



**catalyst**

METALS LTD

ABN 54 118 912 495

**NOTICE OF ANNUAL GENERAL MEETING  
&  
EXPLANATORY MEMORANDUM TO  
SHAREHOLDERS**

**For the Annual General Meeting to be held on  
30 November 2007 at 4.30 pm (WDT) at  
Level 1, The Celtic Club, 48 Ord Street,  
West Perth, Western Australia, 6005**

These documents should be read in their entirety. If Shareholders are in any doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisor.

## NOTICE OF ANNUAL GENERAL MEETING

### CATALYST METALS LIMITED

ABN 54 118 912 495

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#### TIME AND PLACE OF MEETING

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Notice is hereby given that the Annual General Meeting of the members of Catalyst Metals Limited (**Catalyst** or the **Company**) will be held at Level 1, The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 30 November 2007 at 4.30 pm (WDT).

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#### EXPLANATORY MEMORANDUM

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Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

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#### HOW TO VOTE

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##### VOTING IN PERSON

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

##### VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form **enclosed** and either:

- (a) send the proxy form by post to Catalyst Metals Ltd, Level 1, 22 Oxford Close, West Leederville, Western Australia 6007; or
- (b) send the proxy form by facsimile to the Company on facsimile number (08) 9381 5911, so that it is received not later than 4.30 pm WDT on Wednesday, 28 November 2007.

**Proxy forms received later than this time will be invalid.**

Please note that:

- (a) each Shareholder has a right to appoint one proxy, and if the Shareholder may cast two or more votes, the Shareholder may appoint two proxies;
- (b) a proxy need not be a Shareholder of the Company; and
- (c) if a Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise.

In accordance with the Company's Constitution, Shareholders are further advised that:

- (a) if the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the Shareholder's votes; and
- (b) if a Shareholder appoints two proxies, only one may vote on a show of hands.

The instrument appointing the proxy must be signed by the Shareholder, or by the Shareholder's attorney who is authorised to sign the instrument under a power of attorney.

If a Shareholder is a company it must sign the instrument in accordance with section 127 of the Corporations Act.

A proxy is not entitled to vote unless the instrument appointing the proxy, and the authority under which the instrument is signed or a certified copy of the authority, is either deposited at the registered office of the Company or sent by facsimile to that office, and in each case to be received not less than 48 hours prior to the time of the General Meeting (being not later than 4.30 pm WDT time on 28 November 2007).

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms.

### **VOTING ELIGIBILITY**

For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) , the Directors have determined that Shares held at 4.30pm WDT on 28 November 2007 will be taken, for the purposes of determining voting entitlements at the Annual General Meeting, to be held by the persons who held that at that time.

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## **AGENDA**

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### **ORDINARY BUSINESS**

#### **Reports and Accounts**

To receive the financial report of the Company for the year ended 30 June 2007, together with the Directors' report and the auditor's report.

#### **Resolution 1 - Adoption of Remuneration Report (Non-binding)**

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

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report."*

**Short Explanation:** The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

#### **Resolution 2 - Re-election of Mr Bryan Dixon**

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

*"That, Mr Bryan Dixon, being a Director, retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible for re-election, is hereby re-elected as a Director."*

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## AGENDA

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### ORDINARY BUSINESS

#### Resolution 3 – Election of Mr Mark Thompson

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

*“That, Mr Mark Thompson, being a Director, retires by rotation in accordance with clause 11.12 of the Constitution and, being eligible for re-election, is hereby elected as a Director.”*

#### Resolution 4 - Non-Executive Directors’ Remuneration

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

*“That pursuant to Clause 11.15 of the Company’s Constitution, and for purposes of Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration payable by the Company to Non-Executive Directors as Directors’ fees for their non-executive services be increased by \$130,000 from \$70,000 per annum to \$200,000 per annum, divided amongst the Non-Executive Directors in such proportions and manner as the Directors may determine from time to time.”*

**Voting exclusion:** For the purposes of Listing Rule 10.17, the Company will disregard any votes cast on a resolution by a Director or an associate of a Director. However the Company need not disregard a vote if:

- (a) 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
- (b) 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.

By Order of the Board

**Bryan Dixon**  
**Non-Executive Director**  
Catalyst Metals Limited  
Date: 29 October 2007

**CATALYST METALS LIMITED**  
**ABN 54 118 912 495**

**EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

**This Explanatory Memorandum has been prepared to assist Shareholders in understanding the business to be put to Shareholders for their consideration at the forthcoming Annual General Meeting of the Company.**

**The Directors recommend that you read this Explanatory Memorandum and attend the Annual General Meeting.**

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at the Celtic Club, Level 1, 48 Ord Street, West Perth, Western Australia at 4.30 pm WDT on Friday, 30 November 2007

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting. The purpose of this Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting (of which this Explanatory Memorandum forms a part).

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**1. ACCOUNTS AND REPORTS**

As required under section 317 of the Corporations Act, the 2007 Annual Report will be laid before the Annual General Meeting.

Shareholders will be given the opportunity to ask questions and make comments about the reports or the Company generally, but there will be no formal resolution submitted to the Meeting.

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**2. RESOLUTION 1 - REMUNERATION REPORT (NON-BINDING RESOLUTION)**

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

The Remuneration Report includes all of the information required by Section 300A of the Corporations Act, including:

- (a) board policy for determining, or in relation to, the nature and amount (or value, as appropriate) of remuneration of Directors, secretaries and senior managers of the Company;
- (b) discussion of the relationship between such policy and the Company's performance; and
- (c) the prescribed details in relation to the remuneration of each Director and certain executives.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

**Directors' Recommendation**

The Directors recommend that Shareholders adopt the Remuneration Report.

**CATALYST METALS LIMITED**  
**ABN 54 118 912 495**

**EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

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**3. RESOLUTION 2 - RE-ELECTION OF MR BRYAN DIXON**

Clause 11.3 of the Constitution provides that, at the annual general meeting in every year one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more (except the Managing Director), must retire from office. A retiring Director is eligible for re-election. The Directors to retire at any annual general meeting must be those who have been longest in office since their last election but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot. A Director appointed to either fill a casual vacancy or as an addition to the existing Directors is not to be taken into account in determining the Directors who are to retire by rotation at the annual general meeting.

Mr Bryan Dixon retires and seeks re-election in accordance with clause 11.3 of the Constitution. Details regarding Mr Bryan Dixon are set out in the 2007 Annual Report.

**Directors' Recommendation**

The Directors recommend the re-election of Mr Bryan Dixon.

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**4. RESOLUTION 3 -ELECTION OF MR MARK THOMPSON**

Clause 11.12 of the Constitution provides that, a Director appointed by the Directors to fill a casual vacancy or as an addition to the existing Directors, holds office until the next annual general meeting of the Company and is then eligible for election.

Mr Mark Thompson retires and seeks re-election in accordance with clause 11.12 of the Constitution. Details regarding Mr Mark Thompson are set out in the 2007 Annual Report.

**Directors' Recommendation**

The Directors recommend the election of Mr Mark Thompson.

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**5. RESOLUTION 4 - NON-EXECUTIVE DIRECTORS REMUNERATION**

Clause 11.15 of the Constitution and Listing Rule 10.17, require that an entity must not increase the maximum amount of Non-Executive Directors' fees payable without the approval of shareholders. The Company had previously in 2006 set a cap for Non-Executive Director's fees of \$70,000 per annum. Resolution 4 seeks shareholder approval to increase the maximum aggregate Directors' fees payable by the Company to its Non-Executive Directors (as a whole) for their services by \$130,000 to \$200,000 per annum.

The total level of fees set at a limit of \$200,000 under Resolution 4, is considered desirable to ensure the Company is able to attract and retain Directors whose skills and qualifications are appropriate for a company given the size and nature of Catalyst's activities. Recently Mr Thompson became a Non-Executive Director, increasing the number of Non-Executive Directors to three, hence it is appropriate to increase the maximum limit of the pool available. This will also afford Catalyst the flexibility to increase Non-Executive Director's fees to assist in the retention and attraction of superior Directors.

**CATALYST METALS LIMITED**  
**ABN 54 118 912 495**

**EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

The responsibilities and obligations of Directors are continually increasing as a result of the growing emphasis in today's corporate environment on corporate governance. These increased responsibilities and obligations have necessitated an increase in the general level of remuneration paid to Non-Executive Directors.

It is not proposed that the full amount of the \$200,000 to be approved by shareholders will be utilized. The proposed limit is requested to provide flexibility for further increases should circumstances or the size of the Board change.

**Directors' Recommendation**

The Board has refrained from making a recommendation for voting on Resolution 4.

**ACTION TO BE TAKEN BY SHAREHOLDERS**

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on each Resolution.

Attached to the Notice of Meeting is a proxy form for use by Shareholders. Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, to complete, sign and return the proxy form to the Company in accordance with the instructions contained in the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the Meeting in person.

**ENQUIRIES**

Shareholders can contact the Company Secretary on (61 8) 9388 2816 if they have any queries in respect of the matters set out in these documents.

## DEFINITIONS

Throughout the Notice of Meeting and Explanatory Memorandum, the following definitions are used:

**2007 Annual Report** means the Company's report including the reports of the Directors and auditor of the Company and the financial statements of the Company for the year ended 30 June 2007;

**ASX** means ASX Limited ACN 008 624 691;

**Board** means the board of directors of the Company;

**Company** or **Catalyst** means Catalyst Metals Limited ABN 54 118 912 495;

**Constitution** means the constitution of the Company;

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

**Director** means a director of the Company;

**Listing Rules** means the official listing rules of ASX as amended from time to time;

**Meeting** or **Annual General Meeting** means the 2007 annual general meeting of Shareholders to be held on 30 November 2007;

**Notice of Meeting** the notice convening the Annual General Meeting, which accompanies this Explanatory Memorandum;

**Remuneration Report** means the remuneration report appearing in the 2007 Annual Report;

**Resolutions** means the resolutions in the Notice of Meeting;

**Shareholder** means a holder of Shares;

**Shares** means fully paid ordinary shares in the capital of the Company; and

**WDT** means Australian Western Daylight Time..



The Company Secretary  
Catalyst Metals Limited  
PO Box 390  
West Perth WA 6872  
Facsimile: 61 8 9381 5911

**PROXY FORM**  
**CATALYST METALS LIMITED**  
**ABN 54 118 912 495**  
**ANNUAL GENERAL MEETING**

**Appointment of Proxy**

I/We

Of

being a member of Catalyst Metals Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman 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 to be held at Level 1, The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 30 November 2007 at 4.30 pm (WDT) and at any adjournment thereof. If no directions are given, the Chairman of the Meeting will vote in favour of each resolution.

**IMPORTANT: FOR RESOLUTION 4 BELOW**

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 as your proxy in respect of Resolution 4, please place a mark in the box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of Resolution 4 and that votes cast by the Chairman of the Meeting for Resolution 4 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 Chair will not cast your votes on Resolution 4 and your votes will not be counted in calculating the required majority if a poll is called on Resolution 4. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

**Voting on Business of the General Meeting**

	FOR	AGAINST	ABSTAIN
<b>Resolution 1 - Adoption of Remuneration Report (Non-binding)</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2 - Re-election of Mr Bryan Dixon</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3 - Re-election of Mr Mark Thompson</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4 - Non-Executive Directors' Remuneration</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your Shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

Signed this                      day of                      2007

By:

**Individuals and joint holders**

**Companies (affix common seal if appropriate)**

Signature
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Director
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Signature
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Director/Company Secretary
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Signature
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Sole Director and Sole Company Secretary
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**CATALYST METALS LIMITED**  
**ABN 54 118 912 495**

**Instructions for Completing Proxy Form**

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy 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
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete, sign and return the proxy form by hand to the Principal Office of the Company or by post to The Company Secretary, Catalyst Metals Limited, PO Box 390, West Perth, Western Australia 6872 or by facsimile on facsimile number (61 8) 9381 5911.

A proxy form must be received by the Company by no later than 4.30 pm (WDT) on 28 November 2007.

**Proxy forms received later than this time will be invalid.**