Shortfall Shares and Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Issue of Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual) Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

STEP 3

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00 am WST on Tuesday 13 August 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033