



ASX Announcement

30 December 2016

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Important note to shareholders

MHM Metals Limited (ASX: MHM) (**Company**) advises that it has prepared the following Addendum to the Notice of Meeting and Explanatory Statement dated 15 December 2016 in respect of the Annual General Meeting to be held at 1:00pm (AEDST) on Monday, 16 January 2017 at the offices of Grant Thornton, The Rialto, Level 30, 525 Collins Street, Melbourne, Victoria (**Original Notice**).

The Addendum should be read in conjunction with, and forms part of, the Original Notice.

Withdrawn Resolutions and Additional Resolutions

As a result of the board resignations and appointments as announced on 21 December 2016, the Company advises that the Addendum has been prepared to make the following required amendments to the Original Notice:

1. Resolution 2 – Election of Mr Paul Harley as a Director of the Company: Resolution has been withdrawn.
2. Resolution 3 – Election of Mr Francis DeSouza as a Director of the Company: Resolution has been withdrawn.
3. The following additional resolutions have been proposed:
 - (a) Resolution 4 – Election of Mr Faldi Ismail as a Director of the Company;
 - (b) Resolution 5 – Election of Mr Bryn Hardcastle as a Director of the Company; and
 - (c) Resolution 6 – Election of Mr Nicholas Young as a Director of the Company.

Full details regarding Resolutions 4, 5 and 6 are set out in the Explanatory Statement in the Addendum.

New Proxy Form

A new Proxy Form accompanies the Addendum and will be provided to all shareholders. Shareholders are advised that:

- If you have already voted and wish to vote on Resolutions 4, 5 and/or 6 or otherwise change your proxy vote

Please complete and return the new Proxy Form annexed to the Addendum.

- If you have already voted and do not wish to vote on Resolutions 4, 5 and/or 6 or otherwise change your vote

You need not take any action as the earlier submitted Proxy Form remains valid.

- If you have not returned your proxy and wish to vote

Please complete and return the new Proxy Form annexed to the Addendum.

Proxy forms must be returned to the Share Registry by no later than 1:00pm (AEDST) on Saturday, 14 January 2017.

To vote in person, attend the Meeting at the time and place set out above.

For further information, please contact:

MHM Metals Limited
Faldi Ismail
Non-Executive Chairman
+61 (3) 9692 7222

MHM METALS LIMITED

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ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

MHM Metals Limited (Company) hereby gives notice to Shareholders that, in relation to the Notice of Meeting dated 15 December 2016 in respect of the Annual General Meeting to be held at the offices of Grant Thornton, The Rialto, Level 30, 525 Collins Street, Melbourne, Victoria, on Monday, 16 January 2017 at 1:00pm (AEDST) (**Meeting**), the Directors have resolved to remove Resolutions 2 and 3, to add Resolutions 4, 5 and 6 as set out below, and to supplement the information contained in the Explanatory Statement.

Withdrawn Resolutions

Resolution 2 of the Notice of Meeting has been withdrawn.

Resolution 3 of the Notice of Meeting has been withdrawn.

Additional Resolutions

Resolution 4: Election of Mr Faldi Ismail as a Director of the Company

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

"That, for the purposes of clause 15.3 of the Constitution and for all other purposes, Mr Faldi Ismail, a Director who was appointed on 20 December 2016, retires and, being eligible, is elected as a Director."

Resolution 5: Election of Mr Bryn Hardcastle as a Director of the Company

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

"That, for the purposes of clause 15.3 of the Constitution and for all other purposes, Mr Bryn Hardcastle, a Director who was appointed on 20 December 2016, retires and, being eligible, is elected as a Director."

Resolution 6: Election of Mr Nicholas Young as a Director of the Company

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

"That, for the purposes of clause 15.3 of the Constitution and for all other purposes, Mr Nicholas Young, a Director who was appointed on 20 December 2016, retires and, being eligible, is elected as a Director."

BY ORDER OF THE BOARD



Justin Mouchacca
Company Secretary

Dated: 29 December 2016

MHM METALS LIMITED

ACN 124 212 175

ADDENDUM TO THE EXPLANATORY STATEMENT

Resolutions 4, 5 and 6: Election of Mr Faldi Ismail, Mr Bryn Hardcastle and Mr Nicholas Young as Directors of the Company

General

Clause 15.3(a) of the Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 15.3(b) of the Constitution, any Director so appointed must retire at the next shareholders meeting and is then eligible for election by Shareholders under clause 15.4(c) of the Constitution.

On 20 December 2016, Mr Faldi Ismail, Mr Bryn Hardcastle and Mr Nicholas Young were appointed as Directors of the Company.

Accordingly, Messrs Ismail, Hardcastle and Young resign as Directors at this annual general meeting and, having consented and being eligible, seek approval to be elected as Directors.

Director Biographies

Faldi Ismail - Chairman

Mr Ismail has significant experience working as a corporate advisor specialising in the restructure and recapitalisation of a wide range of ASX-listed companies having many years of investment banking experience covering a wide range of sectors. He has significant cross-border experience, having advised on numerous overseas transactions including capital raisings, structuring of acquisitions and joint ventures in numerous countries.

Mr Ismail is the founder and operator of Otsana Capital, a boutique advisory firm specialising in mergers and acquisitions, reverse takeovers, capital raisings and initial public offerings. Mr Ismail is currently a non-executive director of dual listed Asiamet Limited (previously Kalimantan Gold Corporation Limited) (TSXV/AIM listed - Ticker Code "ARS"), Dotz Nano Ltd (ASX:DTZ), WHL Energy Limited (ASX:WHN), Cre8tek Limited (ASX:CR8) and Ookami Limited (ASX:OOK).

Bryn Hardcastle

Mr Hardcastle is an experienced corporate lawyer specialising in corporate, commercial and securities law. He is the managing director of Bellanhouse Legal which predominantly advises on equity capital markets, re-compliance transactions and takeovers across a variety of industries. Mr Hardcastle has extensive international legal experience and has advised on numerous cross border transactions. He also has experience acting as a non-executive director of ASX-listed companies.

Mr Hardcastle is also a non-executive director of Attila Resources Limited (ASX: AYA), Cre8tek Limited (ASX: CR8) and ServTech Global Holdings Ltd (ASX: SVT, to be listed).

Nicholas Young

Mr Young holds a Bachelor of Commerce, majoring in Accounting and Finance, is a Chartered Accountant and has completed the Insolvency Education Program at the Australian Restructuring Insolvency and Turnaround Association.

Nicholas commenced his career in the Corporate Restructuring division of an accounting firm and has gained valuable experience in Australia and Southern Africa, across a wide range of industries, including mining and exploration, mining services, renewable energy, professional services, manufacturing and transport. Mr Young has been involved in the recapitalisation of various ASX-listed companies.

Directors' Recommendation

The Board (with Mr Ismail abstaining), recommends that shareholders vote in favour of the election of Mr Ismail.

The Board (with Mr Hardcastle abstaining), recommends that shareholders vote in favour of the election of Mr Hardcastle.

The Board (with Mr Young abstaining), recommends that shareholders vote in favour of the election of Mr Young.

The Chairman of the Meeting intends to exercise all available proxies in favour of Resolutions 4, 5 and 6.

Voting Exclusions

There are no voting exclusions on Resolutions 4, 5 or 6.

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MHM METALS LIMITED

ABN: 41 124 212 175

REGISTERED OFFICE:
LEVEL 4
100 ALBERT ROAD
SOUTH MELBOURNE VIC 3205

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«EFT_REFERENCE_NUMBER»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO Box 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE	Lodge your proxy vote securely at www.securitytransfer.com.au	<input type="text" value="«ONLINE»"/>
	<ol style="list-style-type: none"> Log into the Investor Centre using your holding details. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area. 	

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the 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 the Company to be held at 1:00pm AEDST on Monday 16 January 2017 at the Offices of Grant Thornton, The Rialto, Level 30, 525 Collins Street, Melbourne Victoria 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Paul Harley as a Director of the Company (WITHDRAWN)			
3. Election of Mr Francis DeSouza as a Director of the Company (WITHDRAWN)			
4. Election of Mr Faldi Ismail as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Election of Mr Bryn Hardcastle as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Election of Mr Nicholas Young as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * 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.

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder <input type="text"/> Sole Director & Sole Company Secretary	Security Holder 2 <input type="text"/> Director	Security Holder 3 <input type="text"/> Director/Company Secretary
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Proxies must be received by Security Transfer Australia Pty Ltd no later than 1:00pm AEDST on Saturday 14 January 2017.



My/Our contact details in case of enquiries are:

Name:

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Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

