

ALTO METALS LIMITED
ACN 159 819 173

NOTICE OF GENERAL MEETING

EXPLANATORY MEMORANDUM

AND

PROXY FORM

Date of Meeting

12 July 2019

Time of Meeting

9:00 am

Place of Meeting

Suite 9, 12-14 Thelma Street,
West Perth

The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on 08 9381 2808.

ALTO METALS LIMITED

ACN 159 819 173

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Alto Metals Limited (**Company**) will be held at the offices of the Company, at Suite 9, 12-14 Thelma Street, West Perth, Western Australia on Friday, 12 July 2019 at 9:00am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 10 July 2019 at 9:00am (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

AGENDA

1. Resolution 1 – Issue of Securities to a Related Party

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 10.11 and for all other purposes, approval is given for the Company to issue 16,666,666 Shares and 8,333,333 Options to Mr Terry Wheeler (or his nominees) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion: The Company will, in accordance with the Listing Rules, disregard any votes cast on Resolution 1 by Mr Terry Wheeler and any of his Associates. However, subject to the voting prohibition below, the Company will not disregard a vote cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form to vote as the proxy decides.

Voting Prohibition: The Company will, in accordance with the Corporations Act, disregard any votes cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company will not disregard a vote if it is cast by such a person if:

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

2. Resolution 2 - Approval of Issue of Options

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

“That, for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 30,000,000 Options to unrelated third parties, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by 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.

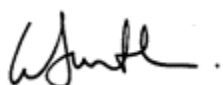
3. Resolution 3 – Ratification of Previous Issue of Securities

To consider and, if thought fit, 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 approve and ratify the issue of 3,000,000 Shares to persons who are not related parties of the Company, for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by any person who participated in the issue and any of their Associates, unless it is cast by a person as proxy for a person who is entitled to vote (in accordance with the directions on the Proxy Form) or by 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).

BY ORDER OF THE BOARD



Graeme Smith

**Company Secretary
Alto Metals Limited**

12 June 2019

ALTO METALS LIMITED

ACN 159 819 173

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Suite 9, 12-14 Thelma Street, West Perth, Western Australia on Friday, 12 July 2019 at 9:00am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 – Issue of Securities to a Related Party
Section 4	Resolution 2 – Approval of Issue of Options
Section 5	Resolution 3 – Ratification of Previous Issue of Securities
Schedule 1	Definitions
Schedule 2	Terms and Conditions of Options

A Proxy Form is enclosed with this Notice and Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and

- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

3. Resolution 1 – Issue of Securities to a Related Party

3.1 General

On 6 May 2019, the Company announced that it had secured firm commitments to raise a total of A\$2,047,502 (before costs) by way of a placement of 56,875,060 Shares at \$0.036 per share, together with 1 free attaching unquoted option, exercisable at \$0.07 for every 2 Shares subscribed for (**Shortfall Placement**).

The Company also announced that it intended to raise a further \$600,000 (subject to shareholder approval), through a placement to Alto's Chairman and major Shareholder, Mr Terry Wheeler (**Placement**) to maintain his interest in the Company. This Placement is to be made on the same terms as the Shortfall Placement.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of up to 16,666,666 Shares and 8,333,333 Options to Mr Terry Wheeler (or his nominee) arising from his participation in the Placement.

Resolution 1 is an ordinary resolution.

3.2 Listing Rule 10.11

Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in Listing Rule 10.12 applies.

Mr Wheeler is a related party of the Company by virtue of being the Company's Chairman. As the Placement involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for Mr Wheeler's participation in the Placement as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of Shares to Mr Wheeler (or his nominees) will not be included in the use if the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

3.3 Chapter 2E of the Corporations Act

Mr Wheeler's participation will result in the issue of Shares which constitutes giving a financial benefit, and Mr Wheeler is a related party of the Company by virtue of being the Company's Chairman.

Under Section 208 of the Corporations Act, for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company (such as a director of the company), the public company or entity must:

- i. obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- ii. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

Section 210 of the Corporations Act provides that shareholder approval for the purposes of Section 208 of the Corporations Act is not needed to give a financial benefit on the terms that would be unreasonable in the circumstances if the public company and the related party were dealing at arms' length.

Although the Related Party is receiving a financial benefit under the Corporations Act, the Company notes:

- i. the Related Party will be paying the same price for their Securities as all unrelated participants in the Shortfall Placement;
- ii. the participation of the Related Party in the Placement will raise an additional \$600,000 for the Company.

Accordingly, the Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required for the participation of Mr Wheeler in the Placement because the Shares will be issued to him on the same terms as Shares issued to non-related party participants in the Shortfall Placement, and as such the giving of the financial benefit is on arm's length terms.

3.4 Listing Rule 10.13

Listing Rule 10.13 contains certain requirements as to the contents of a Notice sent to Shareholders for the purposes of Listing Rule 10.11 and the following information is included in this Explanatory Memorandum for that purpose:

- (a) the Securities will be granted to Terry Wheeler, or his nominees;
- (b) the maximum number of Securities to be issued to Terry Wheeler is as follows:
 - 16,666,666 Shares; and
 - 8,333,333 Options;
- (c) the Securities will be allotted and granted on a date which will be no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Shares will be issued at \$0.036 per Share, being the same as all other Shares issued under the Shortfall Placement;
- (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) the Options will be granted for nil consideration and accordingly no funds will be raised by the grant of the Options;
- (g) the Options will not rank equally with other fully paid Shares until they are exercised. Shares issued on exercise of the Options will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing Shares on issue;
- (h) the exercise price and other terms and conditions of the Options are set out in Schedule 2 to this Explanatory Memorandum;
- (i) the funds raised will be used to advance drilling at its flagship Sandstone Gold Project, progress further exploration, resource study work and cover general working capital; and
- (j) a voting exclusion statement is included in this Notice.

3.5 Directors' Recommendation

The Directors of the Company abstain from making a recommendation in relation to this Resolution.

4. Resolution 2 – Approval of Issue of Options

4.1 General

On 6 May 2019, the Company announced that it had secured firm commitments to raise a total of A\$2,047,502 (before costs) by way of the Shortfall Placement.

Resolution 2 seeks the approval of Shareholders to enable the Directors, to issue up to 30,000,000 Options in the Company as partial consideration for capital raising services provided to the Company, pursuant to the terms and conditions of the capital raising mandate associated with the Shortfall Placement.

The Options will be issued with an exercise price of \$0.07 per share with an expiry date that is 18 months from the date of issue. Further terms and conditions of the Options are set out in Schedule 2.

Resolution 2 is an ordinary resolution.

4.2 Listing Rule 7.1

Listing Rule 7.1 provides that a Company must not, subject to specified exceptions, 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 effect of Shareholders passing Resolution 2 will be to restore the Company's ability to issue further Equity Securities, to the extent of 30,000,000 Equity Securities, during the next 12 months without the requirement to obtain prior Shareholder approval.

4.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3, information regarding the issue of the Options is provided as follows:

- (a) The maximum number of Options that the Company may issue under Resolution 2 is 30,000,000;
- (b) The Options may be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules);
- (c) the Options will be granted for nil consideration and accordingly no funds will be raised by the grant of the Options;
- (d) The Options will be issued to the following parties (and/or their nominees) who are not related parties of the Company:
 - 10,000,000 – Empire Capital;
 - 10,000,000 – Bluebird Capital; and
 - 10,000,000 – Other unrelated third parties;
- (e) Shares issued on exercise of the Options will be fully paid ordinary shares in the capital of the Company ranking equally in all respects with the Company's existing Shares on issue;
- (f) the exercise price and other terms and conditions of the Options are set out in Schedule 2 to this Explanatory Memorandum;
- (g) It is expected that all of the Options will be issued on one date; and
- (h) A voting exclusion statement is included in the Notice.

4.4 Directors' recommendation

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 2.

5. Resolution 3 – Ratification of Previous Issue of Securities

5.1 General

On 17 January 2019 the Company issued 3,000,000 Shares at a deemed issue price of \$0.04 per Share, under its 15% placement capacity under Listing Rule 7.1.

The issue was made to acquire the surface prospecting and fossicking rights at Sandstone which were held by the vendors of Sandstone Exploration Pty Ltd, a company which was acquired by Alto in 2016.

It now seeks, pursuant to Resolution 3 of the Notice, to ratify the allotment and issue of those Shares.

Resolution 3 is an ordinary resolution.

5.2 Listing Rules 7.1 and 7.4

A summary of Listing Rule 7.1 is contained within Section 4.2 above.

ASX Listing Rule 7.4 permits the ratification of previous issues of securities made without prior shareholder approval provided the issue did not breach the 15% threshold set by Listing Rule 7.1. The purpose and effect of such a ratification is to restore the Company's discretionary power to issue further Shares under its 15% capacity under Listing Rule 7.1 during the next 12 months without requiring shareholder approval.

The Company proposes Resolution 3 to ratify a previous issue of Shares in accordance with ASX Listing Rule 7.4. The Company confirms that the issue and allotment of the Shares, the subject of Resolution 3 did not breach ASX Listing Rule 7.1.

5.3 Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 3,000,000 Shares were allotted and issued by the Company;
- (b) the deemed issue price per Share was \$0.04 per Share;
- (c) the Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary Shares on issue;
- (d) the Shares were issued to the vendors of Sandstone Exploration Pty Ltd (Stephen Stone and Bruce Legendre), each of whom are not a related party of the Company;
- (e) no money was raised from the issue of the Shares; and
- (f) a voting exclusion statement is included in the Notice.

5.4 Directors' Recommendation

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3.

Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

ASX means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Bluebird Capital means Bluebird Capital Pty Ltd (ACN 615 426 054)

Board means the board of Directors.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Closely Related Party means a spouse or child of the member, or has the meaning given in section 9 of the Corporations Act.

Company means Alto Metals Limited (ACN 159 819 173).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Empire Capital means Empire Capital Partners Pty Ltd (ACN 159 992 328).

Equity Securities has the same meaning as the Listing Rules.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of an entity within the consolidated group.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of General Meeting.

Option means an option to acquire a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Shortfall Placement has the meaning given in section 3.1

Section means a section of the Explanatory Memorandum.

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

Shareholder means the holder of a Share.

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

Schedule 2 - Terms and Conditions of Options

(a) Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary share upon exercise of the Option.

(b) Exercise Price

The amount payable upon exercise of each Option will be equal to 7 cents (**Exercise Price**).

(c) Expiry Date

The Options will expire at 5pm WST on the date that is 18 months from the date of issue (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.

(d) Exercise Period

The Options may be exercised at any time until the Expiry Date (**Exercise Period**).

(e) Exercise of Options

The Options may be exercised during the Exercise Period by:

- (i) notice in writing to the Company in the manner specified on the Option certificate specifying the number of Options being exercised (**Relevant Number**); and
- (ii) payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (**Settlement Price**).

The Option holder may only exercise Options in multiples of 10,000 Options unless the Option holder exercises all Options held by the Option holder.

(f) Timing of issue of Shares upon exercise

The Company must, within the time period specified by the ASX Listing Rules, after receiving a notice for exercise of Options and subject to receipt by the Company of the Settlement Price:

- (i) issue the Option holder the Relevant Number of Shares;
- (ii) issue, or cause to be issued, to the Option holder a holding statement for the Relevant Number of Shares; and
- (iii) if applicable, issue a replacement Option certificate to the Option holder for the balance of any unexercised Options.

(g) Share ranking

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(h) Transferability

The Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws, and shall survive death of the recipient.

(i) Quotation of Options

The Company will not apply to ASX for Official Quotation of the Options.

(j) Quotation of Shares on exercise

If admitted to the Official List of ASX at the time, the Company will apply to ASX for Official Quotation of the Shares issued on exercise of Options.

(k) Participation rights

The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the Record Date for determining entitlements to the issue of Securities and participate as a result of holding Shares. The Company must give the Option holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.

(l) Reorganisation

If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled to and the exercise price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(m) Amendments

The number and exercise price of the Options remains the same regardless of whether the Company makes a bonus issue of Shares or other securities to Shareholders

(n) Adjustments

Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

(o) Governing law

These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

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

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: AME

Your proxy voting instruction must be received by **9.00am (WST) on Wednesday 10th July 2019** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 should sign.

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

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

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

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

CORPORATE REPRESENTATIVES

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






ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



Contact	Return your completed form  BY MAIL Automic GPO Box 5193 Sydney NSW 2001		 IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000		 BY EMAIL meetings@automicgroup.com.au		All enquiries to Automic  WEBCHAT https://automic.com.au/		 PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)	
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STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online I/We being a Shareholder entitled to attend and vote at the General Meeting of Alto Metals Limited, to be held at 9.00 am (WST) on Friday 12th July 2019 at Suite9, 12-14 Thelma Street, West Perth WA hereby:																												
	Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.																												
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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.																													
AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 (except where I/we have indicated a different voting intention below) even though Resolutions 1 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.																													

STEP 2: Your Voting Direction	Resolutions			For	Against	Abstain
	1.	Issue of Securities to a Related Party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	2.	Approval of Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	3.	Ratification of Previous Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	<i>Please note: If you mark the abstain box for a particular Resolution, you are directing your 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.</i>					

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED																												
	Individual or Securityholder 1			Securityholder 2			Securityholder 3																						
	<input style="width: 100%; height: 30px;" type="text"/>			<input style="width: 100%; height: 30px;" type="text"/>			<input style="width: 100%; height: 30px;" type="text"/>																						
	Sole Director and Sole Company Secretary			Director			Director / Company Secretary																						
	Contact Name:																												
	<table border="1" style="width: 100%; height: 20px;"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>																												
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Contact Daytime Telephone					Date (DD/MM/YY)																								
<table border="1" style="width: 100%; height: 20px;"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>															<table border="1" style="width: 100%; height: 20px;"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>														
By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).																													