

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Resolution Minerals Ltd
ABN	99 617 789 732

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew SHEARER
Date of last notice	24 June 2019

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Valas Investments Pty Ltd <Valas Investments A/C> Mr Shearer is a director and shareholder of the trustee and beneficiary of the trust.
Date of change	11 August 2020
No. of securities held prior to change	940,000 Shares 50,000 Quoted Options 450,000 Options 800,000 Class A Performance Shares 325,000 Class B Performance Shares 500,000 Performance Rights

+ See chapter 19 for defined terms.

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Class	<p>Shares - fully paid ordinary shares.</p> <p>Quoted Options - quoted options with an exercise price of \$0.10 and expiry of 30 June 2022.</p> <p>Options - unquoted options with an exercise price of \$0.25 and expiry of 21 March 2021.</p> <p>Class A Performance Shares – performance shares with KPI based conversion criteria, expiry of 6 September 2022.</p> <p>Class B Performance Shares – performance shares with KPI based conversion criteria, expiry of 6 September 2022.</p> <p>Performance Rights - unquoted performance rights expiring 31 December 2024.</p>
Number acquired	42,270 Shares
Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$2,958.86
No. of securities held after change	982,270 Shares 50,000 Quoted Options 450,000 Options 800,000 Class A Performance Shares 325,000 Class B Performance Shares 500,000 Performance Rights
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of SPP shares within the director's entitlement.

+ See chapter 19 for defined terms.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	Not applicable
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.