



# METALS FINANCE LIMITED

SPECIALISTS IN METAL RECOVERY

Dear Shareholder,

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS OF METALS FINANCE LIMITED ABN 83 127 131 604 (COMPANY)

Notice is hereby given that an Annual General Meeting (AGM) of the Company's shareholders is to be held as follows:

Venue: Stamford Plaza Brisbane - Corner of Margaret & Edward Streets Brisbane QLD 4000  
Time: 11.00 am (Brisbane time)  
Date: Friday 16<sup>th</sup> December 2011

You are encouraged to attend the meeting, but if you cannot, you are requested to complete and return the enclosed Proxy Form without delay as follows:

Proxies may be lodged using the reply paid envelope, or

- **BY MAIL**  
Share Registry  
Boardroom Pty Ltd  
GPO Box 3993  
Sydney NSW 2001  
Australia
- **BY FAX**  
+ 61 2 9290 9655
- **IN PERSON**  
Share Registry  
Boardroom Pty Ltd  
Level 7  
207 Kent Street  
Sydney NSW 2000 Australia

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Ian Morgan  
Company Secretary

11<sup>th</sup> November 2011

This is an important document that should be read in its entirety.  
If you do not understand it, you should consult with your professional advisers without delay.

If you wish to discuss any aspects of this document with the Company, please contact:  
Mr. Ian Morgan, Company Secretary of Metals Finance Limited on +61 7 3807 4166.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that an Annual General Meeting of Metals Finance Limited ABN 83 127 131 604 will be held on Friday 16th December 2011 at 11.00 am (Brisbane time) at Stamford Plaza Brisbane - Corner of Margaret & Edward Streets Brisbane QLD 4000, to consider, and if thought fit, pass the resolutions below.

The Proxy Form accompanying this Notice is incorporated in and comprises part of this Notice.

Explanatory notes, appearing under each item of business below, have been prepared to provide you with material information reasonably required to enable you to make an informed decision on how to vote upon the business to be conducted at the Annual General Meeting (AGM).

The purpose of the AGM is to consider and if thought fit, pass the Resolutions.

The Directors recommend that Shareholders read this Notice of Meeting of Shareholders, before determining whether to support the Resolutions or otherwise.

### 1. ORDINARY BUSINESS

#### 1.1. Receive and Consider Financial Statements

To receive and consider the financial statements and reports of the Company for the year ended 31<sup>st</sup> August 2011.

*Note: There is no requirement for Shareholders to approve these reports.*

The statutory annual report will be available at least 21 days before Friday 16th December 2011, for members to access and download from <http://www.metalsfinance.com>

If you would like to receive a hard copy of the statutory annual report free of charge you can contact Metals Finance Limited by telephoning 61 7 3807 4166.

#### 1.2. RESOLUTION 1: Remuneration Report

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

That the Company adopt the Remuneration Report for the financial year ended 31<sup>st</sup> August 2011.

*Notes:*

- *This Resolution is advisory only and does not bind the Company or the directors.*
- *The directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*
- *The Chairman of the meeting will **not** vote undirected proxies in favour of adopting the Remuneration Report.*
- *If 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.*

## NOTICE OF ANNUAL GENERAL MEETING

### 1.3. RESOLUTION 2: Election of Director – Rick Anthon

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

*"That Mr. Richard (Rick) Stacy Anthon being a Director of the Company who retires by rotation pursuant to rule 13.4 of the Company's Constitution, and being eligible, is elected as a Director of the Company."*

*Notes:*

- *Mr Anthon has consented to be elected a director of the Company.*
- *The non-candidate directors unanimously support the election of Mr Rick Anthon.*
- *The Chairman of the meeting intends to vote undirected proxies in favour of Mr Anthon's election.*

## 2. VOTING RIGHTS AND PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed proxy form.

- A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- This appointment may specify the proportion or number of votes that the proxy may exercise.
- The proxy need not be a member of the Company.
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half of the votes.

### 2.1. HOW THE CHAIRMAN OF THE MEETING WILL VOTE UNDIRECTED PROXIES

The Chairman of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions, except for resolution 1 (Remuneration Report). Any undirected proxies held by the Chairman will not be voted on Resolution 1 (Remuneration Report).

**Accordingly, if you appoint the Chairman of the meeting as your proxy, you should direct him how to vote on Resolution 1 (Remuneration Report) if you want your Shares to be voted on that item of business.**

### 2.2. PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

If you appoint the Chairman of the meeting as your proxy and do not direct him how to vote on Resolution 1 (Remuneration Report), he will not vote your proxy on that item of business. The same will apply if you appoint any other director of the Company, any other of its key management personnel or any of their closely related parties. Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 31<sup>st</sup> August 2011. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependents and companies they control.

## NOTICE OF ANNUAL GENERAL MEETING

### 2.3. PROXY VOTING

To vote by proxy, please complete, sign and return the enclosed Proxy Form without delay as follows:

**BY MAIL**

Share Registry  
Boardroom Pty Ltd,  
GPO Box 3993  
Sydney NSW 2001

**BY FAX**

+ 61 2 9290 9655

**IN PERSON**

Share Registry  
Boardroom Pty Ltd  
Level 7  
207 Kent Street  
Sydney NSW 2000

Proxy Forms must be received not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

### 3. DATE FOR DETERMINING HOLDERS OF SHARES

For the purposes of regulation 7.11.37 of the Corporations Act and ASX Settlement Operating Rule 5.6.1, the Directors have set End of Day on Wednesday, 14<sup>th</sup> December 2011 as the time and date to determine holders of the Company's ordinary fully paid shares for the purposes of the Annual General Meeting. Share transfers registered after that deadline will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

### 4. GLOSSARY

- **AGM or Annual General Meeting** means the annual general meeting to commence 11.00 am (Brisbane time) on Friday 16th December 2011 and notified to the Company's Shareholders by this Notice.
- **ASX** means ASX Limited ABN 98 008 624 691.
- **ASX Listing Rules** means the official listing rules issued and enforced by the ASX as amended from time to time.
- **Board or Board of Directors** means the board of Directors of the Company.
- **Company** means Metals Finance Limited (ABN 83 127 131 604).
- **Constitution** means the constitution of the Company, as amended from time to time.
- **Corporations Act** means the Corporations Act 2001 (Commonwealth).
- **Directors** mean the directors of the Company from time to time and Director has a corresponding meaning.
- **End of Day** means on any trading day, 7.00pm Sydney time or such other time as ASX Settlement may from time to time determine.
- **Explanatory Notes** means the notes included in the Notice which convened this meeting.
- **Notice** means this notice of Annual General Meeting.
- **Remuneration Report** means the remuneration report which forms part of the Directors' Report of the Company for the financial year ended 31<sup>st</sup> August 2011 and which is set out in the 2011 Annual Report.
- **Share** means a fully paid ordinary share in the issued capital of the Company and Shares has a corresponding meaning.
- **Shareholder** means shareholder of the Company and Shareholders has a corresponding meaning.

Dated this 11th November 2011  
By order of the Board

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Ian Morgan  
Company Secretary

## NOTICE OF ANNUAL GENERAL MEETING

### 5. EXPLANATORY STATEMENT TO SHAREHOLDERS

This Explanatory Statement has been prepared to assist shareholders of the Company to understand the business to be put to the Company's shareholders, for their consideration at the forthcoming Annual General Meeting of the Company.

The Directors recommend that you read this Explanatory Statement and attend the forthcoming Annual General Meeting.

#### 5.1. Annual Financial Statements

The Corporations Act requires the Company's financial statements and reports of the Directors' and of the auditor's for the year ended 31<sup>st</sup> August 2011 to be laid before the Annual General Meeting. The financial statements and the reports of the Directors' and of the auditor's are contained in the Company's 2011 Annual Report, a copy of which is available on the Company's website at [www.metalsfinance.com](http://www.metalsfinance.com).

While no resolution is required in relation to this item, the Company's shareholders should consider the documents and raise any matters of interest with the Company's directors when this item is being considered.

The Company's auditor will also be present at the meeting and the Company's shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies and the independence of the auditor.

#### 5.2. RESOLUTION 1: Remuneration Report

The Remuneration Report of the Company for the financial year ended 31<sup>st</sup> August 2011 is set out in the Company's 2011 Annual Report which is available on the Company's website [www.metalsfinance.com](http://www.metalsfinance.com)

The Remuneration Report sets out the Company's remuneration arrangements for directors. The Chairman of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the meeting. In addition, Shareholders will be asked to vote on the Remuneration Report.

The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors must go up for re-election.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Remuneration Report). Shareholders not attending the meeting may use the enclosed Proxy Form to lodge their vote by appointing a Proxy. Any undirected proxies held by the Chairman of the meeting, other directors or other key management personnel or any of their closely related parties will not be voted on Resolution 1 (Remuneration Report).

Key management personnel of the Company are the directors of the Company, and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for

**NOTICE OF ANNUAL GENERAL MEETING**

the financial year to 31<sup>st</sup> August 2011. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control. If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Voting Form for that item of business.

**5.3. RESOLUTION 2: Election of Director – Rick Anthon**

It is a requirement under the Company's Constitution, Clause 13.4 that one third of all directors (other than the Managing Director and directors appointed since the last annual general meeting to fill a casual vacancy) retire at each annual general meeting. Accordingly, Mr. Rick Anthon retires from office, and being eligible, offers himself for election as a non-executive Director of the Company.

Rick Anthon is the Managing Partner of the Queensland law firm Hemming+Hart. He has practiced extensively in corporate, mining and resources law for over 20 years. He has advised on numerous acquisitions, joint ventures, and debt and capital raisings both in Australia and overseas. Additionally Rick has acted as non-executive director for a number of public resource companies over the last 15 years and has previously chaired audit and remuneration committees for those companies.



**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**  
Boardroom Pty Ltd  
GPO Box 3993  
Sydney NSW 2001  
Australia

Name and Address

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Security holders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11:00AM  
WEDNESDAY 14<sup>th</sup> DECEMBER 2011**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy  
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered security holder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

### STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

**Individual:** This form is to be signed by the security holder.

**Joint Holding:** where the holding is in more than one name, all the security holders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **11.00am on Friday 16<sup>th</sup> December 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

- **BY MAIL**  
Share Registry  
Boardroom Pty Ltd,  
GPO Box 3993  
Sydney NSW 2001  
Australia
- **BY FAX**  
+ 61 2 9290 9655
- **IN PERSON**  
Share Registry  
Boardroom Pty Ltd  
Level 7  
207 Kent Street  
Sydney NSW 2000 Australia



# METALS FINANCE LIMITED

SPECIALISTS IN METAL RECOVERY

<Address 1>

<Address 2>

<Address 3>

<Address 4>

<Address 5>

<Address 6>

barcode

## STEP 1 - Appointment of Proxy

I/We being a member/s Of Metals Finance Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting<sup>1</sup>, as my/our proxy at the Annual General Meeting of Metals Finance Limited to be held at the Stamford Plaza Brisbane - Corner of Margaret & Edward Streets Brisbane QLD 4000 commencing 11.00am on Friday 16<sup>th</sup> December 2011 and at any adjournment of that meeting, to act 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.

**<sup>1</sup> If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Chairman of the meeting, Directors and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting) will not cast any votes in respect of Resolution 1 (Remuneration Report) that arise from undirected proxies that they hold.**

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

## STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business	For	Against	Abstain*
Resolution 1 To adopt the Remuneration Report for 31 <sup>st</sup> August 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To elect Richard Anthon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

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

## STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / /2011