

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

18 September 2020

Time of Meeting

10:30am (ACST)

Place of Meeting

Offices of Grant Thornton Australia Limited
Level 3, 170 Frome Street
Adelaide, South Australia

NOTICE OF 2020 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at Offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 18 September 2020 at 10:30 am (ACST).

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

Executive Summary

- The Company undertook a \$3.6m capital raise via Placement at 7.0 cents per Share to sophisticated and professional investors, which included one (1) Option for every one (1) Share issued, for no additional consideration, having an exercise price of 12.0c per Option.
- The Company wishes to ratify the issue of these securities (Shares and Options) and thus refresh the 15% and 10% Capacity, allowing the flexibility to capital raise quickly without Shareholder approval for issues of up to 25% new Shares for the next 12 months.
- The Company has also offered Eligible Shareholders the opportunity to participate in an SPP on the same terms as the Placement.
- Broker Options – the Company also agreed (subject to Shareholder approval) to issue 5.0 million Options to brokers for supporting the capital raise.
- The proposed issue of Options pursuant to the Placement, SPP and the Broker Options requires Shareholder approval due to ASX Listing Rules.
- Directors have applied and been issued shares under the SPP as Shareholders, but the ASX Listing Rules require that Shareholder approval is obtained for the issue of Options to Directors.
- The Shareholder approval for the proposed issue of Options to Directors is due to their participation in the SPP as Shareholders, not as remuneration, incentive or reward as Directors.
- The Company requires shareholder approval to issue 10 million Shares in RML to Millrock Resources, the project vendor/partner on the 64North Project, at the conclusion of the 1st year earn as part of the earn-in agreement in which the Company intends to reach shortly. Failure to issue the shares to Millrock will result in the project reverting to Millrock unencumbered. It is imperative to issue these shares to secure the 30% earned interest in the Project.
- Lastly resolutions to allow the Company to modify the Constitution to allow for meetings to be held electronically and a renewal of the proportional takeover provisions – which enhances the protection of all shareholders in the event of M&A/Corporate action.

ORDINARY RESOLUTIONS

Resolution 1 – Ratification of 51,608,421 Placement Shares issued on 28 July 2020

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 51,608,421 Placement Shares on 28 July 2020 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Issue of up to 77,874,579 Options

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the proposed issue and allotment of up to 77,874,579 Options under the Option Offer, and the issue of Shares on the exercise of those Options, on the terms and to the parties set out in the Explanatory Notes, is approved."

Resolution 3 – Issue of 10,000,000 Consideration Shares

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the proposed issue and allotment of 10,000,000 Consideration Shares to Millrock as set out in the Notice of Meeting and Explanatory Notes is approved.”

Resolution 4 – Issue of 84,539 Options to Lacasuper Pty Ltd (an entity associated with Director Leonard Dean)

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 84,539 Options to Lacasuper Pty Ltd (as trustee of the LA & CA Dean Super Fund), and the issue of Shares on the exercise of those Options, on the terms set out in the Explanatory Notes, is approved.”

Resolution 5 – Issue of 42,270 Options to Valas Investments Pty Ltd (an entity associated with Director Andrew Shearer)

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 42,270 Options to Valas Investments Pty Ltd (as trustee of Valas Investments), and the issue of Shares on the exercise of those Options, on the terms set out in the Explanatory Notes, is approved.”

Resolution 6 – Issue of 35,715 Options to Chessarno Pty Ltd (an entity associated with Director Duncan Chessell)

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the proposed issue and allotment of 35,715 Options to Chessarno Pty Ltd (as trustee of the Chessarno Super Fund), and the issue of Shares on the exercise of those Options, on the terms set out in the Explanatory Notes, is approved.”

SPECIAL RESOLUTIONS

Resolution 7 – Change to Constitution

To consider and, if thought fit, pass the following Resolution as a Special Resolution:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution as detailed in the Explanatory Notes.”

Resolution 8 – Renewal of proportional takeover provisions

To consider and, if thought fit, pass the following Resolution as a Special Resolution:

“That, for the purposes of clause 34 of the Company’s Constitution, sections 136(2) and 648G of the Corporations Act and for all other purposes, the proportional takeover provisions contained in clause 34 of the Company’s Constitution be renewed for a period of three years from the date of Meeting.”

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

The business of the Meeting affects your Shareholding and your vote is important.

Voting exclusion in relation to Resolutions 1, 2 and 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1, by or on behalf of participants in the Placement;
- (b) Resolution 2, by or on behalf of any person who participated in the Placement, Taylor Collison Ltd, PAC Partners Securities Pty Ltd and any person who will obtain a material benefit as a result of the proposed issue of Options under the Placement or the SPP (except a benefit solely by reason of being a holder of Shares);
- (c) Resolution 3, by or on behalf of Millrock and any person who will obtain a material benefit as a result of the proposed issue of Consideration Shares (except a benefit solely by reason of being a holder of Shares),

or, in each case, any of their Associates.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusions and voting restriction in relation to Resolutions 4, 5 and 6

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of Resolution 4 by Lacasuper Pty Ltd (as trustee of the LA & CA Dean Super Fund), Resolution 5 by Valas Investments Pty Ltd (as trustee of Valas Investments) and Resolution 6 by Chessarno Pty Ltd (as trustee of the Chessarno Super Fund) or, in each case, any other person who will obtain a material benefit as a result of the proposed Resolutions (except a benefit solely by reason of being a holder of Shares) or any Associate of such persons.

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf. In the interests of public health and safety of our Shareholders, due to the current COVID-19 pandemic, the Company encourages **Shareholders to vote via proxy and not physically attend the Shareholder Meeting**.

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should appoint the Chairman of the Meeting as their proxy to attend and vote on the Member's behalf. The Company encourages shareholders to **appoint the Chairman of the Meeting as their proxy**.

The situation regarding COVID-19 is evolving rapidly and RML is following the health advice of the Australian Government. Shareholders are encouraged to monitor the Company's ASX announcements and website for any further updates in relation to arrangement for the Company's Shareholder Meeting.

Shareholders are encouraged to lodge their Proxy Forms online at <https://www.automicgroup.com.au/>.

In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy, they will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chairman as a proxy with a direction to cast the votes contrary to the Chairman's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chairman.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:30am ACDT on 16 September 2020):

On-line: <https://www.automicgroup.com.au/>.

By mail: Automic
GPO BOX 5193
SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm ACST on 16 September 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jaroslav (Jarek) Kopias
Company Secretary
Adelaide, 14 August 2020

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting, and should be read in conjunction with this Notice of Meeting. If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolution 1: Ratification of 51,608,421 Placement Shares issued on 28 July 2020

On 20 July 2020, the Company announced that it received firm commitments to issue 51,608,421 Shares under a private placement of Shares (**Placement**). The issue of Shares was undertaken under the Company's 15% placement capacity under ASX Listing Rule 7.1 (30,965,053 Shares) and 10% placement capacity under ASX Listing Rule 7.1A (20,643,368 Shares). The Shares were subsequently issued on 28 July 2020.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The relevant Shares issued to participants in the Placement did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1 and the Company's 10% placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and so does not reduce the company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and thus the Company is seeking ratification of the Shares issued pursuant to the Placement by Resolution 1. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A at the date of issue.

If Resolution 1 is passed, the Shares issued pursuant to the Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the relevant issues will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

Party	The Placement Shares were issued to various investors who did not require a disclosure document and who were identified and selected by the Company in consultation with the Company's corporate advisers for the Placement, PAC Partners and Taylor Collison. None of the parties are a related party of the Company.
Number and Class of Securities issued	51,608,421 Shares were issued. The Shares were fully paid ordinary shares, which rank equally with all other Shares on issue.
Date of issue	The Placement Shares were issued on 28 July 2020.
Consideration	The Shares were issued at a price \$0.07 (7.0 cents) per Share.
Purpose	The funds raised from the Placement will be used to test high priority drill targets across the 64North Project and for general working capital purposes.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of 51,608,421 Shares issued on 28 July 2020.

Resolution 2: Issue of up to 77,874,579 Options

As noted in the Explanatory Notes for Resolution 1, on 20 July 2020, the Company announced that it received firm commitments to issue 51,608,421 Shares under the Placement and intended to undertake an SPP. The SPP was initially targeting to raise up to approximately \$1,000,000. However, due to Shareholder interest, the Board has determined that the Company will now target a raise of up to \$1,500,000 under the SPP, so as to provide all Shareholders with a greater opportunity to participate in the overall capital raising.

Participants in the Placement are entitled to receive, for no additional consideration, one (1) Option for every one (1) Share received under the Placement, having an exercise price of \$0.12 per Share and a 3 year term and the Company also intends to offer participants in the SPP the right subscribe for Options on the same terms.

5,000,000 Options are also intended to be issued to the JLM to the Placement, in part, as remuneration for services provided.

As noted in Resolution 1, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of ASX Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Resolution 2 seeks the required Shareholder approval for the issue of the Options to:

- (a) participants in the Placement;
- (b) participants in the SPP; and
- (c) the JLM,

under, and for the purposes of, ASX Listing Rule 7.1.

If Resolution 2 is passed, the Company will be able to proceed with the issue of Options to these participants and supporters of the capital raising. In addition, the Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of Options to the JLM, participants in the Placement or the SPP.

The issue of Options is subject to this shareholder approval and, subject to ASX approval, the Company intends to apply to have the Options admitted to the official list of ASX, however, the Company cannot guarantee that ASX will accept the Options to the official list, in which case they will remain unlisted.

Pursuant to Resolution 2, the Company seeks Shareholder approval, for the purposes of Listing Rule 7.1, to issue up to 77,874,579 Shares in relation to the Placement and SPP as follows:

Party	Proposed Options	Comments
Participants in the Placement	51,608,421	Proposed ratification detailed in Resolution 1
Participants in the SPP (excluding Directors)	21,266,158	SPP targeting \$1.5 million
JLM	5,000,000	Remuneration of JLM
Subtotal	77,874,579	
Directors	162,524	Pursuant to Resolutions 4, 5 and 6
Total	78,037,103	

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of the Options:

	Placement	SPP	JLM
Party	Participants in the Placement, being various investors who did not require a disclosure document and who were identified and selected by the Company in consultation with the JLM. None of the parties are related parties of the Company.	Participants in the Company's SPP (other than entities associated with Directors), being Eligible Shareholders for the purpose of the SPP.	50% of the Options will be issued to Taylor Collison Ltd and 50% to PAC Partners Securities Pty Ltd, or their respective nominees.
Number of Options to be issued	51,608,421 Options	21,266,158 Options	5,000,000 Options
Material Terms of Options	The material terms of the Options are detailed in Appendix 1. The Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.		
Date of issue	The allotment of the Options the subject of Resolution 2 will occur as soon as reasonably practicable following the meeting and, in any event, within three (3) months.		
Price, Consideration, Purpose	The Options were and will be issued for no issue price or additional consideration as part of the terms of the capital raising outlined in this Notice of Meeting. No funds were or will be raised upon the issue of Options as they were and will be issued for no additional consideration. Funds will be raised upon the exercise of Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.		Services provided to the Company in respect of the Placement and SPP. There will be no funds raised upon the issue of Options as they will be issued for no additional consideration. Funds will be raised upon the exercise of Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.
Material terms of agreement	The relevant placement agreement provided that the acquisition price of Shares was \$0.07 per Share and included various other conditions usual for a placement of this sort.	As contained in the Share Purchase Plan Offer Booklet dated 22 July 2020 and to be contained in the prospectus to be issued for the Options pursuant to the SPP.	The JLM agreement provided that the JLM will support the Company in undertaking the Placement and SPP and included various other standard conditions for a JLM agreement of this sort.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the issue of up to 77,874,579 Options.

Resolution 3: Issue of 10,000,000 Consideration Shares

The Company seeks Shareholder approval, for the purposes of Listing Rule 7.1, to issue 10,000,000 Shares pursuant to the Millrock transaction announced on or about 17 October 2019.

Under the terms of the Millrock transaction, the Company has agreed to an earn-in period of four years to earn up to 60% of the 64North Project and up to 80% upon satisfaction of key milestones. Under the terms of the agreement with Millrock, the Company is required to issue 10,000,000 Shares upon meeting a US\$5.0 million expenditure requirement prior to 31 January 2021. Satisfaction of the expenditure commitment of US\$5.0 million and issue of Consideration Shares will enable RML to achieve all of year 1 milestones earning 30% in the 64 North Project and is expected to be satisfied prior to 31 January 2021.

As noted in Resolution 1, broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

Exception 17 of ASX Listing Rule 7.1 provides that an agreement to issue equity securities that is conditional on the holders of the listed company's ordinary securities approving the issue before the issue is made shall be an exception to this prohibition, provided that if an entity relies on this exception the listed company must not issue the equity securities without such approval.

Accordingly, Resolution 3 seeks the required Shareholder approval for the issue of the Shares required to be issued to Millrock for the purpose of satisfying the Company's earn-in commitment to earn its initial 30% interest in the 64 North Project.

If Resolution 3 is passed, the Company will be able to proceed with the issue of Shares to Millrock for the purpose of earning its 30% interest in the 64 North Project. In addition, the Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of Consideration Shares to Millrock and may be prevented from earning its 30% interest in the 64 North Project in accordance with the terms of the agreement with Millrock. Failure to issue the Consideration Shares to Millrock will cause the earn-in agreement to terminate and the 64 North Project will be lost.

In accordance with the requirements of Listing Rule 7.3 the following information is provided in respect of the proposed issue of Consideration Shares:

- (a) the Shares will be issued at a deemed price of the 5 day VWAP for Shares on the ASX over the last 5 days on which sales in Shares were recorded before the Consideration Shares are issued;
- (b) there will be no funds raised upon the issue of Consideration Shares, as the Consideration Shares comprise part of the consideration for the right to acquire the interest in the 64 North Project;
- (c) the Shares to be issued pursuant to this Resolution 3 will be fully paid ordinary shares and rank equally in all respects with all other Shares on issue as at the date of their issue; and
- (d) the allotment as soon as reasonably practicable following the meeting and upon satisfaction of the year 1 earn-in requirements, and in any event, within three (3) months of the date of the meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 3.

The Chairman intends to vote all undirected proxies in favour of the issue of 10,000,000 Consideration Shares.

Resolutions 4, 5 and 6: Issue of Options to Directors; Leonard Dean (84,539), Andrew Shearer (42,270) and Duncan Chessell (35,715).

Background

As noted in the Explanatory Notes for Resolutions 1 and 2, on 20 July 2020, the Company announced that it received firm commitments to issue 51,608,421 Shares under the Placement and intended to undertake an SPP.

All RML Directors (**Participating Directors**) are intending to participate in the SPP and apply for Options, via their associated Shareholding vehicles, on the same terms as other SPP applicants, subject to the Company obtaining Shareholder approval to such issue.

ASX Listing Rule Requirements

ASX Listing Rule 10.13 requires Shareholder approval for the issue of securities to a Director of the entity, an Associate of the Director, or a person whose relationship with the entity, Director or Associate of the Director is, in ASX's opinion, such that approval should be obtained.

Exception 4 to ASX Listing Rule 10.13 includes an exception whereby the Directors may participate in the SPP for Shares. However, as the SPP includes the ability for all Eligible Shareholder to subscribe for Options, for no additional consideration, that exception does not extend to the proposed issue of Options pursuant to the SPP.

Accordingly, as the Participating Directors are Directors of the Company, Shareholder approval is being sought for the issue of a total of 162,524 Options to the Participating Directors on the terms set out below.

If approval of the issue of the Options is given under Listing Rule 10.13, approval is not required under Listing Rule 7.1 and the Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% Additional Placement Capacity limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolutions 4, 5 and 6 are not passed, the Company will be precluded from issuing the Options to the Participating Directors.

Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless an exception applies or shareholders have in a general meeting approved the giving of that financial benefit to the related party. The Participating Directors are Directors and are therefore each a related party of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of Options, pursuant to Resolutions 4, 5 and 6, on the basis that exception in section 210 of the Corporations Act applies as the Participating Directors are proposing to participate in the SPP on the same terms as other applicants.

ASX Listing Rules Disclosure

ASX Listing Rule 10.11 provides that a Company must not issue or agree to issue securities to a Director, without first obtaining shareholder approval.

ASX Listing Rule 10.13 requires that the following information to be provided to Shareholders when seeking an approval for the purposes of ASX Listing Rule 10.11:

Party	Lacasuper Pty Ltd <LA & CA Dean Super A/C>, an entity associated with Mr Leonard Dean, a Director of the Company and a person falling within category 10.11.1.	Valas Investments Pty Ltd <Valas Investments A/C>, an entity associated with Mr Andrew Shearer, a Director of the Company and a person falling within category 10.11.1.	Chessarno Pty Ltd <Chessarno Super Fund A/C>, an entity associated with Mr Duncan Chessell, a Director of the Company and a person falling within category 10.11.1.
Securities issued	The maximum number of Options to be issued to Mr Dean is 84,539 Options.	The maximum number of Options to be issued to Mr Shearer is 42,270 Options.	The maximum number of Options to be issued to Mr Chessell is 35,715 Options.
Terms	The material terms of the Options are detailed in Appendix 1. Shares issued upon the exercise of Options will be fully paid ordinary shares and will rank equally in all respects with all other Shares on issue as at the date of their issue.		
Date of issue	The Options the subject of Resolutions 4, 5 and 6 are proposed to be issued no later than 1 month after the Meeting, subject to any waiver or relief that ASX may grant to permit their later issue.		
Consideration	The Options were and will be issued for no issue price or additional consideration as part of the terms of the capital raising outlined in this Notice of Meeting. No funds were or will be raised upon the issue of Options as they were and will be issued for no additional consideration. Funds will be raised upon the exercise of Options and will be used to progress the Company's exploration activities and for working capital purposes at that time.		
Material terms of agreement	As contained in the Share Purchase Plan Offer Booklet dated 22 July 2020 and to be contained in the prospectus to be issued for the Options pursuant to the SPP.		
Purpose	The Options are being offered to participants in the SPP, for no additional consideration, and will be offered to the Participating Directors on the same terms as other applicants in the SPP.		
Material terms of agreement	There has been no agreement entered into in relation to the issue of Options.		

Board Recommendation

The Participating Directors decline to make a recommendation to Shareholders in relation to their respective Resolutions due to their material personal interest in the outcome of Resolutions 4, 5 and 6 on the basis that they will be issued 162,524 Options in total should Resolutions 4, 5 and 6 be passed.

The Participating Directors do not have a personal interest in the outcome of the Resolutions related to the issue of Options to the other Directors. The Directors (other than the Participating Directors in relation to their own Resolution) recommend that Shareholders vote in favour of Resolutions 4, 5 and 6.

The Directors make the recommendation above for the following reasons:

- the issue of Options to the Participating Directors will better align the interests of the Participating Directors with those of Shareholders;

- the issue of the Options is reasonable and appropriate as the Participating Directors are proposing to participate in the SPP on the same terms as other applicants; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options on the terms proposed.

The Board (apart from the Participating Directors, to the extent that the recommendation applies to their Options, make no recommendation in relation to the Resolution as it relates to themselves) recommends that shareholders vote IN FAVOUR of Resolutions 4, 5 and 6.

The Chairman of the Meeting intends to vote all undirected proxies IN FAVOUR of Resolutions 4, 5 and 6.

SPECIAL RESOLUTIONS

Resolution 7: Change to Constitution

A company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 7 is a Special Resolution which will enable the Company to modify its existing Constitution providing a periodic update to the current regulatory environment.

A copy of the modified Constitution with the proposed amendments marked-up (which the Directors recommend that all Shareholders review in full) can be accessed from the Company's website upon approval at <https://www.resolutionminerals.com/about-resolution-minerals/corporate-governance/>.

Copies can also be obtained by contacting the Company's Company Secretary, Mr Jarek Kopias, on jkopias@resolutionminerals.com. Similarly, a copy of the Constitution incorporating the proposed modifications will be on display at the Company's Registered Office and will be available at the Meeting.

However, in summary, the purpose of the proposed changes to the Constitution include:

- Changes to treatment of restricted securities brought about by amendments to Listing Rule 15.12;
- Ability to conduct virtual shareholder meetings, including direct voting;
- Ability to charge off market transfer fees;
- Other immaterial administrative changes.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 7.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the approval to change the Constitution.

Resolution 8: Renewal of Proportional Takeover Provisions

The Corporations Act permits a company's constitution to include provisions that enable the company's shareholders to consider and approve or reject a proportional takeover bid for the company's shares.

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from the date of adoption or renewal.

Clause 34 of the Company's Constitution include such proportional takeover provisions (as summarised in the excerpt set out in Appendix 2 of the Explanatory Notes) and Resolution 8 seeks Shareholder approval to the renewal of those proportional takeover provisions.

A proportional takeover bid is a bid for a specified proportion, and not all, of the securities in the bid class, i.e. a bid to acquire a proportion of each Shareholder's Shares in the Company.

These proportional takeover provisions enable the Company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by Shareholders in general meeting approving the offer. Under the Corporations Act, the proportional takeover provisions will cease to have effect at the end of a third year period after they were last renewed or adopted by the Company.

In order to give Shareholders the right to determine whether to include the proportional takeover provisions independently of the adoption of the renewal, the Company is seeking approval under Resolution 8 to the renewal of the proportional takeover provisions

in the Constitution. If Resolution 8 is approved, these proportional takeover provisions will have effect until 18 September 2023, being 3 years from the approval of this Resolution.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

In order for Shareholders to make an informed decision as to whether to vote in favour of Resolution 8, the Corporations Act requires the Company to provide Shareholders with the following information:

Effect of provisions to be renewed

If the proportional takeover provisions are renewed in the Constitution and a proportional takeover bid is made to Shareholders of the Company, the Board will be required to convene a general meeting of Shareholders to vote on a resolution to approve the proportional takeover. The meeting must be held at least 14 days before the offer under the proportional takeover bid is due to close.

The resolution will be taken to have been passed if a majority of the votes at the meeting, excluding the Shares of the bidder and its associates, vote in favour of the resolution. The Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, if no resolution is voted on before the end of the 14th day before the close of the offer, the resolution will be deemed to have been passed. Where the resolution approving the offer is passed or deemed to have been passed, transfers of shares resulting from accepting the offer will be registered provided they otherwise comply with the Corporations Act the ASX Settlement Rules (if applicable) and the Constitution.

If the resolution is not passed, then the offer will be deemed to be withdrawn and transfers that would have resulted from acceptance of the bid will not be registered. The proportional takeover provisions do not apply in relation to full takeover bids and only apply for 3 years after the date of adoption of the provisions. The provisions may be renewed, but only by Special Resolution.

Reasons for proposing the Resolution

Without the proportional takeover provisions, a proportional takeover bid for the Company may enable effective control of the Company to be obtained without shareholders having the opportunity to dispose of all their Shares to the bidder.

Accordingly, Shareholders could be at risk of passing control to the bidder without payment of an adequate control premium for all their shares, whilst leaving themselves as part of a minority interest in the Company. If clause 34 is renewed in the Constitution, this will enable Shareholders to vote on whether or not a proportional takeover bid should be permitted to be proceed. The benefit of the proportional takeover provisions is that Shareholders are able to decide collectively whether the proportional offer is acceptable and may ensure that any proportional offer is appropriately priced.

Knowledge of present acquisition proposals

As the date of these Explanatory Notes, no Director is aware of proposal by any person to acquire, or increase the extent of, a substantial interest in the Company.

Potential advantages and disadvantages

It is noted that the existing proportional takeover provisions in the existing Constitution were not invoked during the period during which those provisions have been in effect. The inclusion of the proportional takeover provisions will enable the Board to formally ascertain the views of shareholders in relation to a proportional takeover bid. Without such provisions, the Directors must rely upon their perception of the interests and views of Shareholders. Apart from this, the Directors do not believe that the renewal of clause 34 in the Constitution would have any potential advantages or disadvantages for the Directors as they remain free to make a recommendation on whether a proportional takeover offer should be accepted.

The Directors consider that the inclusion of proportional takeover provisions will advantage Shareholders as:

- (a) Shareholders will have an opportunity to consider a proportional takeover bid and then attend or be represented by proxy at a general meeting called to vote on the proportional takeover bid, and so will be able to prevent a proportional takeover bid proceeding if there is enough support for the proposition that control of the Company should not be permitted to pass under the proportional takeover bid;
- (b) the provisions may help Shareholders avoid being locked in as a minority Shareholder with one majority Shareholder;
- (c) increasing the bargaining power of Shareholders may ensure that any proportionate offer is adequately priced; and
- (d) knowing the view of Shareholders will assist each individual Shareholder in assessing the likely outcome of the bid and whether to accept or reject the bid.

Some of the disadvantages to Shareholders of the inclusion of proportional takeover provisions could be considered to include the following:

- (a) it may deter the making of a proportional takeover bid, which in turn reduces the choices available to potential bidders and Shareholders;

- (b) the chance of a proportional takeover bid being successful may be reduced, which in turn may reduce the opportunities that Shareholders may have to sell some of their shares at a premium to a person seeking control of the Company and may reduce any takeovers speculation element in the Company's Share price;
- (c) they may be considered an additional restriction on the ability of individual Shareholders to deal freely in their Shares; and
- (d) the requirement to convene a general meeting to consider a proportional takeover bid may create delay, additional costs for the Company and uncertainty.

On balance, the Directors consider that the possible advantages outweigh the possible disadvantages, such that the renewal of clause 34 is in the interests of Shareholders.

Resolution 8 is a Special Resolution and must be passed by at least 75% of the votes cast by Members entitled to vote on the Resolution. If Resolution 8 is passed, the proportional takeover provisions set out in Appendix 8 will be renewed in the Constitution as rule 34, with effect from the date of the Meeting.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 8.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the approval of Proportional Takeover Provisions.

Glossary

In the Notice of General Meeting and Explanatory Notes:

10% Additional Placement Capacity means the Equity Securities issued under Listing Rule 7.1A.

ACST means Australian Central Standard Time.

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of RML.

Chairman means the chairman of the Meeting.

Consideration Shares means 10,000,000 in the Company for the acquisition the stage 1 earn-in of 30% of the 64North project from Millrock.

Constitution means the constitution of the Company.

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

Corporations Regulations means the *Corporations Regulations 2001* (Cth).

Director means a director of the Company.

Eligible Shareholders means a person who is registered as holding Shares at 7:00 pm (AEST) on Friday 17 July 2020 and whose address is recorded in the Company's register of members as being in Australia or New Zealand.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these explanatory notes.

JLM means joint lead managers to the Placement, PAC Partners and Taylor Collison.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting, or **General Meeting** means the General Meeting of Shareholders to be held at the Offices of Grant Thornton Australia Limited, Level 3, 170 Frome Street, Adelaide, South Australia on Friday 18 September 2020 at 10:30 am (ACST).

Millrock means Millrock Resources Inc quoted on the TSXV with code MRO.

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Options means options, proposed to be quoted on ASX, subject to ASX approval, exercisable at \$0.12 each and expiring 3 years following the date of their issue.

Option Offer means the offer of Options to participants in the Placement, SPP (including RML Directors) and the joint lead managers of the Placement.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Placement means the Share placement of 51,608,421 Shares to sophisticated, professional and institutional investors announced by the Company on 20 July 2020.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolution means a resolution referred to in this Notice.

RML or **the Company** means Resolution Minerals Ltd (ABN 99 617 789 732).

Share means a fully paid ordinary share in the capital of the Company.

Special Resolution means a resolution passed by at least 75% of the votes cast at a General Meeting of Shareholders.

SPP means the Share Purchase Plan announced by the Company on 20 July 2020 entitling eligible shareholder to acquire up to \$30,000 in Shares at a price of \$0.07 per Share.

Appendix 1

Key terms of Options

- (a) Each Option will entitle the holder (**Optionholder**) to subscribe for one fully paid ordinary share (**Share**) in Resolution Minerals Ltd (ACN 617 789 732) (**Company**) (subject to possible adjustments referred to in paragraphs (l), (m) and (n) below) on the following terms and conditions.
- (b) Each Option is exercisable within three years (**Expiry Date**).
- (c) Options not exercised before the Expiry Date will lapse.
- (d) The exercise price of each Option is \$0.12 (**Exercise Price**).
- (e) Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (f) Some or all of the Options may be exercised at any one time or times prior to the Expiry Date.
- (g) Shares to be issued pursuant to the exercise of any of the Options will be issued following receipt of all the relevant documents and payments (in cleared funds) and will rank in all respects on equal terms with the existing Shares in the Company.
- (h) The Company intends to seek to have the Options admitted to the official list of ASX (**Official List**), however, the Company cannot guarantee that ASX will accept the Options to the Official List, in which case they will remain unlisted. The Company will make application for new Shares allotted on exercise of the Options to be admitted to the Official List.
- (i) The holder of the Options may transfer some or all of their Options in any manner authorised by the Corporations Act, and, if applicable, the ASX.
- (j) In the event that the Options are accepted to the Official List, each Option will be freely transferable at any time before the Expiry Date.
- (k) Options will not entitle or grant the Optionholder a right to participate in any new issue of securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of securities to holders of Shares, that the record date will be at least five business days after the date the issue is announced.
- (l) If, prior to the Expiry Date, there is a bonus issue to the holders of Shares for no consideration:
 - (i) the number of Shares over which each Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (m) If, prior to the Expiry Date, the issued capital of the Company is reorganised (including any consolidation, subdivision, reduction or return of capital), the rights of the Optionholders may be varied to the extent necessary to comply with the Corporations Act and ASX Listing Rules which apply at the time of the reorganisation.
- (n) In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to holders of Shares prior to the Expiry Date, then the Exercise Price of the Options may be amended in accordance with the formula set out in ASX Listing Rule 6.22.2.

Appendix 2

Proportional takeover provision contained in the Company's Constitution – to be renewed at this Meeting

34 PARTIAL TAKEOVER PLEBISCITES

34.1 Resolution to Approve Proportional Off-Market Bid

- (a) Where offers have been made under a proportional off-market bid in respect of a class of securities of the Company ("bid class securities"), the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under the proportional off-market bid is prohibited unless and until a resolution (in this clause 34 referred to as a "prescribed resolution") to approve the proportional off-market bid is passed in accordance with the provisions of this Constitution.
- (b) A person (other than the bidder or a person associated with the bidder) who, as at the end of the day on which the first offer under the proportional off-market bid was made, held bid class securities is entitled to vote on a prescribed resolution and, for the purposes of so voting, is entitled to one vote for each of the bid class securities.
- (c) A prescribed resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on the prescribed resolution.
- (d) A prescribed resolution that has been voted on is to be taken to have been passed if the proportion that the number of votes in favour of the prescribed resolution bears to the total number of votes on the prescribed resolution is greater than one half, and otherwise is taken to have been rejected.

34.2 Meetings

- (a) The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with modifications as the circumstances require, in relation to a meeting that is convened pursuant to this clause 34.2 as if the last mentioned meeting was a general meeting of the Company.
- (b) Where takeover offers have been made under a proportional off-market bid, the Directors are to ensure that a prescribed resolution to approve the proportional off-market bid is voted on in accordance with this clause 34 before the 14th day before the last day of the bid period for the proportional off-market bid (the "resolution deadline").

34.3 Notice of Prescribed Resolution

Where a prescribed resolution to approve a proportional off-market bid is voted on in accordance with this clause 34 before the resolution deadline, the Company is, on or before the resolution deadline:

- (a) to give the bidder; and
- (b) if the Company is listed – each relevant financial market (as defined in the Corporations Act) in relation to the Company;

a notice in writing stating that a prescribed resolution to approve the proportional off-market bid has been voted on and that the prescribed resolution has been passed, or has been rejected, as the case requires.

34.4 Takeover Resolution Deemed Passed

Where, at the end of the day before the resolution deadline, no prescribed resolution to approve the proportional off-market bid has been voted on in accordance with this clause 34, a resolution to approve the proportional off-market bid is to be, for the purposes of this clause 34, deemed to have been passed in accordance with this clause 34.

34.5 Takeover Resolution Rejected

Where a prescribed resolution to approve a proportional off-market bid under which offers have been made is voted on in accordance with this clause 34 before the resolution deadline, and is rejected, then:

- (a) despite Section 652A of the Corporations Act:
 - (i) all offers under the proportional off-market bid that have not been accepted as at the end of the resolution deadline; and

- (ii) all offers under the proportional off-market bid that have been accepted and from whose acceptance binding contracts have not resulted as at the end of the resolution deadline,

are deemed to be withdrawn at the end of the resolution deadline;

- (b) as soon as practicable after the resolution deadline, the bidder must return to each person who has accepted any of the offers referred to in clause 34.5(a)(ii) any documents that were sent by the person to the bidder with the acceptance of the offer;

- (c) the bidder:

- (i) is entitled to rescind; and

- (ii) must rescind as soon as practicable after the resolution deadline,

each binding takeover contract resulting from the acceptance of an offer made under the proportional off-market bid; and

- (d) a person who has accepted an offer made under the proportional off-market bid is entitled to rescind the takeover contract (if any) resulting from the acceptance.

34.6 Renewal

This clause 34 ceases to have effect on the third anniversary of the date of the adoption of the last renewal of this clause 34.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: RML

Your proxy voting instruction must be received by **10.30am (ACST) on Wednesday, 16 September 2020** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting 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.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



