

AEON METALS LIMITED
A.C.N. 121 964 725



NOTICE OF GENERAL MEETING
AND
PROXY FORM

Date of Meeting
6 FEBRUARY 2013

Time of Meeting
11.00 am

Place of Meeting

Level 3
66 Hunter Street

Sydney NSW 2000

AEON METALS LIMITED
A.C.N. 121 964 725

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Aeon Metals Limited, A.C.N. 121 964 725 (the "Company"), will be held at Level 3, 66 Hunter Street, Sydney, NSW 2000 on Wednesday, 6 February 2013 commencing at 11.00 am for the purpose of transacting the following business.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered shareholders of the Company at 7.00 pm (Sydney time) on 4 February 2013.

A Glossary explaining the meaning of particular words and expressions in this Notice is at the end of this Notice.

AGENDA

Resolution 1 Ratification of Placement announced on 9 November 2012 (ordinary resolution).

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the placement of 16,000,000 Shares and 6,890,033 Options to SLW Minerals Corporation Pty Ltd announced by the Company on 9 November 2012 is hereby ratified.”

Voting Exclusion The Company will, in accordance with the Listing Rules of the Australian Securities Exchange, disregard any votes cast on this Resolution by SLW Minerals Corporation Pty Ltd and any associate of that person. However, the Company need not disregard a vote if 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 if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on a proxy form to vote as the proxy decides.

Explanatory Information

ASX Listing Rule 7.1 precludes the Company issuing securities representing more than 15% of its issued capital in any 12 month period unless it obtains shareholder approval. During November 2012 the Company made the placement of the Shares and Options described in this Resolution. This placement was within the Company's capacity under ASX Listing Rule 7.1. ASX Listing Rule 7.4 permits the Company to now seek approval of these placements from shareholders and the effect of ratification will be to restore the Company's 15% placement capacity. A copy of the Company's announcement dated 9 November 2012 explaining the placement is at Annexure 2.

The following additional information is provided in accordance with ASX Listing Rule 7.5;

- 16,000,000 Shares and 6,890,033 Options were allotted.
- The Shares were allotted for 4.2 cents per share and no cash consideration was received for the Options.
- The Shares were ordinary fully paid shares ranking equally with the issued shares of the Company. The terms of the Options are set out in Annexure 1.
- The allottee of these Shares and Options was SLW Minerals Corporation Pty Ltd.
- The funds raised were for working capital.

Resolution 2 – Approval to the Issue of 6,409,967 Options to SLW Minerals Corporation Pty Ltd

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

“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 6,409,967 Options to SLW Minerals Corporation Pty Ltd pursuant to the transaction announced by the Company on 9 November 2012 is hereby approved.”

<p>Voting Exclusion The Company will, in accordance with the Listing Rules of the Australian Securities Exchange, disregard any votes cast on this Resolution by SLW Minerals Corporation Pty Ltd and any associate of that person. However, the Company need not disregard a vote if 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 if it is cast by a person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on a proxy form to vote as the proxy decides.</p>
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Explanatory Information

On 9 November 2012, the Company announced a transaction whereby it had acquired 60% control of SLW Queensland Pty Ltd from SLW Minerals Corporation Pty Ltd (SLW Minerals) and had received \$675,000 in cash in consideration of the issue to SLW Minerals of 16 million Shares and an aggregate of 13.3 million Options, of which the issue of 6,409,967 Options was conditional upon shareholder approval. A copy of the Company’s announcement is at Annexure 2. This Resolution seeks shareholder approval to the issue of those 6,409,967 Options. If this Resolution is approved, SLW Minerals will hold an aggregate of 13.3 million Options in addition to its current holding of 16 million Shares. As a consequence of its current shareholding, SLW Minerals is a substantial shareholder in the Company as the holder of 9.48% of the Company’s issued shares. If all the Options were exercised, based on the Company’s current issued capital, SLW Minerals would hold 16.08% of the Company’s issued shares and the Company would receive \$1,995,000.

In accordance with ASX Listing Rule 7.3, the following additional information is provided;

- The maximum number of securities to be issued is 6,409,967 Options.
- The Options will be issued no later than 3 months after the date of this meeting.
- The issue price of the Options will be nil consistent with the price of the Options already issued.
- The allottee of the Options will be SLW Minerals Corporation Pty Ltd.
- The terms of the Options are set out in Annexure 2.
- The funds raised by the transaction of which the issue of the Options is part will be used for working capital.

- The allotment of the Options will not occur progressively but on a date no later than 3 months after the date of this meeting.

By order of the Board



Stephen J Loneragan
Company Secretary
Dated: 7 January 2013

Glossary

ASX means the Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of the ASX.

Company means Aeon Metals Limited A.C.N. 121 964 725.

Option means an option to acquire a Share in the Company on the terms and conditions in Annexure 1

Share means a share in the Company ranking equally in all respects with the issued shares in the Company.

Annexure 1

Terms and Conditions of the Options

1 Each Option shall grant the holder of that Option the right but not the obligation to be issued by the Company one ordinary fully paid share in the Company ranking equally in all respects with the then issued shares in the Company (Share) upon payment of 15 cents (the Option Exercise Price).

2 Each Option shall be exercisable, at any time after the time of its grant and prior to 5.00pm Sydney Australia time on 9 November 2014 (the Option Expiration Date), after which time it will lapse.

3 The Option holder may exercise any of its Options at any time prior to the Option Expiry Date, by delivery of:

(i) a notice, whether by facsimile or otherwise, to the Company signed by the Option holder irrevocably electing to exercise Options as described in the notice and agreeing to be bound by the Company's Constitution in respect of the Shares to be issued, to be received during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder); and

(ii) payment of an amount equal to the Option Exercise Price multiplied by the number of Shares in respect of which the Options are being exercised at the time (the Exercise Price), by electronic funds payment to the account specified by the Company from time to time or by bank cheque delivered to the Company during normal business hours on any Business Day at the Company's principal executive offices (or such other office or agency of the Company as it may designate by notice to the Option holder).

4 As soon as reasonably practicable, but in any event no later than three (3) Business Days after receipt of a duly completed Exercise Form and the payment referred to in clause 3 above, the Company shall cause its securities registrar to:

(i) issue and deliver the Shares in respect of which the Options are so exercised by the Option holder; and

(ii) provide to the Option holder holding statements evidencing that such Shares have been recorded on the Share register.

5 If prior to an exercise of an Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable shall be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

6 If prior to an exercise of an Option, the Company makes an issue of Shares by way of a pro-rata issue (other than a bonus issue) then the Exercise Price of each Option shall not be adjusted according to the adjustment formula specified in Listing Rule 6.22.2 (or otherwise).

7 In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

(i) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options shall be reduced or increased in the same proportion as, and the nature of the Shares shall be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and

(ii) an appropriate adjustment shall be made to the Option Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options shall not alter.

8 Full effect shall be given to the provisions of clauses 5 and 7, as and when occasions of their application arise and in such manner that the effects of the successive applications of them are cumulative, the intention being that the adjustments they progressively effect will be such as to reflect, in relation to the Shares issuable on exercise of the Options outstanding, the adjustments which on the occasions in question are progressively effected in relation to Shares already on issue.

9 Whenever the number of Shares over which an Option is exercisable, or the Option Exercise Price, is adjusted pursuant to this Agreement, the Company shall give notice of the adjustment to all the Option holders, within seven (7) Business Days.

10 Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

11 The Options shall not be redeemable by the Company.

12 Subject to clause 13, the Options shall be freely assignable and transferable, subject to compliance with the provisions of Chapter 6D of the Corporations Act and any other applicable law.

13 The Company shall not be required to give effect to any assignment or transfer of the Options if to do so, would result in the Company breaching any applicable law.

14 The Company shall not be required to seek quotation of the Options on the ASX.

Annexure 2
Company's Announcement dated 9 November 2012



Aeon Metals Ltd

(formerly Aussie Q Resources Limited)

ABN 91 121 964 725

ASX Code: AQR

Level 1, 27-29 Crombie Avenue, Bundall, Qld. 4217 Australia

PO Box 8155, Gold Coast MC, Qld. 9726 Australia

P: 61 7 5574 3830 F: 61 7 5574 3568

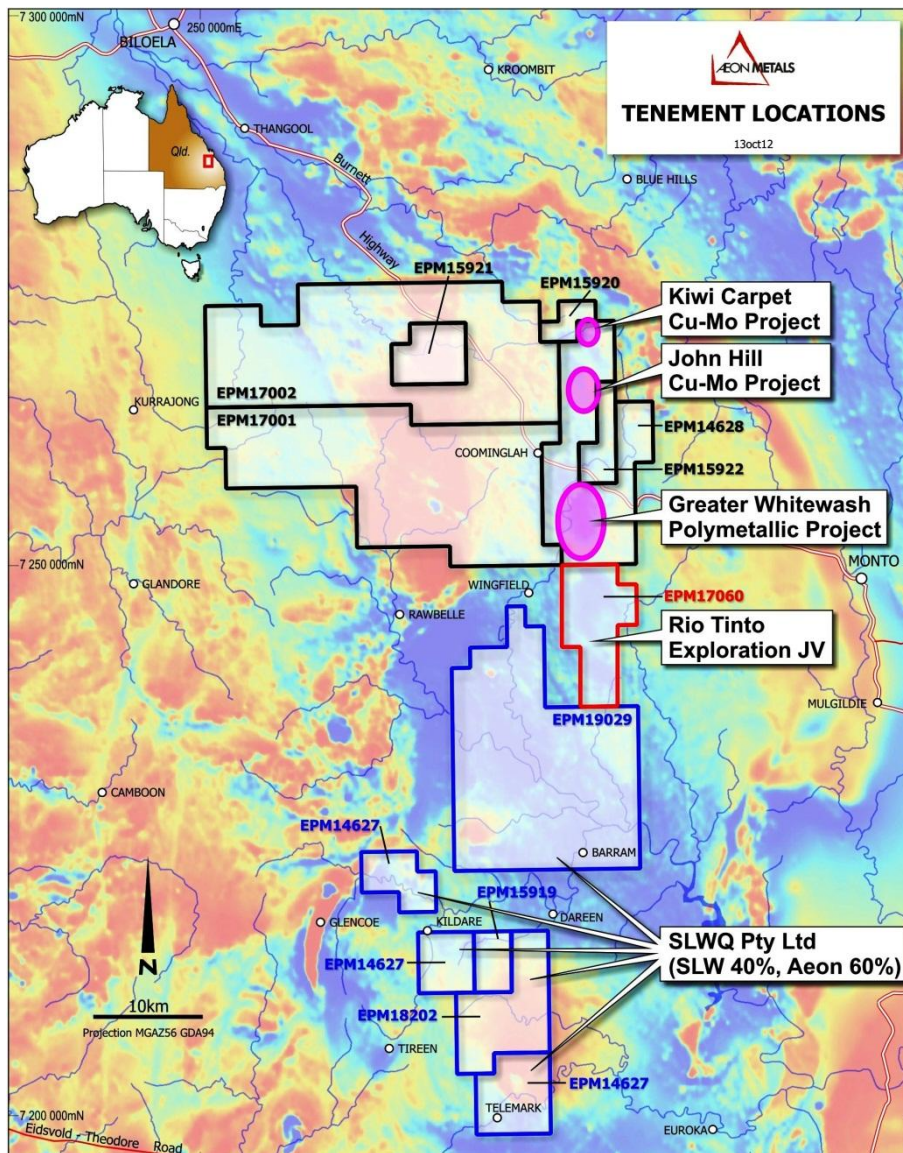
E: aqr1@bigpond.com

9 November 2012.

Company Announcements Office
 Australian Securities Exchange
 Level 4, Exchange Centre
 20 Bridge Street
 Sydney NSW 2000

Aeon Metals Ltd ("Aeon") acquires control of SLW Queensland Pty Ltd ("SLWQ"):

- Aeon increases ownership of SLWQ from 35% to 60% - takes control of base metal province.
- Receives \$675k in cash - boosts balance sheet.
- Aeon issues 16m shares and up to 13.3m options (6.4m options conditional on shareholder approval) to SLW Minerals - extinguishes \$2m SLWQ loan



Aeon Metals Limited (“Aeon”) is pleased to announce a transaction with SLWQ and SLW Minerals Corporation Pty Ltd (“SLW”) via a multi-party deed whereby Aeon receives \$675k in cash and increases ownership in SLWQ from 35% to 60% via issue of new SLWQ shares to Aeon. As part of the transaction, a \$2m loan from SLW to SLWQ is extinguished and 16m Aeon shares issued to SLW, along with up to 13.3m options exercisable at 15c. The issue of 6,409,967 of these options is conditional on shareholder approval.

The transaction attributes include:

- Control of base metals province and extended strike to the south, bordering Rio Tinto JV, EPM 17060.
- Aeon cash balance boosted, enabling the company to continue to implement the strategic growth plan;
 - Organic growth – advance Greater Whitewash/John Hill to development stage.
 - Corporate growth – aggressively seek to value-add via merger and acquisition opportunities.
- Welcomes SLW as shareholder of Aeon;
 - SLW has a close understanding of prospectivity of base metal province due to approximately 2 years investment in SLWQ.
 - Entree for Aeon into Asia’s resource equity capital investment and corporate community.
- New Aeon issued shares subject to a voluntary 6 month escrow period and the 15c options can be exercised at any time.

Background

SLWQ is a private company with shareholders Aeon and SLW. SLW is a private investment vehicle comprising a 50:50 joint venture between Australian (Great Pacific Financial Group) and Chinese investors. Prior to this transaction Aeon held 35% and SLW 65% of SLWQ.

SLWQ holds 4 tenements (EPM 19029, EPM 14627, EPM 15919, EPM 18202) (100%) located to the south of Aeon’s tenements with the largest, EPM 19029, adjoining the recently announced Rio Tinto JV tenement, EPM 17060. This tenement package forms part of the highly mineralised base metals province which has uncovered the Greater Whitewash Polymetallic and John Hill Cu-Mo Projects.

With the current equity market giving limited acknowledgement to larger, long life development resource projects like Greater Whitewash/John Hill, Aeon is seeking to strategically position the company to a market upswing via additions of copper assets. In regard to this copper asset leverage strategy, the company is currently investigating a number of acquisition and merger opportunities.

Yours faithfully



Hamish Collins
Managing Director
Aeon Metals Limited



Aeon Metals Limited
(formerly Aussie Q Resources Limited)
ACN 121 964 725

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 Limited
GPO Box 3993
Sydney NSW 2001
Australia

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. Securityholders 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 Monday 4th February 2013

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 securityholder 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 as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders 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 Wednesday 6th February 2013**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged as follows:

BY MAIL - Aeon Metals Limited
PO Box 8155
Gold Coast Mail Centre Qld 9726

BY FAX - + 61 7 5574 3568

IN PERSON - Aeon Metals Limited
Level 1,27-29 Crombie Avenue
Bundall Qld 4217

BY EMAIL info@aeonmetals.com.au

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Aeon Metals Limited

STEP 1 - Appointment of Proxy

I/We being a member/s of **Aeon Metals 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, as my/our proxy at the **General Meeting of Aeon Metals Limited to be held at Level 3,66 Hunter Street, Sydney NSW 2000 on Wednesday 6th February 2013 at 11:00am** 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. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

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

Ordinary Business		For	Against	Abstain*
Resolution 1	Ratification of Placement announced on 9 November 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to the Issue of 6,409,967 Options to SLW Minerals Corporation Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / / 2013