

25 October 2021

Dear Shareholder

Important information regarding the 2021 Annual General Meeting

Cassius Mining Limited (ASX: CMD) (Cassius or the Company) advises that its 2021 Annual General Meeting (AGM) will be held as a virtual meeting as follows:

Time: 11.30am (AEDT)

Date: Friday 26 November 2021

Online: Attendance via online platform

The Notice of Meeting for the AGM can be accessed from the following link on the Company's website at www.cassiusmining.com It is also available from the Company's announcements platform on the ASX at www.asx.com.au.

The Company will not be posting hard copies of the Notice of Meeting to shareholders who have not elected to receive notice electronically. Notwithstanding this, if you would like to receive a hard copy of the Notice of Meeting, please contact the Company.

The Company's Annual report is also available at the Company's website www.cassiusmining.com

In planning for the AGM, the Company has focused on ensuring the safety of shareholders and its employees while seeking to maximise the opportunity for shareholder participation. Having regard to the ongoing uncertainty about the restrictions which may apply for wholly physical meetings, the Company plans to hold the AGM as a virtual meeting.

Attendance via online platform

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click "**register**" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, click on "**View**" when this appears
4. Click on "**Register**" and follow the steps
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting click on "**Refresh**" to be taken to the voting screen
7. Select your voting direction and click "**confirm**" to submit your vote. **Note that you cannot amend your vote after it has been submitted**

Note that registration will open 30 minutes prior to the start of the meeting. A registration link for the Zoom meeting will be provided once you register to attend through the Investor Portal on the day.

Proxy lodgement

Shareholders who choose to lodge a proxy should follow instructions on their personalised proxy for (enclosed), to be submitted to the Company's share registry no later than 11.30am (AEDT) on Wednesday 24 November 2021 online or by post.

Yours Sincerely



Mr James Arkoudis
Chairman
Cassius Mining Limited

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Cassius Mining Limited ("the Company") will be held at the Boardroom, Ground Floor 3 Spring Street, Sydney, Australia at 11.30am (AEDT) on Friday, 26 November 2021. The attached Explanatory Memorandum should be read in conjunction with the Notice of General Meeting.

ORDINARY BUSINESS

Item 1 Financial Statements and Reports

To receive and consider the Statement of Financial Position of the Company at 30 June 2021, the Income Statement of the Company for the year ended on that date, together with the consolidated accounts of the Company and its controlled entities and the reports of Directors and Auditors therein.

Resolution 1: Adoption of Remuneration Report

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

"To adopt the remuneration report forming part of the Directors' Report for the financial year ended 30 June 2021."

(Note: The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.)

Voting Restriction

As required by Section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by key management personnel and any closely related party of any key management personnel as those terms are defined in section 9 of the Corporations Act 2001. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the chair's stated voting intention as outlined in the explanatory memorandum.

Resolution 2: Re-election of a Director

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

"In accordance with the constitution of the Company, Mr Wayne Kernaghan who, being a director of the Company, retires by rotation and being eligible, is re-elected as a Director of Cassius Mining Limited."

Resolution 3: Ratification of prior issue of placement shares

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 18,333,333 shares for the purposes and on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 3 by any persons that participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons. However, this does not apply to a vote cast in favour of a Resolution by:

- (a) 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
- (b) The Chair 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
- (c) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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 this Resolution; and
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 4: Issue of placement shares to Mr James Arkoudis

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,333,333 Placement Shares to Mr James Arkoudis (or his nominee) on the terms and conditions set out in the Explanatory Memorandum”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of Mr Arkoudis (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 5: Issue of placement shares to Mr David Chidlow

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,333,333 Placement Shares to Mr David Chidlow (or his nominee) on the terms and conditions set out in the Explanatory Memorandum”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of Mr Chidlow (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 6: Issue of placement shares to Mr Wayne Kernaghan

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,333,334 Placement Shares to Mr Wayne Kernaghan (or his nominee) on the terms and conditions set out in the Explanatory Memorandum”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 6 by or on behalf of Mr Kernaghan (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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

- (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 7: Issue of shares in lieu of Directors Fees – Mr Anthony Karam

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 1,500,000 shares at \$0.015 each to Mr Anthony Karam, a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 7 by or on behalf of Mr Karam and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 8: Issue of shares in lieu of Directors Fees – Mr James Arkoudis

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 1,971,000 shares at \$0.015 each to Mr James Arkoudis a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 8 by or on behalf of Mr Arkoudis and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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

- (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 9: Issue of shares in lieu of Directors Fees – Mr David Chidlow

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 1,971,000 shares at \$0.015 each to Mr David Chidlow a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 9 by or on behalf of Mr Chidlow and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons. However, this does not apply to a vote cast in favour of the resolution by:

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Resolution 10: Issue of shares in lieu of Directors Fees – Mr Wayne Kernaghan

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

“That in accordance with Listing Rule 10.11 and for all other purposes, the Company be permitted and authorized to issue 1,971,000 shares at \$0.015 each to Mr Wayne Kernaghan a related party in lieu of cash Directors fees on the terms and conditions set out in the accompanying Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution 10 by or on behalf of Mr Kernaghan and any other person who will obtain a material benefit as a result of the issue of the shares or an associate of that person or those persons.

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

- (a) a person or 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
- (b) the Chair 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) 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
- (ii) The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

SPECIAL BUSINESS

Resolution 11: Approval of Additional 10% Placement Facility

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 for the purpose and on the terms set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Equity Securities under the Additional 10% Placement Facility (except a benefit solely in the capacity of a holder of ordinary securities); or
- an associate of any such person.

However, the Company will not disregard any votes cast on Resolution 11 by such person if:

- the person is acting 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 acting 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:
 - (i) 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
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Important note: The proposed allottees of any Equity Securities under the Additional 10% Placement facility are not yet known or identified. In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person’s vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

Further Business

To transact any further business that may legally be brought forward.

An Explanatory Memorandum to shareholders follows this Notice.

By Order of the Board

W Kernaghan
Company Secretary
22 October 2021

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of shareholders of Cassius Mining Limited ("Cassius" or "the Company") in connection with the business to be transacted at the Annual General Meeting of shareholders of Cassius to be held at the Boardroom, Ground Floor, 3 Spring Street, Sydney, Australia at 11.30am (AEDT) on Friday, 26 November 2021.

The Directors recommend shareholders read the accompanying Notice of Annual General Meeting ("Notice") and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

ITEM 1: Financial Statements

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2021 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

In accordance with amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company's annual financial report on its website at www@cassiusmining.com

Resolution 1: Adoption of Remuneration Report

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ended 30 June 2021. A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Resolution 2: Re-election of a Director

The Constitution provides that at every annual general meeting, one third of the Directors must retire from office by rotation and are eligible for re-election. Mr Wayne Kernaghan retires by rotation and is seeking re-election.

Mr Kernaghan is a qualified chartered accountant who spent 5 years with Price Waterhouse. On leaving Price Waterhouse he has spent over 25 years as Finance Director and Company Secretary within the mining industry for ASX listed companies and as an Investment Manager in Australia and the United Kingdom. Mr Kernaghan is a member of the Institute of Chartered Accountants in Australia and a Fellow of the Australian Institute of Company Directors and a Chartered Secretary.

The Directors other than Mr Kernaghan recommend Shareholders vote in favour of his re-election.

Resolution 3: Ratification of share placement on 3 June 2021

On 3 June 2021 the Company announced it had issued an additional 18,333,333 new Shares at an issue price of \$0.015 per Share to sophisticated and professional investors. The purpose of the issue was for exploration and general working capital.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 3 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1 and accordingly recommend that shareholders vote in favour of the resolution.

If resolution 3 is not passed, the company will not be allowed to utilise the exemption under Listing Rule 7.4 for the issue of these securities under Listing Rule 7.1.

The Shares issued pursuant to the placement rank equally in all respects with all existing Shares previously issued by the Company.

Technical Information required under Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 3:

Rule 7.5.1: Names of person were participated:

Mr J Hills, Mr S Reid, Ms A Kyradjis, Ms J Smith, Mr D Gizas, Mr B Savellis, P & N Bakaric Pty Ltd, Pappas Bros Pty Ltd, Mr D Lowe and Mr F Zarfati.

Rule 7.5.2: Number of securities to be issued:

18,333,333 fully paid ordinary shares

Rule 7.5.3: Number of securities to be issued if partly paid:

Not applicable

Rule 7.5.4: Date or dates on when securities will be issued:

18,333,333 fully paid shares have been issued on 3 June 2021

Rule 7.5.5: Price securities will be issued.:

18,333,333 fully paid shares have been issued at \$0.015

Rule 7.5.6: Purpose of the issue:

The Company intends to use the funds raised is for exploration and working capital.

Rule 7.5.7: Summary of agreement:

Not applicable.

Rule 7.5.7: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice.

Recommendation

Directors unanimously recommend that Shareholders **vote in favour** of Resolution 3.

RESOLUTIONS 4 to 6: Issue of placement shares to participating Directors

Background:

As announced on 27 May 2021 the company was to issue 28,333,333 shares at \$0.015 each to raise \$425,000. 18,333,333 shares were issued to sophisticated investors and 10,000,000 shares are to be issued to directors

on the same term and conditions subject to shareholder approval. Resolutions 4 to 6 seek Shareholder approval for the issue up to 10,000,000 shares to the Directors:

- (a) 3,333,333 placement shares to Mr Arkoudis (or his nominee)
- (b) 3,333,333 placement shares to Mr Chidlow or his nominee)
- (c) 3,333,334 placement shares to Mr Kernaghan (or his nominee)

(together, the Participating Directors) as a result of the Director Participation on the terms set out below.

Chapter 2E of the Corporations Act:

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) Obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) Give the benefit within 15 months following such approval

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Director Participation will result in the issue of Shares which constitutes giving a financial benefit to the Participating Directors, who are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Arkoudis who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the issue of the Placement Shares to Mr Arkoudis because the Placement Shares will be issued to Mr Arkoudis (or his nominee) on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Chidlow who has a material personal interest in Resolution 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the issue of the Placement Shares to Mr Chidlow because the Placement Shares will be issued to Mr Chidlow (or his nominee) on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Kernaghan who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect to the issue of the Placement Shares to Mr Kernaghan because the Placement Shares will be issued to Mr Kernaghan (or his nominee) on the same terms as Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) three of the Company's four Directors at the time have a material personal interest in the outcome of Resolutions 4 to 6. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 4 to 6 at a board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 4 to 6 for the purposes of section

195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

10.11.1 a related party;

10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which give them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders.

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 4 to 6 seek Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11

Technical information required by Listing Rule 14.1A

If Resolutions 4 to 6 are passed, the Company will be able to proceed with the issue of the Placement Shares under the Director Participation within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the manner as other funds raised under the Placement. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If resolutions 4 to 6 are not passed, the Company will not be able to proceed with the issue of the placement Shares to the Participating Directors.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 4 to 6:

Rule 10.13.1: Name of person:

The Placement Shares will be issued to the Participating Directors (or their nominees), each of which fall within the category set out in Listing Rule 10.11.1 as Mr Arkoudis, Mr Chidlow and Mr Kernaghan. are Directors of the Company and are therefore a related party.

Rule 10.13.2: Nature of relationship:

Mr Arkoudis, Mr Chidlow and Mr Kernaghan are Directors of the Company and are therefore a related party under Listing Rule 10.11.1

Rule 10.13.3: Number of securities to be issued:

The maximum number of Placement Shares to be issued to:

- (a) 3,333,333 placement shares to Mr Arkoudis (or his nominee)
- (b) 3,333,333 placement shares to Mr Chidlow (or his nominee)
- (c) 3,333,334 placement shares to Mr Kernaghan (or his nominee)

The Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Rule 10.13.4: Number of securities to be issued if partly paid:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

The Placement Shares to be issued to the Participating Directors will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Placement Shares will be issued on the same date.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the Placement Shares to be issued to the Participating Directors will be \$0.015 per share, being the same issue price as Shares issued to other participants in the Placement. The Company will not receive any other consideration for the issue of the Placement Shares.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the Placement Shares under the Director Participation is to raise capital, which the Company intends to use for exploration and working capital.

Rule 10.13.8: Intended to remunerate Directors:

The Placement Shares issued under the Director Participation are not intended to remunerate or incentivise the Director.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in Resolutions 4 to 6 in the Notice of Annual General Meeting.

Resolution 7 - Issue of shares to Mr Anthony Karam in lieu of cash payment of Director's Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 1,500,000 ordinary fully paid shares in the Company at \$0.015 each in lieu of a cash payment of \$22,500 for Director's fee to Mr Karam up until his resignation on 30 June 2021. Mr Karam yearly Director's Fee were \$36,000 plus superannuation. If shareholders do not approve the issue of these shares, then Mr Karam will be paid \$22,500 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 7:

Rule 10.13.1: Name of person:

Mr Anthony Karam

Rule 10.13.2: Nature of relationship:

Mr Anthony Karam was a Director of the Company until his resignation on 30 June 2021 and is therefore a related party under Listing Rule 10.11.1

Rule 10.13.3: Number of securities to be issued:

1,500,000 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if partly paid:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 7, the issue and allotment of the Shares to Mr Karam, will occur on a date which is no later than one month after the date of this Annual General Meeting.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be \$0.015 per share being in lieu of the cash payment of director fees in the amount of.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of past Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the former Director is in lieu of the cash payment of Director fees is not intended to incentivise the Director. Mr Karam yearly Director's Fees were \$36,000 pa plus statutory superannuation.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board unanimously recommends that Shareholders approve Resolution 7.

Resolution 8 - Issue of shares to Mr James Arkoudis in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 1,971,000 ordinary fully paid shares in the Company at \$0.015 each in lieu of a cash payment of \$29,957 for Director's fee to Mr Arkoudis up to 30 June 2021. Mr Arkoudis yearly Director's fee is \$36,000 plus statutory superannuation. If shareholders do not approve the issue of these shares, then Mr Arkoudis will be paid \$29,565 as cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 8:

Rule 10.13.1: Name of person:

Mr James Arkoudis

Rule 10.13.2: Nature of relationship:

Mr James Arkoudis is a Director of the Company and is therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

1,971,000 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if partly paid:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 8, the issue and allotment of the Shares to Mr Arkoudis, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be \$0.015 per share being in lieu of the cash payment of director fees in the amount of \$29,565.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Arkoudis yearly Director's fees are \$36,000 pa plus statutory superannuation

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr Arkoudis abstaining) unanimously recommends that Shareholders approve Resolution 8.

Resolution 9 - Issue of shares to Mr David Chidlow in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 1,971,000 ordinary fully paid shares in the Company at \$0.015 each in lieu of a cash payment of \$29,565 for Director's fee to Mr Chidlow up to 30 June 2021. Mr Chidlow yearly Director's fee is \$36,000 plus statutory superannuation. If shareholders do not approve the issue of these shares, then Mr Chidlow will be paid \$29,565 as cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 9:

Rule 10.13.1: Name of person:

Mr David Chidlow

Rule 10.13.2: Nature of relationship:

Mr David Chidlow is a Director of the Company and is therefore a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

1,971,000 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if partly paid:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 9, the issue and allotment of the Shares to Mr Chidlow, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be \$0.015 per share being in lieu of the cash payment of director fees in the amount of \$29,565.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Chidlow yearly Director's fees are \$36,000 pa plus statutory superannuation.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Meeting.

Accordingly, the Board (with Mr Chidlow abstaining) unanimously recommends that Shareholders approve Resolution 9.

Resolution 10 - Issue of shares to Mr Wayne Kernaghan in lieu of the cash payment of Directors Fees

This resolution seeks approval under Listing Rule 7.1 and Listing Rule 10.11 for the issue of 1,971,000 ordinary fully paid shares in the Company at \$0.015 each in lieu of a cash payment of \$29,565 for Director's fee to Mr Kernaghan up to 30 June 2021. Mr Kernaghan yearly Director's fee is \$36,000 plus statutory superannuation. If shareholders do not approve the issue of these shares, then Mr Kernaghan will be paid \$29,565 as a cash payment. If this resolution is approved, then these shares will be issued within one month after the date of this meeting.

Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 10:

Rule 10.13.1: Name of person:

Mr Wayne Kernaghan

Rule 10.13.2: Nature of relationship:

Mr Wayne Kernaghan is a Director of the Company and is a related party under Listing Rule 10.11.1.

Rule 10.13.3: Number of securities to be issued:

1,971,000 fully paid ordinary shares.

Rule 10.13.4: Number of securities to be issued if partly paid:

Not applicable

Rule 10.13.5: Date by which the securities are to be issued:

If Shareholders approve Resolution 10, the issue and allotment of the Shares to Mr Kernaghan, will occur on a date which is no later than one month after the date of this AGM.

Rule 10.13.6: Issue price of the securities and a statement of terms of issue:

The issue price of the shares to be issued to the director will be \$0.015 per share being in lieu of the cash payment of director fees in the amount of \$29,565.

Rule 10.13.7: Intended use of the funds:

The purpose of the issue of the shares in lieu of the payment of Director fees is to conserve the cash of the Company.

Rule 10.13.8: Intended to remunerate Directors:

The shares issued to the Director is in lieu of the cash payment of Director fees are not intended to incentivise the Director. Mr Kernaghan yearly Director's fees are \$36,000 pa plus statutory superannuation.

Rule 10.13.9: Summary of material terms:

Not applicable

Rule 10.13.10: A voting exclusion statement:

A Voting Exclusion Statement is included in the Notice of Annual General Meeting.

Accordingly, the Board (with Mr Kernaghan abstaining) unanimously recommends that Shareholders approve Resolution 10.

Resolution 11: Approval of Additional 10% Placement Facility

Background

Listing Rule 7.1A enables an eligible entity to issue Equity Securities totalling up to 10% of its issued ordinary share capital through placements over a 12 month period following the entity's annual general meeting (**Additional 10% Placement Facility**). The Additional 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company's market capitalisation is currently approximately \$4.9 million. The Company is an eligible entity as at the date of this Notice of Annual General Meeting and is expected to be an eligible entity as at the date of the Annual General Meeting.

Resolution 11 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months after the Annual General Meeting. The effect of Resolution 11 will be to allow the directors to issue Equity Securities under Listing Rule 7.1A during the period set out below (refer to section (c) under the Listing Rule 7.3A Requirements heading in this Explanatory Memorandum).

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (b) under the Regulatory Requirements heading of this Explanatory Memorandum below).

The Company is seeking a mandate to issue securities under the Additional 10% Placement Facility to enable the Company to pursue its growth strategy with the flexibility to act quickly as potential business opportunities arise.

Equity Securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of the Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, namely Shares.

Listing Rule 7.3A Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

a. Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- i. The date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- ii. If the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above the date on which the Equity Securities are issued.

b. Dilution

As at the date of this Notice of Annual General Meeting, the Company has 305,579,723 Shares on issue. If Shareholders approve Resolution 11, the Company will have the capacity to issue approximately 30,557,972 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

$$(A \times D) - E$$

where:

A has the same meaning as in rule 7.1;

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by holders of its ordinary securities under rule 7.4; and

“relevant period” has the same meaning as in rule 7.1.

If Resolution 11 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders’ voting power in the Company will be diluted as shown in the table below to the extent Shareholders do not receive any Shares under such issues. There is a risk that:

- i. the market price for the Company’s Equity Securities may be significantly lower on the date of the issue of the Equity Securities than the date of the Annual General Meeting; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company’s Equity Securities on the issue date.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable “A” calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual General Meeting.

The table (over page) also shows:

- i. two examples where variable “A” has increased by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rate entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- ii. two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable “A” in Listing Rule 7.1A.2		Dilution		
		\$0.008 50% decrease in Issue Price	\$0.016 Issue Price	\$0.024 50% increase in Issue Price
Current Variable A 305,579,723 Shares	Shares issued	30,557,972 New Shares	30,557,972 New Shares	30,557,972 New Shares
	Funds raised	\$244,464	\$488,928	\$733,391
50% increase in current Variable A 458,369,584 Shares	Shares issued	45,836,958 New Shares	45,836,958 New Shares	45,836,958 New Shares
	Funds raised	\$366,696	\$733,391	\$1,100,087
100% increase in current Variable A 611,159,446 Shares	Shares issued	61,115,944 New Shares	61,115,944 New Shares	61,115,944 New Shares
	Funds raised	\$488,928	\$977,855	\$1,466,783

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
2. No Options are exercised into Shares before the date of the issue of the Equity Securities. The Company currently has no unquoted options on issue.
3. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
4. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
7. The issue price is \$0.016, being the closing price of the Shares on ASX on 7 October 2021.

c. Issue Period

If Shareholders approve Resolution 11, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- i. The date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- ii. The time and date of the Company's next Annual General Meeting; and
- iii. The time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under Listing Rule 11.1.2 or rule 11.2.

(the Additional 10% Placement Period).

The Company will only issue and allot Equity Securities under the Additional 10% Placement Facility during the Additional 10% Placement Period.

d. Purpose of Issues

The Company will seek to issue the Equity Securities for cash consideration. In such circumstances, the Company intends to use the funds raised on continued exploration expenditure and/or general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

e. Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the Additional 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;

- ii. the effect of the issue of the Equity Securities on the control of the Company;
- iii. the financial situation and solvency of the Company; and
- iv. advice from corporate, financial and broking advisers (if applicable).

No issue will be made to any related party.

f. Previous issues

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its annual general meeting on 30 November 2020. The Company has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

In accordance with Listing Rule 7.3A.6(a), details of the total number of Equity Securities issued in the 12 months preceding the date of the Annual General Meeting and the percentage those issues represent of the total number of Equity Securities on issue at the commencement of the 12 month period preceding the date of the Annual General Meeting are as follows:

Equity Securities issued in 12 months prior to the Annual General Meeting on 26 November 2021	Nil
Percentage previous issues represent of total number of Equity Securities on issue at commencement of the 12 month period from 30 November 2020 Annual General Meeting	-

g. Voting exclusion statement

A voting exclusion statement for Resolution 11 is included in the Notice of Annual General Meeting preceding this Explanatory Memorandum.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities. Accordingly, the proposed allottees of any Equity Securities under the Additional 10% Placement Facility are not as yet known or identified.

In these circumstances, for a person's vote to be excluded it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months after the Annual General Meeting. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 11.

GLOSSARY

In this Notice and Explanatory Memorandum:

ASX means the financial market operated by the Australian Securities Exchange;

ASX Listing Rules means the listing rules of the ASX;

Board means the board of Directors;

Closely Related Party has the same meaning given in section 9 of the Corporations Act;

Company means Cassius Mining Limited;

Constitution means the constitution of the Company;

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

Directors means the directors of the Company from time to time;

Equity Securities has the same meaning as in the ASX Listing Rules;

Explanatory Memorandum means the explanatory memorandum which accompanies, and is incorporated as part of, the Notice;

AGM means this Annual General Meeting of the Company;

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company; and

Share means a fully paid ordinary share in the Company.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.30am (AEDT) on Wednesday, 24 November 2021** 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

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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

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

Joint holding: Where the holding is in more than one name, all 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>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

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



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