

Eclipse Metals Limited

ABN 85 142 366 541

NOTICE OF 2017 ANNUAL GENERAL MEETING

ACTIONS TO BE TAKEN BY SHAREHOLDERS

The 2017 Annual General Meeting of Eclipse Metals Limited to which this Notice of Meeting relates will be held at

Time	11.30am (AWST)
Date	Monday, 6 November 2017
Location	The Boardroom, NKH Knight Unit 19, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008

Your vote is important

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

Eligibility to attend and vote

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AEDST) on Friday, 3 November 2017.

Last date to submit Proxy Form

Your completed Proxy Form must be received by the Company Secretary no later than 11.30am (AWST) on **Saturday, 4 November 2017**. Please complete and sign the enclosed Proxy Form, returning:

By mail PO Box 1592, Booragoon WA 6954

By email eryn@kestelcorp8.com.au

In person Level 3, 1060 Hay Street, West Perth

Appointing a proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the meeting in person or casting a direct vote.

To appoint a proxy, please write the name of the appointed proxy in the box on the proxy form denoted by Ω . You can direct your proxy how to vote on Items 1 to 8 by marking "For", "Against" or "Abstain".

A proxy does not need to be a shareholder of the Company. A proxy may be an individual or a company. You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number, each proxy may exercise half of the votes. You must return both Proxy Forms together. If you require additional Proxy Forms, please contact the Company Secretary on +61 (0) 435 905 770.

If you sign the enclosed Proxy Form, and mark the box against the Chairman, the Chairman will be appointed as your proxy. The Chairman currently intends to vote undirected proxies on, and in favour of, all proposed resolutions.

If you appoint a proxy, you may still attend the meeting. However, your proxy's right to vote and speak will be suspended while you are present.

Attending the meeting in person

Eligible shareholders may attend the meeting and vote in person.

If you intend to attend the meeting in person, you do not need to submit a Proxy Form.

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will suspend your proxy appointment while you are present at the meeting.



Please bring your Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but the Company will need to verify your identity. Please arrive 20 minutes prior to the start of the Annual General Meeting on the date and at the venue set out above.

Voting by Corporate Representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) (Corporations Act). The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the meeting. This form may be obtained from the Company's share registry.

Impact of your proxy appointment on your voting instructions

If you appoint the Chairman as your proxy and have not directed him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed resolutions in accordance with his intentions set out below.

If you appoint any other member of the Board of directors, a member of senior management who is named in the remuneration report (KMP) or their closely related parties as your proxy, they will not be able to vote your proxy on the Remuneration report unless you have directed them how to vote.

"Closely related party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a KMP.

If you intend to appoint a KMP or the Chairman as your proxy, you are encouraged to direct them how to vote by marking "For", "Against" or "Abstain" for each of those items of business.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman intends to vote undirected proxies, WSG will make an announcement to the market.

The Chairman's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive.

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is given that the 2017 Annual General Meeting of Eclipse Metals Limited will be held at 11.30 am (AWST) on Monday, 6 November 2017 at the offices of NKH Knight at Unit 19, Level 2 Spectrum, 100 Railway Road, Subiaco, WA 6008 for the purpose of transacting the business set out in this Notice.

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

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

AGENDA

- **Adoption of 2017 Annual Financial Report**

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2017 which includes the Financial Report, the Directors' and Auditor's Reports.

NON-BINDING Resolution

1. Adoption of 2017 Remuneration Report

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual report for the financial year ended 30 June 2017."

Voting Exclusion Statement

In accordance with Section 250R of the Corporations Act, the Company will disregard any vote cast on Resolution 1 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, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- (b) it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on Resolution 1 unless:

- (a) the appointment specifies the way the proxy is to vote on Resolution 1; or
- (b) the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. In exceptional circumstances, the Chair of the Meeting may change their voting intention on Resolution 1, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting. If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

ORDINARY Resolutions

2. Re-Election of Director by Rotation

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

Re-election of Mr Craig Hall

"That, in accordance with clause 7.3(a) of the Company's Constitution and for all other purposes, Mr Craig Hall, who retires by rotation in accordance with the Company's Constitution, and being eligible for re-election, is hereby re-elected as a Director of the Company."

3. Reset of 15% Threshold through the ratification of past issues of 73,757,110 Shares under ASX Listing Rule 7.1

3.1 Ratification of the past issue of 1,000,000 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 1,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

3.2 Ratification of the past issue of 2,500,000 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 2,500,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

3.3 Ratification of the past issue of 3 000,000 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 3,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

3.4 Ratification of the past issue of 37 000,000 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 37,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

3.5 Ratification of the past issue of 3, 000,000 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 3,000,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

3.6 Ratification of the past issue of 25 714,253 Shares

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



M E T A L S L T D

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 25,714,253 Shares on the terms and conditions set out in the Explanatory Memorandum."

3.7 Ratification of the past issue of 1 542,857 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of 1,542,857 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 3.1, 3.2, 3.3, 3.4, 3.5, 3.6 and 3.7 by a person who participated in the issues and any of their Associates. However, the Company will not disregard a vote if it is cast by (a) by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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. Approval to issue Placement Shares for a Capital Raising

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 be given for the Directors to issue up to 100,000,000 Ordinary Shares in the capital of the Company on the terms and conditions as described in the Explanatory Memorandum accompanying this Notice."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a 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 (a) by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or (b) It is cast by the chair 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

SPECIAL Resolution

5. Approval to Issue an additional 10% of the Issued Capital of the Company over a 12 Month Period Pursuant to Listing Rule 7.1A

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is provided for the Company to issue Equity Securities up to 10% of the issued capital of the Company calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by any person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed. However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, (b) 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.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.



By Order of the Board

A handwritten signature in blue ink, appearing to read "Eryn Kestel", with a horizontal line extending to the right.

Eryn Kestel
Company Secretary
10 September 2017

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders relating to the 2017 Annual General Meeting of Eclipse Metals Limited to be held on Monday, 06 November 2017 at the offices of NKH Knight at Unit 19, Level 2 Spectrum, 100 Railway Road, Subiaco WA 6008.

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

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

2017 ANNUAL FINANCIAL REPORT

The first agenda item is to receive the 2017 Annual Report of the Company for the financial year ended 30 June 2017.

Section 317 of the Corporations Act requires the Directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year that ended 30 June 2017. Those Shareholders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice.

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

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

No formal resolution to adopt the annual report will be put to the shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting can submit written questions under Section 250PA of the Corporations Act in relation to:

- (a) The preparation and the content of the 2017 Auditor's Report;
- (b) The conduct of the 2017 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2017 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2017 audit

The questions will need to be submitted no later than five (5) business days before the Annual General Meeting (no later than Monday, 23 October 2017) to the Company Secretary.

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

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

RESOLUTION 1 ADOPTION OF 2017 REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to table the Company's Remuneration Report to Shareholders for consideration and adoption.

The Remuneration Report is incorporated into the Directors' Report contained in the 2017 Annual Report and in accordance with Section 300A of the Corporations Act sets out the remuneration policy of the Company and reports the current remuneration arrangements for the Directors and senior management of the Company.

The Remuneration Report:

- sets out the remuneration arrangements for each Director and any service agreements;
- explains the Board's policies in relation to the objectives and structure of remuneration paid to Directors; and
- provides details of any equity-based compensation.

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

In accordance with Section 250SA of the Corporations Act, Shareholders will be given an opportunity by the Chairman at the Meeting to ask questions of the Directors or make comment on the 2017 Remuneration Report.

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

A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will consider the outcomes of the votes when considering the future remuneration arrangements of the Company.

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

If at least 25% of the votes cast on the Adoption of the Remuneration Report Resolution vote against the Resolution for two (2) years consecutively, the Board Spill provisions will be triggered.

The 2016 Remuneration Report did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 30 November 2016. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

Pursuant to the Corporations Act, if the Chairman, a Key Management Personnel or any Closely Related Party is appointed as a proxy to vote on Resolution 1, **express instructions/directions must be given so that the proxy knows how to vote** - if no directions on how to vote on Resolution 1 is provided, the Chairman, a Key Management Personnel or any Closely Related Party is prevented by the Corporations Act from exercising the undirected vote and the vote will not be counted in relation to Resolution 1.

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

Recommendation of Board

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

RESOLUTION 2

Re-Election of Director through Rotation

Resolution 2 seeks approval for the re-election of Mr Craig Hall as a Non-Executive Director with effect at the conclusion of the Annual General Meeting.

In accordance with ASX Listing Rule 14.4, Directors must retire after the third Annual General Meeting since they were last elected.

Clause 7.3 of the Constitution, sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting - one-third of the directors must retire from office. The Directors to retire at an annual general meeting are those that have been longest in office since their last election.

Eclipse Metals Limited currently has three (3) Directors – Mr Carl Popal, Mr Rodney Dale and Mr Craig Hall and accordingly, one (1) must retire by rotation. Mr Craig Hall is the Director who has been longest in office and being eligible offers himself for re-election.

Mr Craig Hall
Non-Executive Director

Qualifications

Bachelor of Science with Honours in Geology

Experience, expertise and directors

Mr Hall was appointed to the Board of Directors as an additional Director to the Board on 9 October 2015.

He is a geologist with nearly 30 years of minerals industry experience in exploration development and production roles in a range of commodities, principally precious and base metals. He has held a variety of senior positions with mid-tier and junior sector resource companies within Australia and overseas.

Mr Hall currently consults to the minerals industry providing high quality exploration outcomes, on-site mining support, expert reporting project valuations and strategic advice to companies through an association with a well-respected Western Australian resource consultancy.

Independence

If re-elected, the Board does consider Mr Hall to be an independent Director.

Recommendation of Board

The Directors of the Company (with Mr Hall abstaining) recommend that Shareholders vote in favour of the Resolution.

RESOLUTION 3

Ratification of Past Issue of 73,757,110 Shares under ASX Listing Rule 7.1

General

Resolutions 3.1 to 3.7 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of 73,757,110 Shares in the capital of the Company that have already been issued.

The Board is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months. The 73,757,110 Shares the subject of Resolutions 3.1 to 3.7 were issued without Shareholder approval and from the Company's 15% placement capacity under ASX Listing Rule 7.1.

Under ASX Listing Rule 7.4, Eclipse can seek Shareholder ratification of an issue made within the 15% placement capacity limit of ASX Listing Rule 7.1 and, if approved, the effect of the ratification is to deem that the Shares issued per Resolutions 3.1 and 3.6 were issued with Shareholder approval, meaning that, from the date of the approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

ASX Listing Rule 7.4 enables the Company to ratify an issue of securities made without prior Shareholder approval under Listing Rule 7.1 if:

- (a) the issue of Shares did not breach Listing Rule 7.1; and

(b) Shareholders subsequently approve the issue of those securities by the Company.

The Company confirms the issue of the Shares the subject of Resolutions 3.1 to 3.6 did not at any time breach ASX Listing Rule 7.1 and Shareholder approval is being obtained after the Shares were issued.

If Resolutions 3.1 to 3.6 are not approved by shareholders at the Annual General Meeting the issues will remain valid and effective, however, without ratification, the Company will be restricted in its ability to issue further Securities without shareholder approval during the next 12 month period.

Eclipse is likely to issue further Securities within the next 12 months so the Company seeks ratification of the 73,757,110 Share issues in order to provide future flexibility to place Shares.

3.1 Ratification of the past issue of 1,000,000 Shares

On 9 December 2016, the Company released an Appendix 3B which announced the issue of 1,000,000 Shares at a deemed issue price of \$0.005 per Share to an investor relations consultant in lieu of outstanding fees totaling \$5,000 (**Consultant Shares**).

The consultant was engaged in November 2016 to actively promote Eclipse throughout the Asia Pacific region in order to increase the Company's exposure.

The payment of fees in lieu of investor relation services through shares enabled the Company to conserve its cash balances at the time of issue.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 1,000,000 Consultant Shares were issued on 9 December 2016;
2. The Consultant Shares were issued at a deemed price of \$0.005 representing a 50% discount to the 7 day VWAP up to and including the date of issue (9 December 2016);
3. The Consultant Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the Shares listed on the ASX;
4. The Consultant Shares were issued to one (1) unrelated consultant to the Company - Zion Ong Pty Ltd;
5. Funds were not raised at the time of issue of the Consultant Shares as they were issued in lieu of investor relation fees.
6. A voting exclusion statement is included in the Notice.

3.2 Ratification of the past issue of 2,500,000 Shares

On 9 December 2016, the Company released an Appendix 3B which announced it had issued 2,500,000 Shares at a deemed issue price of \$0.005 per Share in lieu of exploration services provided to the Company totaling \$12,500 (**Contractor Shares**).

On the 14 November 2016, the Company announced the commencement of a detailed exploration program using innovative geophysical surveys within the Mary Valley manganese project.

Several of the Queensland based geology companies engaged by the Company to undertake the exploration program agreed to take Shares in lieu of services. Whilst none of the geology companies are related to the

Company, they are known to the Company and this enabled the negotiations to receive shares rather than cash payments.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 2,500,000 Contractor Shares were issued on 9 December 2016;
2. The Contractor Shares were issued at a deemed price of \$0.005 representing a 50% discount to the 7 day VWAP up to and including the date of issue (9 December 2016);
3. The Contractor Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the Shares listed on the ASX;
4. The Contractor Shares were issued to several unrelated privately owned Queensland based geology contractors;
5. Funds were not raised at the time of issue of the Contractor Shares as they were issued in consideration for geology services provided in conjunction with the exploration program at the Mary Valley Project in Queensland as announced on 14 November 2016.
6. A voting exclusion statement is included in the Notice.

3.3 Ratification of the past issue of 3,000,000 Shares

At the 2016 Annual General Meeting, the Company sought and received Shareholder approval to issue placement Shares pursuant to a capital raising.

As announced on 25 January 2017, the Company placed 60 million Shares in a placement to raise working capital to advance exploration work.

The Company appointed private brokers to assist with the placement. The terms of the agreement between the Company and the brokers provided for the issue of 3,000,000 Shares to be spread between the brokers in accordance with the value of placement funds their clients contributed under the placement

As a result of the brokers electing to receive Shares in payment for their services, this has allowed the Company to apply those funds which would have been applied to payment of the broker fees to its exploration programs.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 3,000,000 Shares were issued on 20 January 2017;
2. The Shares were issued at a deemed price of \$0.006 being the same as the issue price of the placement Shares;
3. The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the Shares listed on the ASX;

4. The Shares were issued to Pac Partners Pty Ltd and their associated nominees, none of whom are related parties to the Company;
 5. Funds were not raised at the time of issue of the Shares as they were issued in satisfaction of brokerage services associated with the placement completed in January 2017.
 6. A voting exclusion statement is included in the Notice.
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3.4 Ratification of the past issue of 37,000,000 Shares

On the 28 February 2017, the Company placed 67 million Shares in a further placement. Of the placement Shares issued, 30 million Shares were issued with Shareholder approval from the 2016 Annual General Meeting and 37 million Shares at an issue price of \$0.007 per Share were issued without approval.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 37,000,000 Shares were issued on 27 February 2017;
 2. The issue price per Share was \$0.007;
 3. The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the Shares listed on the ASX;
 4. The Shares were issued to twenty (20) professional investors introduced to the Company through engaged brokers and the Company's own network. None of the subscribers were related parties of the Company; and
 5. Funds raised at the time of issue of the Shares were applied to working capital and used to advance exploration works.
 6. A voting exclusion statement is included in the Notice.
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3.5 Ratification of the past issue of 3,000,000 Shares

The Company was assisted with placing the 67 million Shares in the February 2017 placement through a locally based stockbroking firm. The terms of the agreement between the Company and the stockbroker provided for the issue of 3,000,000 Shares in consideration of brokerage fees.

As a result of the broker electing to receive Shares in payment for their services, this has allowed the Company to apply those funds which would have been applied to payment of the broker fees to its exploration programs.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 3,000,000 Shares were issued on 27 February 2017;
2. The Shares were issued at a deemed price of \$0.007 being the same as the issue price of the placement Shares;

3. The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the Shares listed on the ASX;
 4. The Shares were issued to Triple C Consulting Stockbrokers, who is not a related party of the Company; and
 5. Funds were not raised at the time of issue of the Shares as they were issued in satisfaction of brokerage services associated with the placement completed in February 2017.
 6. A voting exclusion statement is included in the Notice.
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3.6 Ratification of the past issue of 25,714,253 Shares

During early March 2017, the Company issued a further 25,714,253 Shares to three private investors at an issue price of \$0.007 per Share.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 25,714,253 Shares were issued on 8 March 2017;
 2. The issue price per share was \$0.007 per Share;
 3. The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the Shares listed on the ASX;
 4. The Shares were issued to clients of Pac Partners Pty Ltd. None of these subscribers were related parties of the Company;
 5. Funds raised at the time of issue of the Shares were applied towards creditors in connection with exploration work previously completed on the Company's tenements, payments to other administrative creditors and for general working capital purposes.
 6. A voting exclusion statement is included in the Notice.
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3.7 Ratification of the past issue of 1,542,857 Shares

During March 2017, the Company issued a total of 1,542,857 as consideration for brokerage services associated with the 25,714,253 Share placement.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

1. A total of 1,542,857 Shares were issued on 8 March 2017;
2. The Shares were issued at a deemed price of \$0.007 being the same as the issue price of the placement Shares;
3. The Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. Quotation was sought and obtained to have the

Shares listed on the ASX;

4. The Shares were issued to Pac Partners Pty Ltd and their associated nominees, who are not related parties of the Company; and
5. Funds were not raised at the time of issue of the Shares as they were issued in satisfaction of brokerage services associated with the placement completed in March 2017.
6. A voting exclusion statement is included in the Notice.

Recommendation of Board for Resolutions 3.1 to 3.7

None of the Directors have a material personal interest in the subject matter of Resolutions 3.1 to 3.7. The Board believes that if Resolutions 3.1 to 3.7 are passed, the 15% limit imposed by ASX Listing Rule 7.1 will be renewed to the extent of the ratifications and provides the Board with greater flexibility to issue Shares and therefore, the Directors unanimously recommend Shareholders vote in favour of Resolutions 3.1 to 3.7 as it is beneficial to the Company.

RESOLUTION 4 – Approval to issue Shares for a capital raising

*Resolution 4 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the future issue of 100,000,000 ordinary shares (**Placement**).*

As at the date of this Notice, the Company has 1,143,674,090 Shares on issue. the maximum quantity of Shares contemplated by the Placement represents approximately 9% of the current issued capital.

ASX Listing Rule 7.1 provides that a company must not, 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.

The Company is seeking approval to have the flexibility to issue up to 100,000,000 Ordinary Shares within a three month period following the date of the Meeting (or a longer period, if allowed by the ASX), to investors who are not Related Parties of the Company without using the Company's 15% annual placement capacity

If Resolution 4 is approved by Shareholders, Eclipse can if the opportunity arises complete a Placement by 6 February 2018 without consequence to the 15% annual placement capacity.

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 Resolution 4:

- (a) The maximum number of Shares to be issued is 100,000,000;
- (b) The Shares will be issued no later than 3 months after shareholder approval (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2) and it is intended that the issue of the Shares will occur progressively as placement funds are received;
- (c) The issue price is not known at this time; however it will be in accordance with ASX Listing Rule 7.3.3 and will be not less than 80% of the volume weighted average market price for Shares calculated over the previous five (5) days on which sales in the Shares were made prior to the issue or, if there is a disclosure document, over the last five (5) days on which sales in the securities were recorded before the date the disclosure document is signed;
- (d) The names of the subscribers of the Shares are currently unknown and will be chosen at the discretion of the Directors, but will not be related parties or their associates. The subscribers may be institutional and/or professional investors and will be identified on the basis of the Directors' view of

their ability to participate in the proposed placement and any added value they are able to bring to 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;
- (f) Placement funds raised are intended to be directed towards advancing the Company's project generation activities, acquisition opportunities, assessing potential new project acquisitions and general working capital requirements of the Company
- (g) A voting exclusion statement is included in the Notice.

Resolution 5 – Approval to Issue an Additional 10% of the Issued Capital of the Company over a 12 Month Period Pursuant to Listing Rule 7.1A

General

The Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A.

Pursuant to Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at the annual general meeting, are permitted to issue an additional 10% of issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement**). The Additional 10% Placement under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1. The Company may issue the Equity Securities to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Listing Rule 7.1A

Eligibility

An entity is eligible to undertake an Additional 10% Placement if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

For illustrative purposes only, on 8 September 2017, the Company's market capitalisation was approximately \$11 million based on the last trading price on that date. The calculation of market capitalisation will be based on the last trading price of the shares, on the last trading day on which trades in the shares were recorded before the date of the Annual General Meeting, multiplied by the number of Shares on issue (excluding restricted securities and securities quoted on a deferred settlement basis).

The Company is also not included in the S&P/ASX300 Index as at the time of this Annual General Meeting, however, it should be noted that the S&P/ASX300 Index is rebalanced twice a year in March and September. The Company is therefore an Eligible Entity and able to undertake an Additional 10% Placement under Listing Rule 7.1A.

If the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to issue the Equity Securities during the 12 month period following this Annual General Meeting.

Special Resolution

Listing Rule 7.1A requires this Resolution to be passed as a Special Resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Equity Securities will be issued until and unless this Special Resolution is passed at the Meeting.

Shareholder Approval

The ability to issue the Equity Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

Listing Rules 7.1 and 7.1A

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

At the date of this Notice of Meeting, the Company has on issue 1,143,674,090 Shares. The Company will have the capacity to issue the below Equity Securities immediately following the Meeting:

- 171,551,114 Equity Securities under its 15% Placement Capacity (Listing Rule 7.1); and
- Subject to Shareholder approval being obtained under this Resolution, a further 114,367,409 Equity Securities under its 10% Additional Capacity (Listing Rule 7.1A).

The actual number of Equity Securities that the Company will have the 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 (as described following).

Formula for calculating the 10% Placement Capacity under Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may issue or agree to issue, during the 10% Placement Period, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus, the number of partly paid shares that became fully paid in the 12 months;
- 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 (which does not include the 10% Placement Capacity);
- less the number of fully paid shares cancelled in the 12 months.

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 the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

Specific information required by Listing Rule 7.3A.

Minimum price of securities issued under Listing Rule 7.1A-Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, the Equity Securities issued pursuant to approval under Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (2) if the Equity Securities are not issued within five (5) trading days of the date in paragraph (1) above, the date on which the Equity Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Equity Securities

Risk of economic and voting dilution - Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 7 is passed and the Company issues the Equity Securities, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 125,193,623 Shares and could issue 12,519,362 Shares immediately following the Meeting (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of Equity Securities will have a dilutive effect on existing Shareholders.

Shareholders should note that there is a risk that:

- the market price for the Company's Equity Securities may be significantly lower on the issue date than it is on the date of the Annual General Meeting; and
- the Company's Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue

which may have an **effect** on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

As required by Listing Rule 7.3A.2, the table below shows the dilution effect for existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables such as:

- the issued share capital has increased by both 50% and 100%; and
- the market price of the Shares as at the close of trade on 8 September 2017 has halved and then doubled.

Dilution Table				
Variable A in Listing Rule 7.1A.2	Number of Shares issued and funds raised with a 10% dilution effect	\$0.005 Issue Price at half the current market price	\$0.01 Issue Price as at close of trade on 08 September 2017	\$0.02 Issue Price at double the current market price
Current Issued Shares 1,143,674,090	Shares issued	114,367,409	114,367,409	114,367,409
	Funds raised	\$571,837	\$1,143,674	\$2,287,348
	Dilution	10%	10%	10%
50% increase in Issued Shares 1,715,511,135 Shares	Shares issued	171,551,114	171,551,114	171,551,114
	Funds raised	\$857,755,568	\$1,715,511	\$3,431,022
	Dilution	10%	10%	10%
100% increase in Issued Shares 2,287,348,180 Shares*	Shares issued	228,734,818	228,734,818	228,734,818
	Funds raised	\$1,143,674	\$2,287,348	\$4,574,696
	Dilution	10%	10%	10%

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

The following assumptions were made when preparing the dilution table:

1. There are currently **1,143,674,090** Shares on issue as at the date of this Notice of Meeting;
2. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares;
3. The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity;
4. No Options are exercised into Shares before the date of the issue of the Equity Securities;
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. Therefore, the voting dilution is shown in each example as 10%;
6. The table does not show the dilution affect that may be caused to a Shareholder;
7. The table only shows the effect of issues of Equity Securities under Listing Rule 7.1A not under the 15% Placement Capacity under Listing Rule 7.1; and
8. The issue price of \$0.01 is the closing price of the Shares on the ASX as at 08 September 2017.

Final Date for Issue - Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue the Equity Securities during the 12 months after the date of this Meeting which the Company anticipates will end on 06 November 2018.

The approval under this Resolution for the issue of the Equity Securities will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

Purpose - Listing Rule 7.3A.4

As noted above, the purpose for which the Equity Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of Equity Securities, if undertaken, would be applied towards:

1. Continued exploration on the current Mary Valley Manganese Project with activities which could include:
 - (a) Rock-chip sampling;
 - (b) On the ground excavation;
 - (c) Continued exploration including drilling

2. Exploration and development activities as well as mine refurbishment on new exploration ground located west of the existing Mary Valley Manganese Project;
3. Development costs associated with any new mineral projects acquired by the Company during the period ahead;
4. Potential acquisition of new resource assets and investments by either or both of the following:
 - (a) Cash consideration; and
 - (b) Non-cash consideration, if this was the purpose; the Company would provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; and
5. For ongoing future working capital purposes

Shares Issued for Non-Cash Consideration - Listing Rule 7.3A.4

The Company may issue Equity Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with Listing Rule 7.1A.3.

Company's Allocation Policy - Listing Rule 7.3A.5

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

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issue; or
- (2) other issue in which existing shareholders can participate;
- (3) the effect of the issue of the Equity Securities on the control of the Company;
- (4) the financial situation and solvency of the Company; and
- (5) Advice from corporate, financial and broking advisers (if applicable).

The potential investors of the Equity Securities have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which Equity Securities are issued as consideration, it is likely that the potential investors of some of the Equity Securities will be the vendors of the new assets or investments.

Equity Issues over Last 12 Months – Listing Rule 7.3A.6A

All the cash and non-cash equity issues made by the Company since the date of the 2016 Annual General Meeting held on 25 November 2016 are detailed in Annexure A.

For the purpose of Listing Rule 7.3A.6(a), the Company advises as follows:

A total of 165,257,110 Shares were issued in the 12 month period preceding the 2017 Meeting representing 16.9% of the Equity Securities on issue at the start of the 12 Month Period.

Equity Securities on issue at commencement of 12 month period	978,416,947
Equity Securities issued in last 12 month period under Listing Rule 7.1	165,257,110
Percentage Equity Securities issued represents of total number of Equity Securities on issue at commencement of 12 month period	16.9%



The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2016 Annual General Meeting and in accordance with Listing Rule 7.3A.6, the Company confirms that no Equity Securities were issued under the 10% Placement Capacity between 25 November 2016 and the date of finalisation of this Notice of Meeting.

Voting Exclusion Statement

A voting exclusion statement is included for this Resolution in the Notice of Meeting accompanying the Explanatory Memorandum.

At the date of the Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities utilising this 10% Placement Facility following the 2017 Annual General Meeting. No existing Shareholder's votes will therefore be excluded under the voting at the Meeting.

Recommendation of the Board

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The ability of the Company to issue Shares under the 10% Placement Capacity will enable the Company to issue Shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of having to go back to Shareholders for approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing difficult market conditions.

ANNEXURE A – DETAILS OF EQUITY SECURITIES ISSUED IN THE 12 MONTHS PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING

Issue Date	Number	Type	Consideration	The persons to whom the Equity Securities were issued or the basis on which those persons were determined	Issue Price	Discount to market price (MP) at issue date	Cash received / Funds Raised	Use of Funds
6 December 2016	1,500,000	Shares	Non-Cash \$7,500	Mr Rod Dale	\$0.005	No	N/A	In payment of outstanding Directors fees completely foregone for the period 1 September 2016 to 25 November 2016.
9 December 2016	1,000,000	Shares	Non-Cash \$5,000	Zion Ong Pty Ltd	\$0.005	No	N/A	In payment of investor relation fees.
	2,500,000	Shares	Non-Cash \$12,500	Privately owned Queensland based geology contractors	\$0.005	No	N/A	In payment of exploration services at Mary Valley manganese project
20 January 2017	60,000,000	Shares	Cash	Various third party investor clients of Pac Partners Pty Ltd	\$0.006	No	\$360,000 Spent	Funds used for working capital and exploration.
	3,000,000	Shares	Non-Cash \$18,000	Pac Partners Pty Ltd and associated nominees.	\$0.006	No	N/A	In payment of brokerage services
24 February 2017	30,000,000	Shares	Cash	Sophisticated investors.	\$0.007	No	\$210,000 Available	Funds are being used for working capital and exploration
27 February 2017	37,000,000	Shares	Cash	Sophisticated investors	\$0.007	No	\$259,000 Available	Funds are being used for working capital and exploration
27 February 2017	3,000,000	Shares	Non-cash \$21,000	Triple C Consulting Stockbrokers	\$0.007	No	N/A	In payment of brokerage services.
08 March 2017	25,714,253	Shares	Cash	Various third party investor clients of Pac Partners Pty Ltd	\$0.007	No	\$180,000 Available	Funds are being used for working capital and exploration
08 March 2017	1,542,857	Shares	Non-cash \$10,800	Pac Partners Pty Ltd and associated nominees.	\$0.007	No	N/A	In payment of brokerage services

GLOSSARY

\$ means Australian dollars

Additional 10% Placement Capacity has the meaning set out on page 16

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the ASX, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

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

Board means the current board of directors of the Company.

Business Days means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Eclipse Metals Limited.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means Non-Executive Directors.

Eligible Entity has the meaning given to that term in the ASX Listing Rules

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

Key Management Personnel is defined by AASB 124 Related Party disclosures as all directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

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

Equity Securities has the same meaning as equity securities as per the ASX Listing Rules.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

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

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

Shareholder means a holder of a Share.

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

Member Details

Name:

Contact Telephone No:

Appointment of Proxy

I/We being a Member/s of WolfStrike Rentals Group Limited and entitled to attend and vote hereby appoint

	Chairman of the Meeting	OR	Insert Name of Appointed Proxy Below
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Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Eclipse Metals Limited to be held at the offices of NKH Knight, Unit 19, Level 2 Spectrum, 100 Railway Road, Subiaco, WA, 6008 on Monday, 6 November 2017, at 11.30am (AWST) and at any adjournment 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 on business of the Meeting

	FOR	AGAINST	ABSTAIN
Non-Binding Resolution			
Resolution 1 Adoption of 2017 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ordinary Resolutions			
Resolution 2 Re-election of Director Retiring by Rotation – Mr Craig Hall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Reset of 15% Threshold through ratification of past issue of 73,757,110 Shares under ASX Listing Rule 7.1			
<i>Resolution 3.1 – Ratification of Past Issue of 1,000,000 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3.2 – Ratification of Past Issue of 2,500,000 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3.3 – Ratification of Past Issue of 3,000,000 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3.4 – Ratification of Past Issue of 37,000,000 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3.5 - Ratification of past issue of 3,000,000 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3.6 - Ratification of past issue of 25,714,253 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3.7 - Ratification of past issue of 1,542,857 Shares</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue Placement Shares for a Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution			
Resolution 5 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolution 1 to 5, Shareholders are directing the proxy not to vote on that Resolution on a show Of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is -----%

PLEASE SIGN HERE
Individual or Member 1

Sole Director and
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary