



6 May 2019

The Manager Companies  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

(9 pages by email)

Dear Madam

### ANNUAL GENERAL MEETING AND UPDATE ON OFFER CONDITIONS

In accordance with Listing Rule 3.13.2, we advise that all resolutions put to shareholders at today's Annual General Meeting of Members as set out in the attached Notice of Meeting were passed on a show of hands.

We advise that a total of 150,856,653 votes were cast by proxy as follows:

	For	Undirected	Against	Abstain
Resolution 1	34,605,202	2,247,553	610,146	113,393,752
Resolution 2	147,758,605	2,247,553	420,725	429,770
Resolution 3	147,739,442	2,247,553	438,996	430,662
Resolution 4	147,800,480	2,247,553	438,850	369,770
Resolution 5	147,637,605	2,247,553	619,996	351,499
Resolution 6	147,963,955	2,247,553	215,375	429,770
Resolution 7	147,762,605	2,247,553	416,725	429,770
Resolution 8	51,540,614	2,257,553	496,496	96,561,990
Resolution 9	147,588,605	2,247,553	546,496	473,999
Resolution 10	148,024,955	2,247,553	154,375	429,770
Resolution 11	147,758,605	2,247,553	420,725	429,770
Resolution 12	145,346,105	2,247,553	733,225	2,529,770
Resolution 13	147,550,480	2,497,553	457,121	351,499
Resolution 14	75,415,123	2,247,553	434,996	72,758,981
Resolution 15	147,275,442	2,247,553	862,996	470,662

The Company would also like to advise that:

- the licence for the Tallebung project (EL 6699) has been renewed. On 18 April 2019, NSW Department of Planning and Environment (the **Department**) renewed the tenement for EL 6699 (1992) over the full area, for a further two year term, expiring 10 January 2021.
- NSW Department for Planning and Environment under delegated authority of the Minister administering the *Mining Act 1992* (NSW) consented to the change in control over the BSM Tenements (EL 6258 and EL 6699). On 2 May 2019, the Department approved the change in control of the holder of EL 6258 and EL 6699 for the Company to proceed with the acquisition of EL 6258 and EL 6699.

Yours sincerely

Marcelo Mora  
Company Secretary

pjn9904



**Planet Gas Limited**

**(to be renamed “Sky Metals Limited”)**

**ACN: 098 952 035**

**Notice of Annual General Meeting**

An Annual General Meeting of Planet Gas Limited will be held at Level 4, 60 Carrington Street, Sydney NSW 2000 on 6 May 2019 at 10:00am (EST).

For personal use only

**Planet Gas Limited**  
**ACN 098 952 035**

**Notice of Annual General Meeting**

Notice is hereby given that the Annual General Meeting of the Shareholders of Planet Gas Limited will be held at Level 4, 60 Carrington Street, Sydney NSW 2000 on 6 May 2019 at 10:00am (EST) (Meeting).

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out in the Explanatory Statement.

Proxy Forms must be received by no later than 10:00am (EST) on 4 May 2019.

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Schedule 1 of the Explanatory Statement.

The business of the Meeting affects your shareholding and your vote is important. This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

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 Shareholders at 5:00pm (EST) on 4 May 2019.

**AGENDA**

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**ANNUAL REPORT**

To receive and consider the Company's annual financial report, the directors' report and the auditor's report for the year ended on 31 December 2018 (Annual Report).

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**RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT**

To consider, and if thought fit, to pass the following as a **non-binding resolution**:

*“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as set out in the directors’ report for the financial year ended on 31 December 2018.”*

A voting exclusion statement is set out on page 6.

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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#### RESOLUTION 2 - RE-ELECTION OF A DIRECTOR - MR ROBERT M. BELL

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

*“That Mr Robert M. Bell, who retires by rotation in accordance with clause 58 of the Company’s Constitution, offers himself for re-election, be re-elected as a Director.”*

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#### RESOLUTION 3 - RE-ELECTION OF A DIRECTOR - MR NORMAN A. SECKOLD

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

*“That Mr Norman A. Seckold, who retires by rotation in accordance with clause 58 of the Company’s Constitution, offers himself for re-election, be re-elected as a Director.”*

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#### RESOLUTION 4 - CHANGE TO NATURE AND SCALE OF ACTIVITIES

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purpose of ASX Listing Rule 11.1.2 and all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities resulting from the proposed Acquisition of Big Sky Metals Pty Ltd (“BSM”) as described in the Explanatory Statement.”*

A voting exclusion statement is set out on page 7.

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#### RESOLUTION 5 - CONSOLIDATION OF CAPITAL

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purposes of section 254H of the Corporations Act, ASX Listing Rule 7.20 and all other purposes, the issued capital of the Company be consolidated on the basis that every ten (10) Shares be consolidated into one (1) Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction down to the nearest whole Share (as the case may be).”*

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#### RESOLUTION 6 - ISSUE OF VENDOR SECURITIES TO BSM SHAREHOLDERS

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

*“That, subject to and conditional upon the passing of all the Acquisition Resolutions and for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue:*

- (a) 70,000,000 Vendor Shares (on a post-Consolidation basis); and
- (b) 20,000,000 Vendor Options,

*to BSM Shareholders (or their nominees) on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out on page 7.

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**RESOLUTION 7 -PUBLIC OFFER PURSUANT TO A PROSPECTUS**

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue fully paid ordinary shares to raise up to \$4,500,000 on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out on page 7.

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**RESOLUTION 8 - ISSUE OF SHARES TO RELATED PARTIES UPON DEBT CONVERSION**

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the Company to issue 13,930,975 fully paid ordinary shares (on a post Consolidation basis) to related parties in full and final satisfaction of amounts owing by the Company to related parties on account of management fees, rent and unpaid directors fees in the amount of \$557,239 as of the date of this Notice on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out on page 7.

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**RESOLUTION 9 - ISSUE OF SHARES TO UNRELATED PARTIES UPON DEBT CONVERSION**

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 329,850 fully paid ordinary shares (on a post Consolidation basis) to creditors of the Company who are unrelated parties in full and final satisfaction of amounts owing by the Company to such creditors in the amount of \$13,194 as of the date of this Notice on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out on page 7.

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**RESOLUTION 10 - ELECTION OF DIRECTOR - MR RIMAS KAIRAITIS**

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purpose of clause 55 of the Constitution and all other purposes, Mr Rimas Kairaitis, being eligible and having consented to act, be elected as a director of the Company on and from the Completion of the Acquisition.”*

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**RESOLUTION 11 - ELECTION OF DIRECTOR - RICHARD HILL**

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purpose of clause 55 of the Constitution and all other purposes, Richard Hill, being eligible and having consented to act, be elected as a director of the Company on and from the Completion of the Acquisition.”*

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**RESOLUTION 12 - ISSUE OF SECURITIES TO MR PETER DUERDEN**

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

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purposes of ASX Listing Rule 7.1 and all other purposes, approval is given for the Company to issue 5,000,000 CEO Options to Peter Duerden or his nominee on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out on page 7.

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**RESOLUTION 13 - CHANGE OF COMPANY NAME**

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

*“That, subject to and conditional on the passing of all Acquisition Resolutions and for the purposes of section 157(1)(a) of the Corporations Act and all other purposes, approval is given for the name of the Company to be changed to ‘Sky Metals Limited’.”*

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**RESOLUTION 14 - RELATED PARTY PARTICIPATION IN PUBLIC OFFER**

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

*“That, subject to and conditional on the passing of all the Acquisition Resolutions, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,500,000 Shares to Mr Norman A. Seckold (or his nominee) as part of the Public Offer on the terms and conditions set out in the Explanatory Statement.”*

A voting exclusion statement is set out on page 8.

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**RESOLUTION 15 - APPROVAL OF THE SKY INCENTIVE SCHEME**

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

*“That, for the purposes Listing Rule 7.2 (Exception 9(b)) and for all other purposes, Shareholders approve the SKY Incentive Scheme on the terms and conditions set out in the Explanatory Memorandum.”*

A voting exclusion statement is set out on page 8.

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## VOTING PROHIBITION AND EXCLUSION STATEMENTS

### Corporations Act

The Corporations Act prohibits votes being cast (in any capacity) on the following resolutions by any of the following persons:

Resolution	Persons Excluded from Voting
Resolution 1 - Adoption of the Remuneration Report	<p>A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:</p> <ul style="list-style-type: none"><li>(a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or</li><li>(b) a Closely Related Party of such a member. However, a person described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:</li><li>(c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or</li><li>(d) the voter is the Chair of the Meeting and the appointment of the chair as proxy:<ul style="list-style-type: none"><li>(i) does not specify the way the proxy is to vote on this Resolution; and</li><li>(ii) expressly authorises the Chair to exercise the proxy even if this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.</li></ul></li></ul>

However, a person is not prevented from casting a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a related party or associate of a kind referred to above.

### Listing Rule 14.11

Under Listing Rule 14.11, the Company will disregard any votes cast in favour of the following Resolutions by the following persons:

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<b>Resolution</b>	<b>Persons excluded from voting</b>
Resolution 4 - Change to Nature and Scale of Activities	A person who might obtain a benefit, except solely in the capacity of a holder of ordinary securities, if the Resolution is passed or any of their associates.
Resolution 6 - Issue of Vendor Securities to BSM Shareholders	a 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 of their associates.
Resolution 7 - Public Offer pursuant to a prospectus	a) any person who may participate in the proposed issue; b) any other 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); or c) any associates of those persons.
Resolution 8 - Issue of Shares to Related Parties upon Debt Conversion	a) a person who is to receive securities in relation to the Company; b) any other person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed); or c) any associates of those persons.
Resolution 9 - Issue of Shares to Unrelated Parties upon Debt Conversion	a 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) or any of their associates.
Resolution 12 - Issue of securities to Mr Peter Duerden	a) Peter Duerden; b) a 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); or c) any associates of those persons.

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Resolution 14 - Related Party Participation in Public Offer	a) any related parties of the Company; b) a person who is to receive securities in relation to the Company; or c) any associates of those persons.
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Resolution 15 - Approval of the Incentive Scheme	a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or any associates of those persons.
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However, in respect to each Resolution, the Company needs 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 direction on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for the 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 of Directors



Mr Marcelo Mora  
Company Secretary  
2 April 2019