



**SIX  
SIGMA  
METALS**

19 OCTOBER 2020

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## Notice of Annual General Meeting

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Six Sigma Metals Limited (ASX: "Si6", "Six Sigma" or "Company") invites you to attend a General Meeting of shareholders to be held at Suite 2, Level 1, 1 Altona Street, West Perth, Western Australia, at 12:00pm WST on Friday, 27 November 2020.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020 made by the Commonwealth Treasurer on 5 May 2020, the Notice of Annual General Meeting, accompanying Explanatory Statement and Schedules ("Meeting Materials") are being made available to shareholders electronically.

You are able to view and download the Meeting Materials online from the Company website at [www.sixsigmametals.com](http://www.sixsigmametals.com).

If you have nominated an email address and have elected to receive electronic communications with the Company's share registry, Automic Group Pty Ltd, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials.

In order to be able to receive electronic communications from the Company in the future, please update your shareholder details online at [investor.automic.com.au/#/signup](http://investor.automic.com.au/#/signup) and log in with your unique shareholder identification number you can find on your Personalised Proxy form. Once logged in you can complete your proxy vote online [investor.automic.com.au/#/loginsah](http://investor.automic.com.au/#/loginsah). If you prefer not to vote online, please return the attached proxy form in accordance with the instructions contained within the Meeting Materials.

If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Automic Group Pty Ltd, on 1300 288 664 (within Australia) or +61 2 9698 5414 (Overseas).

This ASX announcement has been authorised for release by the Board of Si6.

### For further information please contact:

Patrick Holywell  
Chairman  
M: +61 401 407 357  
[ph@sixsigmametals.com](mailto:ph@sixsigmametals.com)

Victoria Humphries  
Investor Relations  
T: +61 431 151 676  
[victoria@nwrcommunications.com.au](mailto:victoria@nwrcommunications.com.au)

### Six Sigma Metals

#### Corporate Details

ASX Code: Si6

#### Directors

##### Patrick Holywell

Executive Chairman

##### Steve Groves

Technical Director

##### Joshua Letcher

Non-Executive Director

##### Mauro Piccini

Company Secretary

#### Contact

Suite 2, Level 1  
1 Altona Street  
West Perth WA  
Australia 6005

+61 (8) 6559 1792

[info@sixsigmametals.com](mailto:info@sixsigmametals.com)  
[sixsigmametals.com](http://sixsigmametals.com)



# **Six Sigma Metals Limited**

## **(ACN 122 995 073)**

**(to be renamed Si6 Metals Limited)**

### **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM**

**Friday, 27 November 2020**

**12:00pm WST**

**Mirador Corporate, Suite 2, Level 1, 1 Altona Street,**

**West Perth, Western Australia, 6005**

The Annual Report is available online at [www.sixsigmametals.com.au](http://www.sixsigmametals.com.au)

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 MEETING

Notice is given that the Annual General Meeting of Shareholders of Six Sigma Metals Limited (to be renamed Si6 Metals Limited) (**Company**) will be held at Mirador Corporate, Suite 2, Level 1, 1 Altona Street, West Perth on Friday, 27 November 2020 commencing at 12:00pm WST.

The Explanatory Memorandum to this Notice provides additional information on matters 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 5:00pm WST on Wednesday, 25 November 2020.

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

## AGENDA

### Annual Report

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To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2020, which includes the Financial Report, the Directors' Report and the Auditor's Report.

#### 1. Resolution 1 – Adoption of Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2020 be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum.”*

Please note that a vote on this Resolution is advisory only and does not bind the Directors or the Company.

##### **Voting Prohibition**

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if:

- (a) the person is acting as a proxy and the Proxy Form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote on a resolution connected with the remuneration of a member of the Key Management Personnel.

#### 2. Resolution 2 – Re-election of Director – Joshua Letcher

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

*“That, Joshua Letcher, who retires as a director by rotation in accordance with the provisions of the Constitution of the Company, be re-elected as a director of the Company.”*

### 3. Resolution 3 – Re-election of Director – Patrick Holywell

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

*“That, for the purpose of the Company’s Constitution and for all other purposes, Patrick Holywell, a Director who was appointed to fill a casual vacancy on 25 November 2019, retires, and being eligible, is re-elected as a Director.”*

### 4. Resolution 4 – Approval of 10% Placement Facility

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

*“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on terms and conditions in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this resolution 4 (**Resolution**) by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) any Associate of that person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 5. Resolution 5 – Ratification of Shares – Issue to DiscovEx Resources Limited

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

*“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,813,954 Shares under the Company’s Listing Rule 7.1 capacity to DiscovEx Resources Limited on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of resolution 5(**Resolution**) by or on behalf of:

- (a) DiscovEx Resources Limited; or
- (b) any Associate DiscovEx Resources Limited.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) DiscovEx Resources Limited as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded

- (ii) from voting, and is not an associate of a person excluded from voting, on the Resolution; and the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. Resolution 6 – Approval to issue of Shares - DiscovEx Resources Limited

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to a total of 5,813,954 Shares to DiscovEx Resources Limited and otherwise on the terms and conditions set out in the Explanatory Memorandum.”*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) DiscovEx Resources Limited; or
- (b) an Associate of DiscovEx Resources Limited.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) DiscovEx Resources Limited as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. Resolution 7 – Change of Company Name

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

*“That, for the purposes of section 157(1) of the Corporation Act and all other purposes, approval is given for the name of the Company be changed from Six Sigma Metals Limited to Si6 Metals Limited.”*

16 October 2020

**BY ORDER OF THE BOARD**



Mauro Piccini  
Company Secretary

# EXPLANATORY MEMORANDUM

## 1. Introduction

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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 Friday, 27 November 2020 commencing at 12:00pm (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

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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 participate in the Meeting via virtual means, and are encouraged to lodge a directed 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 via virtual means.

Please note that:

- (a) a member of the Company entitled to attend via virtual means and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) 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:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details 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:

- (a) 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
- (b) 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
- (c) 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
- (d) 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:

- (a) 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
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
- (e) the proxy is not recorded as attending the meeting;
- (f) 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.

## **2.2 Voting Prohibition by Proxy Holders**

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 as proxy if the vote is not cast behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy:
- (c) does not specify the way the proxy is to vote on Resolution 1; and
- (d) expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel.

## 2.3 Submit your Proxy Vote Online

Vote online at <https://investor.automic.com.au/#/loginsah>, and simply follow the instructions on the enclosed proxy form.

Or alternatively:

## 2.4 Submit your Proxy Vote by Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

<b>BY MAIL</b>	<b>IN PERSON</b>	<b>BY EMAIL</b>
Automic	Automic	meetings@automicgroup.com.au
GPO Box 5193	Level 5, 126 Phillip Street	
Sydney NSW 2001	Sydney NSW 2000	

## 2.5 Voting in Person

To vote in person, Shareholders are able to attend the Meeting at the time, date and place set out above. In light of on the status of the evolving COVID-19 situation and easing of Government restrictions on public gatherings in place at the time of the Notice and the number of Shareholders that normally attend Shareholder meetings for the Company, the Directors have made a decision that Shareholders will be able to physically attend the Meeting in person and accordingly, have arranged an appropriate meeting venue. If the Government restrictions and corresponding decision of the Director's changes prior to the Meeting, the Directors will update Shareholders via the Company's ASX platform.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6559 1792.

## 3. Annual Report

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There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report which is available online at [www.sixsigmametals.com.au](http://www.sixsigmametals.com.au);
- (b) ask questions or make comment on the management of the Company;
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the preparation and the content of the Auditor's Report; and

- (b) the conduct of the audit;
- (c) accounting policies by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

## **4. Resolution 1 – Adoption of Remuneration Report**

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Section 250R(2) of the Corporations Act provides that the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

Section 250R(3) of Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors of the Company of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, the Corporations Act also gives Shareholders the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings (**Two Strikes Rule**).

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report will cease to hold office immediately before that further meeting but may stand for re-election.

At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, a further resolution relating to the Two Strikes Rule is not relevant for this Annual General Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

## **5. Resolution 2 – Re-election of Director – Joshua Letcher**

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Clause 3.1 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded down to the nearest whole number), shall retire from office, provided always that no Director (except a managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

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

A Director who retires by rotation under clause 3.1 of the Constitution is eligible for re-election.

The Company currently has three non-executive Directors and accordingly one must retire.

Joshua Letcher (**Mr Letcher**) will retire in accordance with clause 3.1 of the Constitution and being eligible, seeks re-election.

Details of Mr Letcher's background and experience is set out in the Annual Report.

The Board (excluding Mr Letcher) recommends that Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

## **6. Resolution 3 – Re-election of Director – Patrick Holywell**

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Clause 3.1(d) of the Constitution allows the Directors to appoint at any time a person to be a Director as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Patrick Holywell (**Mr Holywell**) having been appointed to fill a casual vacancy on 25 November 2019 will retire in accordance with clause 3.1 of the Constitution and being eligible seeks re-election.

### Qualifications and other material directorships

Mr Holywell has over fifteen years of experience in finance, accounting and corporate governance, including employment at Patersons and Deloitte. He is a Chartered Accountant and a Fellow of the Governance Institute of Australia with the last ten years focused on Director/CFO/Company Secretarial roles. He has held roles with various companies particularly in the resources and technology space. Mr Holywell has completed a Bachelor of Commerce at UWA, a Graduate Diploma of Chartered Accounting with the Institute of Chartered Accountants and the Company Directors Course with the Australian Institute of Company Directors.

The Board (excluding Mr Holywell) recommends that Shareholders vote in favour of Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

## **7. Resolution 4 – Approval of 10% Placement Facility**

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### **7.1 General**

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements commencing from the date of the Meeting where the Company obtains the approval until the earlier of the following:

- (a) the date that is 12 months after the date of the Meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; or
- (c) the time and date of the approval of Shareholders of a transaction under Listing Rule 11.1.2 or 11.2 in respect of the Company,

**(10% Placement Facility).** The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company currently has a market capitalisation of approx. \$12.3 million and is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer Section 7.2(c) below).

## 7.2 Description of Listing Rule 7.1A

### (a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

### (b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue three classes of quoted Equity Securities, being Shares (ASX: SI6) and two classes of listed options (ASX: SI6OC and SI6OD).

### (c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting any issue or agree to issue, during the 12 month period after the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

**A** is number of shares on issue at the commencement of the relevant period:

(A) plus the number of fully paid shares issued in relevant period under an exception in Listing Rule 7.2;

- (B) plus the number of fully paid shares issued in relevant period on conversion of convertible securities within Listing Rule 7.2 Exception 9 where:
  - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
- (C) plus the number of fully paid shares issued in relevant period under an agreement to issue securities within Listing Rule 7.2 Exception 16 where:
  - (1) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - (2) the issue of, or agreement to issue, the convertible securities approved, or taken to have been approved, under Listing Rule 7.1 or 7.4;
- (D) plus the number of partly paid shares that became fully paid in the 12 months;
- (E) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (F) less the number of fully paid shares cancelled in the relevant period.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

**(d) Listing Rule 7.1A and Listing Rule 7.3A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,109,129,607 Shares and therefore has a capacity to issue:

- (i) 153,869,440 Equity Securities under Listing Rule 7.1; and
- (ii) 110,331,565 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

### **7.3 Listing Rule 7.1A**

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) on the Resolution.

### **7.4 Specific information required by Listing Rule 7.3A**

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 4 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power

in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). There is a risk that:

- (i) the market price for the Company's Equity Securities in that class may be significantly lower on the date of the issue of the Equity Securities than of the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2	Shares Issued - 10% Voting Dilution	Dilution		
		\$0.006 50% decrease in Issue Price	\$0.012 Issue Price	\$0.024 100% increase in Issue Price
		Funds Raised		
Current Variable "A" 1,109,129,607 Shares	1,220,042,568 Shares	\$7,320,255	\$14,640,511	\$29,281,022
50% increase in current Variable "A" 1,663,694,411 Shares	1,830,063,852 Shares	\$10,980,383	\$21,960,766	\$43,921,532
100% increase in current Variable "A" 2,218,259,214 Shares	2,440,085,135 Shares	\$14,640,511	\$29,281,022	\$58,562,043

**Note**

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;

3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example at 10%.
  4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on the Shareholder's holding at the date of the Meeting.
  5. The table shows only the effect of issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
  6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
  7. The issue price is \$0.012, being the closing price of the Shares on ASX on 9 October 2020.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 3 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expenses associated with such acquisition), continued exploration and general working capital.

The Company will comply with the disclosure obligations under the Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not Related Parties or associates of a Related Party of the Company.

- (e) The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting held on 14 November 2019. In the 12 months preceding the date of the 2020 Annual General Meeting, the Company issued a total of 64,000,000 Equity Securities pursuant to the Previous Approval, representing approximately 9.9% of the total number of Equity Securities on issue at 14 November 2019. Details of the Equity Securities issued in the preceding 12 month period are set out in Schedule 2.
- (f) For the purpose of ASX Listing Rule 14.1A (and in addition to the disclosure in clause 7.4(b) above):

- (i) if Resolution 4 is passed, the Directors will be able issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1; and
- (ii) if Resolution 4 is not passed, the Directors will not be able issue the Equity Securities under Listing Rule 7.1A, and will have to either rely on its existing 15% placement capacity under Listing Rule 7.1 (from time to time), or (in the event that the Company's 15% placement capacity is exhausted) the Company will be required to obtain prior shareholder approval under Listing Rules 7.1 before being able to issue such Equity Securities (which may result in the Company incurring further time and expense).

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The Directors of the Company believe Resolution 4 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

## 8. Resolution 5 – Ratification of Shares - Issue to DiscovEx Resources Limited

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### 8.1 Background

On 25 August 2020, SI6 entered into a binding and exclusive heads of agreement (**Heads of Agreement**) with ASX listed DiscoverEx Resources Limited (**DCX**), whereby DCX has granted SI6 with an option to acquire a 100% interest in the Monument Gold Project (**MGP** or the **Project**) in Western Australia via an acquisition of Monument Exploration Pty Ltd.

MGP is a highly prospective gold project located in WA's world-class Laverton Gold District and comprises more than 300km<sup>2</sup> of tenure located ~40km west of Laverton. The Project is in close proximity to Dacian Gold Ltd's (ASX: DCN or Dacian) Mt Morgan Project (2.1Moz at 2g/t Au). The Laverton Gold District hosts numerous multi-million ounce gold mines operated by major gold mining companies including Goldfields' 8Moz Granny Smith & Wallaby Mines and AngloGold Ashanti's 9 million ounces Sunrise Dam Mine.

The material terms of the heads of agreement between SI6 and DCX is set out in Schedule 3.

In respect of the Heads of Agreement on 27 August 2020, the Company issued 5,813,954 Shares to DCX as part consideration for entering into the Heads of Agreement (these Shares are the subject of Resolution 5) (**Initial Shares**).

Pursuant to the terms of the Heads of Agreement, the Company must also within 6 months of the date of the Heads of Agreement, issue a further 5,813,954 Shares to DCX (**Further Shares**). These Share issues being subject to Resolution 6.

### 8.2 General – Initial Share Issue

On 27 August 2020, the Company issued the 5,813,954 Shares to DCX, constituting the Initial Share without prior Shareholder approval, out of its 15% annual placement capacity.

The Initial Shares were issued to DCX, who is not a Related Party of the Company.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the previous issue of those Initial Shares.

### **8.2.1 ASX Listing Rules 7.1**

Broadly speaking, and subject to a number of exceptions which are contained in Listing Rule 7.2 (which do not apply in the circumstance of this Resolution), Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The Initial Shares do not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date.

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.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 5 seeks Shareholder approval to the Initial Shares under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the Initial Share issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, the Initial Share issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

### **8.2.2 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 of the Shares under this Resolution (in respect of Listing Rules 7.1):

- (a) the Initial Shares were issued to DXC. DXC is not a Related Party of the Company;
- (b) a total of 5,813,954 Shares were issued under Listing Rule 7.1. The Initial 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;
- (c) the Initial Shares were issued on 27 August 2020;
- (d) the Initial Shares were issued as part consideration for the acquisition of the Project under the Heads of Agreement at a deemed issue price of \$0.0086 per Share;

- (e) the purpose of this issue was as part consideration of the acquisition of the Project under the Heads of Agreement, accordingly no funds were raised in respect of their issue;
- (f) the issue of the Initial Shares were issued pursuant to the Heads of Agreement which is summarised in Schedule 3; and
- (g) a voting exclusion statement is set out in the Notice, which precludes any persons who participated in the issue June Placement Shares and their associates from voting on this Listing Rule 7.4 resolution.

The Directors of the Company believe Resolution 5 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

## **9. Resolution 6 – Approval to issue of Shares - DiscovEx Resources Limited**

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### **9.1 Background**

Resolution 6 seeks Shareholder approval for the issue of up to 5,813,954 Shares to DXC, being the Further Shares as part consideration for acquisition of the Project under the Heads of Agreement. The key material terms of the Heads of Agreement are set out in Schedule 3.

A summary of ASX Listing Rule 7.1 is set out in Section 8.2.1 above.

The effect of Resolution 6 will be to allow the Company to issue the Further Shares pursuant to the Heads of Agreement 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's obligation to issue the Further Shares are set out in the terms of the Heads of Agreement which are summarised in Schedule 3.

### **9.2 ASX Listing Rules 7.1**

An explanation of Listing Rule 7.1 is set out in Section 8.2.1 above.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Further Shares in accordance with the terms of the Heads of Agreement. In addition, the issue of these Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Further Shares in accordance with the terms of the Heads of Agreement, unless the issue of these Shares is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

### 9.3 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 Shares to be issued to DXC:

- (a) the Further Shares will be issued to DXC (and/or its nominee). DXC is not a related party of the Company;
- (b) the maximum number shares to issued is 5,813,954 Shares, being the Further Shares;
- (c) the Further Shares will all be issued as fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares;
- (d) the Further Shares will be issued no later than 3 months from the date of the Meeting;
- (e) in the event that the Shareholder approval in respect of the issue of the Further Shares expires before the Shares are issued, the Company will either issue such Shares under its existing placement capacity (pursuant to Listing Rule 7.1) or obtain further Shareholder at that time;
- (f) the Further Shares are being issued as part consideration for the acquisition of the Project pursuant to the terms and conditions of the Heads of Agreement (which are set out in Schedule 3) at a deemed issue price of \$0.0086 per Share;
- (g) the purpose of this issue is as part consideration of the acquisition of the Project under the Heads of Agreement, accordingly no funds will be raised in respect of their issue;
- (h) the Further Shares are not being issued under, or to fund, a reverse takeover;
- (i) a voting exclusion statement is included in Resolution 6 of the Notice.

The Directors of the Company believe Resolution 6 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

## 10. Resolution 7 – Change of Company Name

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### 10.1 General

Section 157(1) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 7 seeks the approval of Shareholders to the adoption of Si6 Metals Limited as the new name for the Company.

If Resolution 7 is passed the change of name will take effect when ASIC alters the details of the Company's registration. The proposed name has been reserved by the Company and if Resolution 7 is passed, the Company will lodge a copy of the special resolution with ASIC following its approval, in order to implement the change.

The Board proposes this change of name on the basis that it more accurately reflects the operations, nature and strategic value of the Company.

If Resolution 7 is approved the ASX code of the Company will change from "SI6" to "SI6" and the Company will adopt a new constitution.

## **10.2 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 7. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 7.

# SCHEDULE 1– Definitions

In this Notice and the Explanatory Memorandum:

**\$** means Australian Dollars.

**10% Placement Facility** has the meaning given in Section 7.1.

**10% Placement Period** has the meaning given in Section 7.1.

**Annual Report** means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ending 30 June 2020 insert year.

**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.

**Auditor's Report** means the auditor's report on the Financial Report.

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

**Closely Related Party** means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

**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.

**Directors' Report** means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities contained in the Annual Report.

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

**Explanatory Memorandum** means the explanatory memorandum attached to the Notice.

**Financial Report** means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

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

**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.

**Proxy Form** means the proxy form attached to the Notice.

**Related Party** has the meaning set out in the ASX Listing Rule 10.11.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**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.

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**Two Strikes Rule** has the meaning in Section 4.

**VWAP** means volume weight average price.

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

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

## SCHEDULE 2 – Equity Shares Issued in 12 Months Preceding AGM

Date of issue	Number issued	Class/Type of equity security and Summary of terms	Names of persons who received securities or basis on which those persons was determined	Issue Price and discount	Rule pursuant to which the Issue is made	Consideration	
14 July 2020	64,000,000	Fully Paid Ordinary	Placement to sophisticated and professional investors	\$0.006	LR7.1A	Total cash consideration	\$384,000
						Amount of cash consideration spent and Description of what consideration was spent on	\$25,000 – consideration for DCX transaction
						Amount of cash consideration remaining and Intended use for remaining cash consideration	\$359,000 continued exploration in Botswana, assess new gold and base metals opportunities and for working capital purposes.

## SCHEDULE 3 – Terms of Heads of Agreement

A summary of the material terms and conditions of the proposed acquisition, pursuant to the binding exclusive heads of agreement (**Heads of Agreement**), are as follows:

- DCX has agreed to grant Si6 an exclusive option (**Option**) to acquire a 100% interest in the Project by way of acquisition of 100% of the issued capital of Monument Exploration Pty Ltd, a wholly owned subsidiary of DCX. In consideration for DCX granting Si6 the Option, Si6 must pay an option fee of \$25,000 cash and \$50,000 in cash and/or shares (**Initial Shares**, split at Si6's election), payable within 10 Business Days of execution of the Heads of Agreement. Shares issued as part of the Cash/Share Payment will be issued under Listing Rule 7.1 placement capacity.
- Si6 has a 12-month option and due diligence period (**Option Period**).
- During the Option Period, Si6 must maintain the Project tenements in good standing by spending at least \$250,000 on the Project tenements.
- Within 6 months of the date of execution of the Heads of Agreement, Si6 will pay further consideration of \$50,000 cash and another \$50,000 Cash/Share Payment (split at Si6's election) (**Further Shares**). Shares issued as part of the Cash/Share Payment will be issued under Listing Rule 7.1 placement capacity.
- Upon exercise of the Option (to occur at Si6's sole discretion), Si6 to pay further consideration of \$100,000 cash and \$300,000 in cash and/or shares (at Si6's election) (**Option Exercise Shares**).
- The price of all Si6 shares to be issued under the Heads of Agreement will be equal to the VWAP of Si6's shares at the close of trading for 15 trading days immediately prior to the execution of the Heads of Agreement (which has been determined to be \$0.0086 per Share).
- All shares issued pursuant to the Heads of Agreement will be voluntarily held in escrow for a period of 12 months following the respective issue dates.
- Prior owners of the Project to retain existing royalties of up to 2% of gross revenue (**Existing Royalties**). Following settlement of the acquisition, DCX will retain a royalty of up to 1.5% of gross revenue (calculated after the payment of any applicable Existing Royalties, whereby if Existing Royalties of greater than 1.5% are paid in respect of certain Project areas, no additional royalty will be paid to DCX).
- Settlement of the acquisition is subject to and conditional upon satisfaction of the following conditions precedent:
  - the Parties obtaining any necessary ministerial, governmental, native title or other third-party consents for the transfer of the Project tenements;
  - Si6 completing legal, financial and technical due diligence on Monument Exploration Pty Ltd and the Project to Si6's sole satisfaction within 12 months of the Heads of Agreement;
  - Si6 and DCX obtaining all necessary shareholder approvals pursuant to the Corporations Act and Listing Rules to give effect to the acquisition;
  - execution of all voluntary restriction agreements required by Si6;
  - the parties obtaining any other necessary third-party consents to allow the parties to lawfully complete the acquisition, including but not limited to:
    - assignment of any material contracts for the Project in accordance with their terms;
    - amendment, assignment or transfer (as applicable) of the Existing Royalties to reflect the royalty arrangement described above; and

- all necessary third-party consents and approvals pursuant to the existing royalty agreements (to the extent required); and
- Si6 exercising the Option; and
- the parties entering into a formal definitive agreement for the acquisition.

The Heads of Agreement contains terms, conditions and warranties which are considered standard for an agreement of this type.



Six Sigma Metals Limited | ABN 96 122 995 073

# Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **12.00pm (WST) on Wednesday, 25 November 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### 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 Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

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Sydney NSW 2001

#### IN PERSON:

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