

Appendix 3B

Proposed issue of +securities

Information and documents given to ASX become ASX's property and may be made public.

If you are an entity incorporated outside Australia and you are proposing to issue a new class of +securities other than CDIs, you will need to obtain and provide an International Securities Identification Number (ISIN) for that class. Similarly, if you are an entity incorporated outside Australia, the +securities proposed to be issued are in an existing class of +security but the event timetable includes a period of rights or +deferred settlement trading, you will need to obtain and provide an ISIN code for the rights and/or the deferred settlement +securities. Further information on the requirement for the notification of an ISIN is available from the Create Online Forms page. ASX is unable to create the new ISIN for non-Australian issuers.

**Denotes minimum information required for first lodgement of this form, with exceptions provided in specific notes for certain questions. The balance of the information, where applicable, must be provided as soon as reasonably practicable by the entity.*

Part 1 – Entity and announcement details

Question no	Question	Answer
1.1	*Name of entity We (the entity here named) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules	Resolution Minerals Ltd
1.2	*Registration type and number <i>Please supply your ABN, ARSN, ARBN, ACN or another registration type and number (if you supply another registration type, please specify both the type of registration and the registration number).</i>	ABN 99 617 789 732
1.3	*ASX issuer code	RML
1.4	*This announcement is <i>Tick whichever is applicable.</i>	☐ A new announcement ☒ An update/amendment to a previous announcement ☐ A cancellation of a previous announcement
1.4a	*Reason for update <i>Mandatory only if "Update" ticked in Q1.4 above. A reason must be provided for an update.</i>	The SPP was targeting \$1.0 million. The SPP received significant interest and was closed accepting \$1.5 million in applications.
1.4b	*Date of previous announcement to this update <i>Mandatory only if "Update" ticked in Q1.4 above.</i>	20 July 2020

1.4c	*Reason for cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	Not applicable
1.4d	*Date of previous announcement to this cancellation <i>Mandatory only if "Cancellation" ticked in Q1.4 above.</i>	Not applicable
1.5	*Date of this announcement	7 August 2020
1.6	*The proposed issue is: <i>Note: You can select more than one type of issue (e.g. an offer of securities under a securities purchase plan and a placement, however ASX may restrict certain events from being announced concurrently). Please contact your listing adviser if you are unsure.</i>	☐ A +bonus issue (complete Parts 2 and 8) ☐ A standard +pro rata issue (non-renounceable or renounceable) (complete Q1.6a and Parts 3 and 8) ☐ An accelerated offer (complete Q1.6b and Parts 3 and 8) ☒ An offer of +securities under a +securities purchase plan (complete Parts 4 and 8) ☐ A non-+pro rata offer of +securities under a +disclosure document or +PDS (complete Parts 5 and 8) ☐ A non-+pro rata offer to wholesale investors under an information memorandum (complete Parts 6 and 8) ☐ A placement or other type of issue (complete Parts 7 and 8)
1.6a	*The proposed standard +pro rata issue is: <i>Answer this question if your response to Q1.6 is "A standard pro rata issue (non-renounceable or renounceable)." Select one item from the list</i>	☐ Non-renounceable ☐ Renounceable Not applicable
1.6b	*The proposed accelerated offer is: <i>Answer this question if your response to Q1.6 is "An accelerated offer" Select one item from the list</i>	☐ Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO) ☐ Accelerated renounceable entitlement offer (commonly known as an AREO) ☐ Simultaneous accelerated renounceable entitlement offer (commonly known as a SAREO) ☐ Accelerated renounceable entitlement offer with dual book-build structure (commonly known as a RAPIDS) ☐ Accelerated renounceable entitlement offer with retail rights trading (commonly known as a PAITREO)

Parts 2, 3, 5, 6 and 7 have been deleted – not applicable.

Part 4 – Details of proposed offer under +securities purchase plan

If your response to Q1.6 is “An offer of securities under a securities purchase plan”, please complete Parts 4A – 4F and the details of the securities proposed to be issued in Part 8. Refer to section 12 of Appendix 7A of the Listing Rules for the timetable for securities purchase plans.

Part 4A – Proposed offer under +securities purchase plan – conditions

Question No.	Question	Answer		
4A.1	*Are any of the following approvals required for the offer of +securities under the +securities purchase plan issue to be unconditional? • +Security holder approval • Court approval • Lodgement of court order with +ASIC • ACCC approval • FIRB approval • Another approval/condition external to the entity.	No		
4A.1a	Conditions <i>Answer these questions if your response to 4A.1 is “Yes”. Select the applicable approval(s) from the list. More than one approval can be selected. The “date for determination” is the date that you expect to know if the approval is given (for example, the date of the security holder meeting in the case of +security holder approval or the date of the court hearing in the case of court approval).</i>			
*Approval/ condition Type	*Date for determination	*Is the date estimated or actual?	**Approval received/ condition met? <i>Please respond “Yes” or “No”. Only answer this question when you know the outcome of the approval.</i>	Comments
+Security holder approval				
Court approval				
Lodgement of court order with +ASIC				
ACCC approval				
FIRB approval				
Other (please specify in comment section)				

Part 4B – Proposed offer under +securities purchase plan – offer details

Question No.	Question	Answer
4B.1	*Class or classes of +securities that will participate in the proposed offer (please enter both the ASX security code & description) <i>If more than one class of security will participate in the securities purchase plan, make sure you clearly identify any different treatment between the classes.</i>	RML – fully paid ordinary shares

4B.2	*Class of +securities to be offered to them under the +securities purchase plan (please enter both the ASX security code & description)	RML – fully paid ordinary shares
4B.3	*Maximum total number of those +securities that could be issued if all offers under the +securities purchase plan are accepted	77,412,632 being the 30% maximum allowable under the SPP. The SPP has been scaled to \$1.5 million and 21,428,682 SPP shares will be issued.
4B.4	*Will the offer be conditional on applications for a minimum number of +securities being received or a minimum amount being raised (i.e. a minimum subscription condition)?	No
4B.4a	*Describe the minimum subscription condition <i>Answer this question if your response to Q4B.4 is "Yes".</i>	Not applicable
4B.5	*Will the offer be conditional on applications for a maximum number of +securities being received or a maximum amount being raised (i.e. a maximum subscription condition)?	No
4B.5a	*Describe the maximum subscription condition <i>Answer this question if your response to Q4B.5 is "Yes".</i>	Not applicable
4B.6	*Will individual +security holders be required to accept the offer for a minimum number or value of +securities (i.e. a minimum acceptance condition)?	Yes
4B.6a	*Describe the minimum acceptance condition <i>Answer this question if your response to Q4B.6 is "Yes".</i>	\$2,500
4B.7	*Will individual +security holders be limited to accepting the offer for a maximum number or value of +securities (i.e. a maximum acceptance condition)?	Yes
4B.7a	*Describe the maximum acceptance condition <i>Answer this question if your response to Q4B.7 is "Yes".</i>	\$30,000
4B.8	*Describe all the applicable parcels available for this offer in number of securities or dollar value <i>For example, the offer may allow eligible holders to subscribe for one of the following parcels: \$2,500, \$7,500, \$10,000, \$15,000, \$20,000, \$30,000.</i>	\$2,500, \$5,000, \$10,000, \$15,000, \$20,000 and \$30,000 or any other amount as determined by the board in accordance with the terms of the SPP Offer.
4B.9	*Will a scale back be applied if the offer is over-subscribed?	Yes
4B.9a	*Describe the scale back arrangements <i>Answer this question if your response to Q4B.9 is "Yes".</i>	Resolution may scale back applications at the Company's discretion in accordance with the terms of the SPP Offer. Following early close of the SPP on 4 August 2020, the SPP has been scaled back to \$1.5 million.

4B.10	*In what currency will the offer be made? <i>For example, if the consideration for the issue is payable in Australian Dollars, state AUD.</i>	AUD
4B.11	*Has the offer price been determined?	Yes
4B.11a	*What is the offer price per +security? <i>Answer this question if your response to Q4B.11 is "Yes" using the currency specified in your answer to Q4B.9.</i>	\$0.07 (7.0 cents per share)
4B.11b	*How and when will the offer price be determined? <i>Answer this question if your response to Q4B.11 is "No".</i>	Not applicable

Part 4C – Proposed offer under +securities purchase plan – timetable

Question No.	Question	Answer
4C.1	*Date of announcement of +security purchase plan <i>The announcement of the security purchase plan must be made prior to the commencement on trading on the announcement date.</i>	20 July 2020
4C.2	*+Record date <i>This is the date to identify security holders who may participate in the security purchase plan. Per Appendix 7A section 12 of the Listing Rules, this day is one business day before the entity announces the security purchase plan.</i> <i>Note: the fact that an entity's securities may be in a trading halt or otherwise suspended from trading on this day does not affect this date being the date for identifying which security holders may participate in the security purchase plan.</i>	17 July 2020
4C.3	*Date on which offer documents will be made available to investors	22 July 2020
4C.4	*Offer open date	22 July 2020
4C.5	*Offer closing date	4 August 2020
4C.6	*Announcement of results <i>Per Appendix 7A section 12 of the Listing Rules, the entity should announce the results of the security purchase plan no more than 3 business days after the offer closing date</i>	7 August 2020
4C.7	*+Issue date <i>Per Appendix 7A section 12 of the Listing Rules, the last day for the entity to issue the securities purchased under the plan is no more than 7 business days after the closing date. The entity should lodge an Appendix 2A with ASX applying for quotation of the securities before 12pm Sydney time on this day</i>	11 August 2020

Part 4D – Proposed offer under +securities purchase plan – listing rule requirements

Question No.	Question	Answer
4D.1	*Does the offer under the +securities purchase plan meet the requirements of listing rule 7.2 exception 5 that: - the number of +securities to be issued is not greater than 30% of the number of fully paid +ordinary securities already on issue; and - the issue price of the +securities is at least 80% of the +volume weighted average market price for +securities in that +class, calculated over the last 5 days on which sales in the +securities were recorded, either before the day on which the issue was announced or before the day on which the issue was made? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing).</i>	Yes
4D.1a	*Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".</i>	No
4D.1a(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1? <i>Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1a is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure B to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1 to issue that number of securities.</i>	Not applicable
4D.1b	*Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)? <i>Answer this question if the issuer is an ASX Listing and your response to Q4D.1 is "No".</i>	No
4D.1b(i)	*How many +securities are proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A? <i>Answer this question if the issuer is an ASX Listing, your response to Q4D.1 is "No" and your response to Q4D.1b is "Yes".</i> <i>Please complete and separately send by email to your ASX listings adviser a work sheet in the form of Annexure C to Guidance Note 21 confirming the entity has the available capacity under listing rule 7.1A to issue that number of securities.</i>	Not applicable

Part 4E – Proposed offer under +securities purchase plan – fees and expenses

Question No.	Question	Answer
4E.1	*Will there be a lead manager or broker to the proposed offer?	Yes
4E.1a	*Who is the lead manager/broker? <i>Answer this question if your response to Q4E.1 is "Yes".</i>	PAC Partners and Taylor Collison.
4E.1b	*What fee, commission or other consideration is payable to them for acting as lead manager/broker? <i>Answer this question if your response to Q4E.1 is "Yes".</i>	2% management fee.
4E.2	*Is the proposed offer to be underwritten?	No
4E.2a	*Who are the underwriter(s)? <i>Answer this question if your response to Q4E.2 is "Yes".</i> <i>Note for issuers that are an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing): listing rule 7.2 exception 5 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. The issue will require security holder approval under listing rule 7.1 if you do not have the available placement capacity under listing rules 7.1 and/or 7.1A to cover the issue. Likewise, listing rule 10.12 exception 4 does not extend to an issue of securities to or at the direction of an underwriter of an SPP. If a party referred to in listing rule 10.11 is underwriting the proposed offer, this will require security holder approval under listing rule 10.11.</i>	Not applicable
4E.2b	*What is the extent of the underwriting (i.e. the amount or proportion of the offer that is underwritten)? <i>Answer this question if your response to Q4E.2 is "Yes".</i>	Not applicable
4E.2c	*What fees, commissions or other consideration are payable to them for acting as underwriter(s)? <i>Answer this question if your response to Q4E.2 is "Yes".</i> <i>This information includes any applicable discount the underwriter receives to the issue price payable by participants in the issue.</i>	Not applicable
4E.2d	*Provide a summary of the significant events that could lead to the underwriting being terminated <i>Answer this question if your response to Q4E.2 is "Yes".</i> <i>You may cross-refer to a disclosure document, PDS, information memorandum, investor presentation or other announcement with this information provided it has been released on the ASX Market Announcements Platform.</i>	Not applicable

4E.2e	*Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer? <i>Answer this question if the issuer is an ASX Listing (i.e. not an ASX Debt Listing or ASX Foreign Exempt Listing) and your response to Q4E.2 is "Yes".</i> <i>Note: If your response is "Yes", this will require security holder approval under listing rule 10.11. Listing rule 10.12 exception 4 does not extend to an issue of securities to an underwriter or sub-underwriter of an SPP.</i>	Not applicable
4E.2e(i)	*What is the name of that party? <i>Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".</i> <i>Note: If there is more than one such party acting as underwriter or sub-underwriter include all of their details in this and the next 2 questions.</i>	Not applicable
4E.2e(ii)	*What is the extent of their underwriting or sub-underwriting (i.e. the amount or proportion of the issue they have underwritten or sub-underwritten)? <i>Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".</i>	Not applicable
4E.2e(iii)	*What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter? <i>Answer this question if the issuer is an ASX Listing and your response to Q4E.2e is "Yes".</i> <i>Note: This includes any applicable discount the underwriter or sub-underwriter receives to the issue price payable by participants in the issue.</i>	Not applicable
4E.3	*Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?	No
4E.3a	*Will the handling fee or commission be dollar based or percentage based? <i>Answer this question if your response to Q4E.3 is "Yes".</i>	Not applicable
4E.3b	*Amount of handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "dollar based".</i>	Not applicable
4E.3c	*Percentage handling fee or commission payable to brokers who lodge acceptances or renunciations on behalf of eligible +security holders <i>Answer this question if your response to Q4E.3 is "Yes" and your response to Q4E.3a is "percentage based".</i>	Not applicable
4E.3d	Please provide any other relevant information about the handling fee or commission method <i>Answer this question if your response to Q4E.3 is "Yes".</i>	Not applicable
4E.4	Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer	Not applicable

Part 4F – Proposed offer under +securities purchase plan – further information

Question No.	Question	Answer
4F.1	*The purpose(s) for which the entity intends to use the cash raised by the proposed issue <i>You may select one or more of the items in the list.</i>	☐ For additional working capital ☐ To fund the retirement of debt ☐ To pay for the acquisition of an asset [provide details below] ☐ To pay for services rendered [provide details below] ☒ Other [provide details below] Additional details: To test high priority drill targets across the 64North Project adjacent to Northern Star's Pogo Gold Mine.
4F.2	*Will the entity be changing its dividend/distribution policy if the proposed issue is successful?	No
4F.2a	*Please explain how the entity will change its dividend/distribution policy if the proposed issue is successful <i>Answer this question if your response to Q4F.2 is "Yes".</i>	Not applicable
4F.3	*Countries in which the entity has +security holders who will not be eligible to participate in the proposed offer	Canada, Hong Kong, Singapore, Thailand and United Kingdom.
4F.4	*URL on the entity's website where investors can download information about the proposed offer	https://www.resolutionminerals.com/investor-center/all when released as an ASX announcement.
4F.5	Any other information the entity wishes to provide about the proposed offer	Resolution will seek Shareholder approval to issue free attaching options (on a one for one basis) to SPP allottees under a "cleansing prospectus". The SPP itself does not require shareholder approval as the shares are issued under exception 5 of listing rule 7.2. The options will form a new class of quoted security, subject to ASX approval, and have an exercise price of \$0.12 and 3 year expiry.

Part 8 – details of +securities proposed to be issued

Answer the relevant questions in this part for the type of +securities the entity proposes to issue. If the entity is proposing to issue more than one class of security, including free attaching securities, please complete a separate version of Part 8 for each class of security proposed to be issued.

Part 8A – type of +securities proposed to be issued

Question No.	Question	Answer
8A.1	*The +securities proposed to be issued are: <i>Tick whichever is applicable</i> <i>Note: SPP offers must select "existing quoted class"</i>	☒ Additional +securities in a class that is already quoted on ASX ("existing quoted class") ☐ Additional +securities in a class that is not currently quoted, and not intended to be quoted, on ASX ("existing unquoted class") ☐ New +securities in a class that is not yet quoted, but is intended to be quoted, on ASX ("new quoted class") ☐ New +securities in a class that is not quoted, and not intended to be quoted, on ASX ("new unquoted class")

Note: If the +securities referred to in this form are being offered under a +disclosure document or +PDS and the entity selects the first or third option in its response to question 8A.1 above (existing quoted class or new quoted class), then by lodging this form with ASX, the entity will be taken, for the purposes of sections 711(5) and 1013H (as applicable) of the Corporations Act, to have applied for quotation of those +securities. However, once the final number of +securities offered under the +disclosure document or +PDS is known, the entity must complete and lodge with ASX an Appendix 2A applying for the quotation of that number of +securities.

Part 8B – details of +securities proposed to be issued (existing quoted class or existing unquoted class)

Answer the questions in this Part if your response to Q8A.1 is "existing quoted class" or "existing unquoted class".

Question No.	Question	Answer
8B.1	*ASX security code & description	RML
8B.2a	*Will the +securities to be quoted rank equally in all respects from their issue date with the existing issued +securities in that class?	Yes
8B.2b	*Is the actual date from which the +securities will rank equally (non-ranking end date) known? <i>Answer this question if your response to Q8B.2a is "No".</i>	Not applicable
8B.2c	*Provide the actual non-ranking end date <i>Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "Yes".</i>	Not applicable
8B.2d	*Provide the estimated non-ranking end period <i>Answer this question if your response to Q8B.2a is "No" and your response to Q8B.2b is "No".</i>	Not applicable

8B.2e	*Please state the extent to which the +securities do not rank equally: • in relation to the next dividend, distribution or interest payment; or • for any other reason <i>Answer this question if your response to Q8B.2a is "No".</i> <i>For example, the securities may not rank at all, or may rank proportionately based on the percentage of the period in question they have been on issue, for the next dividend, distribution or interest payment or they may not be entitled to participate in some other event, such as an entitlement issue.</i>	Not applicable
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Part 8C – details of +securities proposed to be issued (new quoted class or new unquoted class) – deleted as not applicable

Answer the questions in this Part if your response to Q8A.1 is "new quoted class" or "new unquoted class".

Introduced 01/12/19; amended 31/01/20