



## **Alien Metals Ltd**

# **Notice of Annual General Meeting**

**27 November 2019 at 11:30am**

**This document is important and requires your immediate attention.** If you are in any doubt as to what action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other independent professional adviser immediately. If you have sold or otherwise transferred all of your shares, please pass this document, together with the accompanying documents, to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.



27 September 2019

Dear Shareholder,

**1. Background**

I am writing to you to explain the resolutions to be proposed at this year's Annual General Meeting ("AGM") to be held on Wednesday 27 November 2019, at 11:30am, at Berkeley Square House, Berkeley Square, London W1J 6BD, United Kingdom, and which are set out in Part II of this document ("Document"). All resolutions to be proposed at the AGM will be proposed as ordinary resolutions.

**2. AGM Business**

The business to be considered at the AGM is as follows:

**Resolution 1 Receiving and adopting the accounts**

The Company's audited financial statements for the financial year ended 31 December 2018 and the report of the auditors thereon will be submitted to the Meeting. Receipt at the Meeting of the auditors' report and the Company's audited consolidated financial statements for the financial year ended 31 December 2018 will not constitute approval or disapproval of any matters referred to therein.

**Resolutions 2 to 5 Appointment or reappointment of directors**

The Articles of Association of the Company provide that the Company is authorised to appoint a minimum of one and a maximum of twelve directors. The board of directors of the Company currently consists of four directors.

The skills and experience that each director brings to their role (as described in their biographies on the following pages), each director's contribution is, and continues to be, important to the Company's long term sustainable success.

Dan Smith

Dan Smith was appointed by the Board in the period following the previous AGM and will stand for election by shareholders for the first time.

Dan Smith serves as non-executive Chairman of the Company and is responsible for the leadership of the Board.

Dan Smith has a Bachelor of Arts degree in International Relations awarded by Curtin University, Australia, and over 10 years' capital markets experience working in various roles. Dan's experience includes roles as an Executive and Non-Executive Director and Company Secretary of companies with shares quoted on AIM, ASX and NSX. He also founded Minerva Corporate Pty Ltd, a boutique corporate services firm in 2013, which is focused on providing corporate advisory, company secretarial, and accounting services to listed and unlisted entities, as well as compliance manager services for IPOs and RTOs across sectors including natural resources. Dan is currently a Non-Executive Director and Company Secretary of AIM traded Europa Metals Ltd, a European focused zinc-lead exploration company.

### Bill Brodie Good

Bill Brodie Good was appointed by the Board in the period following the previous AGM and will therefore stand for election by shareholders for the first time.

Bill is responsible for the entire process of field exploration, from area selection and project acquisition, through recruitment, planning and execution of field work and project development. He has the constant drive to advance a good exploration project, and the personal and management skills that are necessary to work effectively with the local population and authorities, whilst advancing the interests of a company's stakeholders and investors. Bill is currently a Director of KBG Consultants Ltd, an exploration consultancy business.

Bill has worked in minerals exploration in over 40 countries, across Africa, the Middle East, Central Asia and SE Asia, since his geological studies and early years in the mining industry in Australia. He has over 25 years' in mineral exploration, working for start-ups, juniors, mid-tier and major (Rio Tinto Mining and other Rio Tinto group companies in a variety of roles) resource companies, as well as five years as a principal with SRK Exploration Services Ltd, a leading global mining consultancy group. He has had extensive experience setting up new companies, establishing exploration teams and managing mineral exploration projects throughout Africa, with a specialised focus on francophone African countries, where his spoken and written fluency in French is an essential asset.

Bill has worked most of the major mineral commodities, including Gold, Base Metals, Iron Ore, Diamonds and Uranium, operating in diverse geological terrains, and in running teams of up to 100 employees.

### James Cable

James Cable has been a chartered accountant for over 35 years and is a finance director with extensive experience at board level in quoted and entrepreneurial private companies. He has significant international and commercial experience gained in the Middle East, Africa, Far East and Europe in several business sectors including natural resources and construction. He is a former Finance Director of Kopane Diamond Developments Plc and Mantle Diamonds Ltd and advises natural resources companies on corporate strategy and project finance.

James serves as an independent non-executive director and chairs each of the Audit Committee and Nomination & Remuneration Committee.

James Cable is deemed an independent director. He has acted as a director of the Company for more than nine years, which can in some circumstances be seen to impair a director's independence, however, the Board recognises significant value of having a director familiar with the history of the Company and the Board considers Mr Cable to be independent in character and judgement. All the non-executive directors participate in the Company's share option plan; the extent of their participation is not considered to impact their independence.

### Chris Gordon

Chris Gordon has a Bachelor of Economics degree awarded by the University of London and over 10 years' experience in the financial services sector in London, working in dealing and trading roles with a focus on raising capital for listed companies. Chris Gordon previously acted as a non-executive director for Gunsynd plc which is listed on AIM.

Chris serves as an independent non-executive director and is a member of the Audit Committee and Nomination & Remuneration Committee.

**Resolutions 6 to 7    Auditors appointment and remuneration**

It is proposed to authorise the Board of Directors to appoint auditors of the Company and to determine their remuneration.

**3. Recommendation**

The Board considers that each of the Resolutions is in the best interest of the Company and its Shareholders as a whole and unanimously recommends that Shareholders vote in favour of the Resolutions.

*“Dan Smith”*

**Dan Smith**  
Chairman  
Alien Metals Ltd

## PART II

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of shareholders (the “**Meeting**”) of Alien Metals Ltd (the “**Company**”) will be held at 11:30am on Wednesday 27 November 2019 at Berkeley Square House, Berkeley Square, London W1J 6BD, United Kingdom, to consider and, if thought appropriate, pass the following ordinary resolutions:

- Resolution 1** To receive the audited financial statements of the Company for the year ended 31 December 2018 together with the report of the auditors thereon
- Resolution 2** To elect Dan Smith as a director
- Resolution 3** To elect Bill Brodie Good as a director
- Resolution 4** To re-elect James Cable as a director
- Resolution 5** To re-elect Chris Gordon as a director
- Resolution 6** To authorise the Board of Directors to appoint auditors of the Company
- Resolution 7** To authorise the Board of Directors to determine the remuneration of the auditors

#### **By Order of the Board**

*“David Taylor”*

**David Taylor**  
Company Secretary  
Alien Metals Ltd

27 September 2019

## Notes

Only holders of Common Shares entered on the Company's register of members at 18:00 BST on Monday 25 November 2019, or in the event of an adjournment, 18:00 on the date which is two business days before the time of the adjourned meeting, or their proxies, are entitled to notice of and to speak and vote at the Meeting. Members may cast votes only in respect of shares of which they were registered holders at such time, and changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the AGM.

Shareholders not attending the Meeting or any adjournment thereof in person may appoint a proxy by completing and depositing the enclosed proxy form at the offices of Computershare Investor Services (BVI) Limited, c/o Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY, by 11:30 BST on 25 November 2019 or 48 business-day hours before any adjourned meeting. Holders of Depositary Interests not attending the Meeting or any adjournment thereof in person may instruct the Depositary by completing and depositing the enclosed form of instruction at the offices of Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol, BS99 6ZY, United Kingdom, by 11:30 BST on 22 November 2019 or 72 business-day hours before any adjourned meeting. Alternatively, if you hold your shares through a nominee service please contact your nominee service provider for instructions on how to attend and vote.

If you are able to attend the Meeting, or any adjournment thereof, lodging your proxy will not prevent you from voting in person.

Holders of Depositary Interests in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf. In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 11:30 BST on 22 November 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. Holders of Depositary Interests in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the Depositary Interest holder concerned to take (or, if the Depositary Interest holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time. In this connection, Depositary Interest holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

The Company may treat as invalid a CREST Voting Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

The completion and return of this form will not preclude a member from attending the meeting and voting in person. Should the holder or a representative of that holder wish to attend the meeting and/or vote at the meeting, they must notify the Depositary in writing or email [UKALLDITeam2@computershare.co.uk](mailto:UKALLDITeam2@computershare.co.uk).