

#### 15 October 2020

Dear Shareholder,

#### Annual General Meeting – Notice and Proxy Form

Notice is hereby given that the Annual General Meeting (Meeting) of Shareholders of Matador Mining Limited (ACN 612 912 393) (Company) will be held at 1202 Hay Street, West Perth, Western Australia 6005 on Wednesday 18 November 2020 at 4.00 pm (WST).

The Board has made the decision that it will hold a physical Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government's and State Government's current restrictions for physical gatherings.

In accordance with temporary modification to the Corporations Act 2001 (Cth) under the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Company will not be dispatching physical copies of the Notice of Meeting (NOM) to shareholders. Instead, a copy of the NOM is available at https://matadormining.com.au/investor-dashboard/asx-announcements/. However, we note your personalised proxy form is provided with this communication.

If you have not elected to receive notices by email, a copy of this letter and your personalised proxy form has been sent by post for your convenience.

Proxies should be returned as follows:

Online At https://investor.automic.com.au/#/loginsah

By mail Share Registry – Automic, GPO Box 5193, Sydney NSW 2001

+ 61 2 8583 3040 By fax

By hand Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

To be valid, your proxy voting instruction must be received by 4:00 pm (WST) on Monday, 16 November 2020, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Circumstances relating to COVID-19 are changing rapidly. The Company will update shareholders if changing circumstances will impact planning or the arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at https://matadormining.com.au.

The NOM is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the NOM, please contact the Company's Company telephone Secretary by on +61 8 6117 0478 smckenzie@matadormining.com.au.

Stuart McKenzie Company Secretary



Matador Mining Limited | ABN 45 612 912 393

# **Proxy Voting Form**

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

Holder Number:

Your proxy voting instruction must be received by **4.00pm (WST) on Monday, 16 November 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**

# 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/#/loginsah 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.



#### BY MAIL:

Automic GPO Box 5193 Sydney NSW 2001

#### IN PERSON:

Automic Level 5, 126 Phillip Street Sydney NSW 2000

#### BY EMAIL:

meetings@automicgroup.com.au

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

WEBCHAT: https://automicgroup.com.au/

**PHONE:** 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1 - How to vote					
APPOINT A PROXY:  I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Matador Mining Limited, to be held at 4.00pm (WST) on Wednesday, 18 November 2020 at Emerald House, 1202 Hay Street, West Perth hereby:					
Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.					
The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.  Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.  AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS					
Where I/we have appointed the Chair a Chair to exercise my/our proxy on Reso	as my/our proxy (or olutions 1, 7a - 10, 1	where the Cl 2, 13 (except	hair becomes my/our proxy by default), I/we expressly authorise the twhere I/we have indicated a different voting intention below) even ectly with the remuneration of a member of the Key Management		
STEP 2 – Your voting direction					
Resolutions I	For Against	Abstain	Resolutions For Against Abstain		
1. Adoption of Remuneration Report			9a. Issue of Incentive Options to Dr Nicole Adshead-Bell		
2. Election of Justin Osborne as a Director			9b. Issue of Retainer Options to Dr Nicole Adshead-Bell		
3. Election of Mick Wilkes as a Director			10a. Issue of STI Options to Mr Ian Murray		
4. Election of Nicole Adshead-Bell as a Director			10b. Issue of LTI Options to Mr Ian Murray		
5. Ratification of the issue of the LR 7.1 Placement Shares			11. Approval of Employee Securities Incentive Plan		
6. Ratification of the issue of the LR 7.1A Placement Shares			12. Approval of potential termination benefits under the Employee Securities Incentive Plan		
7 <sub>Cl.</sub> Issue of Incentive Options to Mr Justin Osborne			13. Non-Executive Directors' Remuneration		
7b. Issue of Retainer Options to Mr Justin Osborne			14. Approval of additional 10% capital raising capacity		
8a. Issue of Incentive Options to Mr Mick Wilkes			15. Approval of amendment to terms of existing Options		
8b. Issue of Retainer Options to Mr Mick Wilkes					
Please note: If you mark the abstain box for poll and your votes will not be counted in co			Cting your proxy not to vote on that Resolution on a show of hands or on a poll.		
STEP 3 – Signatures and conta	ıct details				
Individual or Securityholder 1	Secur	ityholder 2	Securityholder 3		
Sole Director and Sole Company Secretary Contact Name:	y Director		Director / Company Secretary		
Email Address:					
Contact Daytime Telephone			Date (DD/MM/YY)		
Bu providing your email address you elect to rece	eive all of your communi	ications desnate	ched by the Company electronically (where legally permissible).		

# MATADOR MINING LIMITED ACN 612 912 393

# NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Company will be held at Emerald House, 1202 Hay Street, West Perth on Wednesday 18 November 2020 at 4:00 PM (WST).

The Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 8 9200 4960.

Shareholders are urged to attend the Meeting or vote by lodging the proxy form attached to the Notice

# MATADOR MINING LIMITED

ACN 612 912 393

#### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Matador Mining Limited (Matador or Company) will be held at 4:00 pm (WST) on Wednesday 18 November 2020 at Emerald House, 1202 Hay Street, West Perth, Western Australia (Meeting).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders at 4:00 pm (WST) on Monday 16 November 2020.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined either where first used or in Schedule 1.

## **AGENDA**

# 1. Annual Report

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2020, which includes the Financial Report, the Directors' Report and the Auditor's Report.

# 2. Resolution 1 - Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report forming part of the Company's 2020 Annual Report be and is hereby adopted."

## **Voting Exclusion**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whom are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

Further, in accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution. In exceptional circumstances, the Chair may change his or her voting intention on this Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against this Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

# 3. Resolution 2 - Election of Justin Osborne as a Director

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

"That, for the purpose of clause 6.3(i) of the Constitution and for all other purposes, Justin Osborne, a Director who was appointed by the Directors on 2 June 2020, retires, and being eligible, is elected as a Director."

# 4. Resolution 3 - Election of Mick Wilkes as a Director

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

"That, for the purpose of clause 6.3(i) of the Constitution and for all other purposes, Mick Wilkes, a Director who was appointed by the Directors on 20 July 2020, retires, and being eligible, is elected as a Director."

# 5. Resolution 4 - Election of Nicole Adshead-Bell as a Director

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

"That, for the purpose of clause 6.3(i) of the Constitution and for all other purposes, Nicole Adshead-Bell, a Director who was appointed by the Directors on 5 October 2020, retires, and being eligible, is elected as a Director."

# 6. Resolution 5 - Ratification of the issue of the LR 7.1 Placement Shares

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

"That for the purpose of ASX Listing Rule 7.4 and all other purposes, approval and ratification is given to the issue and allotment of 18,590,000 fully paid ordinary shares, which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1, as detailed in the Explanatory Statement."

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf any of the following persons:

- (a) any person who participated in the Placement or any of their associates; or
- (b) 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 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 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.

# 7. Resolution 6 - Ratification of the issue of the LR 7.1A Placement Shares

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

"That for the purpose of ASX Listing Rule 7.4 and all other purposes, approval and ratification is given to the issue and allotment of 2,838,571 fully paid ordinary shares, which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A, as detailed in the Explanatory Statement."

# **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf any of the following persons:

- (a) any person who participated in the Placement or any of their associates; and
- (b) 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 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 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.

# 8. Resolution 7 - Issue of Options to Mr Justin Osborne

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

"That, for the purpose of ASX Listing Rule 10.14 and sections 195(4), 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve:

- (a) The issue of 300,000 Options (exercisable at \$0.63 on or before 18 November 2023) to Mr Justin Osborne and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Osborne in connection with any future retirement from his office or employment with the Company; and
- (b) The issue of 180,000 Options to Mr Justin Osborne and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Osborne in connection with any future retirement from his office or employment with the Company,

on the terms and conditions described in the Explanatory Memorandum to this Notice."

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of Mr Justin Osborne, or any of his associates. However, this does not apply to a vote cast in favour of the 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 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.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely

Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the Company need not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or it is cast by the Chair 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.

# 9. Resolution 8 - Issue of Options to Mr Mick Wilkes

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

"That, for the purpose of ASX Listing Rule 10.14 and sections 195(4), 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve:

- (a) The issue of 300,000 Options (exercisable at \$0.63 on or before 18 November 2023) to Mr Mick Wilkes and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Wilkes in connection with any future retirement from his office or employment with the Company; and
- (b) The issue of 180,000 Options to Mr Mick Wilkes and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Wilkes in connection with any future retirement from his office or employment with the Company,

on the terms and conditions described in the Explanatory Memorandum to this Notice."

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr Mick Wilkes, or any of his associates. However, this does not apply to a vote cast in favour of the 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 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.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the Company need not disregard a vote

if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or it is cast by the Chair 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.

# 10. Resolution 9 - Issue of Options to Dr Nicole Adshead-Bell

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

"That, for the purpose of ASX Listing Rule 10.14 and sections 195(4), 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve:

- (a) The issue of 300,000 Options (exercisable at \$0.63 on or before 18 November 2023) to Dr Nicole Adshead-Bell and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Dr Adshead-Bell in connection with any future retirement from his office or employment with the Company; and
- (b) The issue of 180,000 Options to Dr Nicole Adshead-Bell and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Dr Adshead-Bell in connection with any future retirement from his office or employment with the Company,

on the terms and conditions described in the Explanatory Memorandum to this Notice."

# **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Dr Adshead-Bell or any of her associates. However, this does not apply to a vote cast in favour of the 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 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.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the Company need not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance

with directions on the Proxy Form, or it is cast by the Chair 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.

# 11. Resolution 10 - Issue of Options to Mr Ian Murray

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

"That, for the purpose of ASX Listing Rule 10.14 and sections 195(4), 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve:

- (a) the grant of 536,000 Options to Mr Ian Murray vesting on 1 July 2021 subject to performance against Board approved vesting criteria, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Ian Murray in connection with any future retirement from his office or employment with the Company, on the terms and conditions described in the Explanatory Memorandum to this Notice; and
- (b) the grant of 1,018,000 Options to Mr Ian Murray vesting on 1 July 2023 subject to performance against Board approved vesting criteria, and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Ian Murray in connection with any future retirement from his office or employment with the Company, on the terms and conditions described in the Explanatory Memorandum to this Notice."

## **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Ian Murray, or any of his associates. However, this does not apply to a vote cast in favour of the 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 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.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if: (a) the proxy is either: (i) a member of the Key Management Personnel; or (ii) a Closely Related Party of such member; and (b) the appointment does not specify the way the proxy is to vote on this Resolution. However, the Company need not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form, or it is cast by the Chair 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.

# 12. Resolution 11 - Approval of Employee Securities Incentive Plan

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

"That, pursuant to and in accordance with exception 13 of Listing Rule 7.2, Shareholders approve the employee incentive scheme to be called 'Matador Mining Limited Employee Securities Incentive Plan' and the issue of Securities under that scheme on the terms and conditions set out in the Explanatory Memorandum."

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by person who is eligible to participate in the *Matador Mining Limited Employee Securities Incentive Plan* and 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 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 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.

# 13. Resolution 12 - Approval of potential termination benefits under the Employee Securities Incentive Plan

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

"That, conditional on Resolution 11 being approved, for a period commencing from the date this Resolution is passed and ending upon the expiry of all Securities issued under the Employee Securities Incentive Plan, approval be given for the purposes of Part 2D.2 of the Corporations Act for the giving of benefits to any current or future person holding a managerial or executive office of the Company or a related body corporate in connection with that person ceasing to hold such office, on the terms and conditions in the Explanatory Memorandum."

## **Voting Prohibitions**

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

In accordance with section 200E(2A) of the Corporations Act, a vote on this Resolution must not be cast by any participants or potential participants in the Employee Securities Incentive Plan and their associates, otherwise the benefit of this Resolution will be lost by such a person in relation to that person's future retirement. However, a vote may be cast by such a person if:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; and
- (b) it is not cast on behalf of the person or an associate of the person.

# 14. Resolution 13 - Non-Executive Directors' Remuneration

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

"That, for the purposes of clause 6.5(a) of the Constitution, Listing Rule 10.17 and for all other purposes, Shareholders approve the maximum total aggregate fixed sum per annum to be paid to Non-Executive Directors be set at \$500,000 in accordance with the terms and conditions set out in the Explanatory Statement."

## **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by a Director and any of their associates.

However, this does not apply to a vote cast in favour of the 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 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.

## **Voting Prohibition**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either a member of the Key Management Personnel or a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

# 15. Resolution 14 - Approval of additional 10% capital raising capacity

To consider and, if thought fit, to pass with or without amendment, as a **special** resolution the following:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, an issue under the 10% Placement Facility (except a benefit solely by reason of being a holder of Shares) or any 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 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 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.

At the date of the Notice, the Company has not approached any particular existing Shareholder to participate in the issue of such Equity Securities. No existing Shareholder's votes will therefore be excluded under this voting exclusion.

# 16. Resolution 15 - Approval of amendment to terms of existing Options

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

"That, for the purpose of ASX Listing Rule 6.23.4 and for all other purposes, the terms of 24,725,000 Options be amended to allow for the transferability of such Options."

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who holds an option that is the subject of the approval and 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 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 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.

#### BY ORDER OF THE BOARD

Stuart McKenzie
Company Secretary

Dated: 13 October 2020

# **MATADOR MINING LIMITED**

ACN 612 912 393

## **EXPLANATORY MEMORANDUM**

# 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 4:00 pm (WST) on Wednesday 18 November 2020 at Emerald House, 1202 Hay Street, West Perth, Western Australia.

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the resolutions:

Section	Information item
Section 1:	Introduction
Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4:	Resolution 1 - Adoption of Remuneration Report
Section 5:	Resolution 2 - Election of Director - Mr Justin Osborne
Section 6:	Resolution 3 - Election of Director - Mr Mick Wilkes
Section 7:	Resolution 4 - Election of Director - Dr Nicole Adshead-Bell
Section 8:	Resolution 5 - Ratification of the issue of the LR 7.1 Placement Shares
Section 9:	Resolution 6 - Ratification of the issue of the LR 7.1A Placement Shares
Section 10:	Resolution 7 - Issue of Options to Mr Justin Osborne
Section 11:	Resolution 8 - Issue of Options to Mr Mick Wilkes
Section 12:	Resolution 9 - Issue of Options to Dr Nicole Adshead-Bell
Section 13:	Resolution 10 - Issue of Options to Mr Ian Murray
Section 14:	Resolution 11 - Approval of Employee Securities Incentive Plan

Section	Information item		
Section 15:	Resolution 12 - Approval of potential termination benefits under the Employee Securities Incentive Plan		
Section 16:	Resolution 13 - Non-Executive Directors' Remuneration		
Section 17:	Resolution 14 - Approval of additional 10% Placement capacity		
Section 18:	Resolution 15 - Approval of amendment to terms of existing Unquoted Options		
Schedule 1:	Definitions		
Schedule 2:	Summary of key terms of the Employee Securities Incentive Plan		
Schedule 3:	Securities issued in the previous 12 months		
Schedule 4:	Summary of key terms of the Amendment Options		

# 1.1 Time and place of Meeting

Notice is given that the Meeting will be held at 4:00 pm (WST) on Wednesday 18 November 2020 at Emerald House, 1202 Hay Street, West Perth, Western Australia.

# 1.2 Your vote is important

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

# 1.3 Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00 pm (WST) on Monday 16 November 2020.

#### 1.4 Defined terms

Capitalised terms in this Notice of Meeting and Explanatory Memorandum are defined either in Schedule 1 or where the relevant term is first used.

## 1.5 Responsibility

This Notice of Meeting and Explanatory Memorandum have been prepared by the Company under the direction and oversight of its Directors.

# 1.6 ASX

A final copy of this Notice of Meeting and Explanatory Memorandum has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document.

# 1.7 No internet site is part of this document

No internet site is part of this Notice of Meeting and Explanatory Memorandum. The Company maintains an internet site (www.matadormining.com.au). Any reference in

this document to this internet site is a textual reference only and does not form part of this document.

# 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the resolutions.

# 2.1 Voting in person

A shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the enclosed proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the Meeting to facilitate this registration process.

## 2.2 Voting by corporate representative

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with section 250D of the *Corporations Act 2001* (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

#### 2.3 Proxies

## (a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, they are encouraged to sign and return the Proxy Form to the Company in accordance with the instructions on the Proxy Form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

#### Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the Meeting at which the resolution is voted on the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- (c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a Meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the Meeting;
- (iii) at the Meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the Meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

# 2.4 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all resolutions unless the Shareholder has expressly indicated a different voting intention.

## 2.5 Lodgement of proxy documents

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below by 4:00 pm (WST) on Monday 16 November 2020. Any proxy form received after that time will not be valid for the scheduled Meeting. Proxies should be returned as follows:

Online At https://investor.automic.com.au/#/loginsah

By mail Share Registry - Automic, GPO Box 5193, Sydney NSW 2001

By fax + 61 2 8583 3040

By hand Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

## 2.6 Voting exclusions

Pursuant to the requirements of the ASX Listing Rules, certain voting exclusions apply in relation to the resolutions. Please refer to the Notice and to discussion of the relevant resolutions below for details of the applicable voting exclusions.

# 3. Annual Report

There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the opportunity to:

- (a) Discuss the Annual Report (which is available online at www.matadormining.com.au);
- (b) Ask questions or make comments on the management of the Company; and
- (c) Ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) The preparation and the content of the Auditor's Report;
- (b) The conduct of the audit;
- (c) Accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) The independence of the auditor in relation to the conduct of the audit,

may be submitted no later than five Business Days before the Meeting to the Company Secretary at the Company's registered office.

# 4. Resolution 1 - Adoption of 2020 Remuneration Report

# 4.1 General

# 4.2 Background

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the 2020 Remuneration Report to the vote of Shareholders. The Company's Remuneration Report is set out in pages 19 to 27 of the Annual Report. The Remuneration Report (among other things) provides Shareholders with information relating to the Group's remuneration policies and details of the remuneration for the Key Management Personnel (which includes the Directors (both executive and non-executive) and other specified senior managers of the Company).

Subject to the rules set out in Division 9 of Part 2G.2 of the Corporations Act described below under the heading "Consequence of voting against Resolution 1", Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors or the

Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the 2020 Remuneration Report. However, the Board will take the outcome of the vote very seriously when considering the Company's future remuneration policy.

Accordingly, your Directors would like to reiterate that:

- (a) The remuneration policy of the Company and its subsidiaries (**Group**) has been designed to align Executive objectives with shareholder and business objectives by providing a fixed remuneration component and offering specific short and long-term incentives based on key performance areas affecting the Group's financial and operating results. Your Board believes the Company's remuneration policy is appropriate.
- (b) The structure of the Executive remuneration package remains a key focus of the Board to ensure alignment with the nature of Matador's business as it optimises its activities and minimises costs.

These matters are part of the Company's strategy to ensure the remuneration of Directors, Executives and all other employees is in line with best practice for a company its size and in keeping with the wishes of Shareholders.

# 4.3 Consequence of voting against Resolution 1

The 2019 Remuneration Report was approved at the Company's 2019 annual general meeting, with less than 25% of votes cast against that resolution. If at least 25% of the votes cast on Resolution 1 are against the adoption of the 2020 Remuneration Report, and at least 25% of the votes cast at the next annual general meeting of the Company (2021 AGM) on a resolution that the 2020 Remuneration Report be adopted, is against the adoption of that report, then the Company will be required under section 250V of the Corporations Act to put to the vote at the 2021 AGM a spill resolution (Spill Resolution) to decide whether or not to convene another general meeting within 90 days of the 2021 AGM (Spill Meeting) where:

- (a) All the Directors of the Company who were directors at the time of the 2021 AGM (other than a Managing Director) and in office on the date on which the 2021 Remuneration Report is approved, will cease to hold office immediately before the end of the Spill Meeting; and
- (b) A resolution to fill the position of each of the Directors referred to in (a) by reelection or otherwise will be put to the vote at the Spill Meeting.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the 2020 Remuneration Report.

#### 4.4 Directors' recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as described in the 2020 Remuneration Report), the Board unanimously recommends that the Shareholders adopt the 2020 Remuneration Report and vote in favour of Resolution 1.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorization for the Chair to

vote your proxy in accordance with the Chair's intention even though Resolution 1 is connected directly or indirectly to the remuneration of Key Management Personnel.

# 5. Resolution 2 - Election of Director - Mr Justin Osborne

#### 5.1 General

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Mr Justin Osborne was appointed by the Directors as a Director on 2 June 2020.

Article 6.3(j) of the Constitution states that unless a Director appointed under Article 6.2(b) has previously retired and been elected by Shareholders, that Director must retire at the next annual general meeting and is eligible for re-election at that meeting. In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Accordingly, Mr Osborne resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as Directors.

Details of Mr Osborne's background and experience are as follows:

Mr Justin Osborne, MSc

**Executive Director - Age 53** 

Experience and expertise

Mr Osborne is a highly experienced mining executive, with a successful career that spans over 30 years. Justin is noted within the mining industry as a gold specialist, highlighted by his key role in the discovery and development of the newly operating Tier 1 Gruyere Gold Mine in Western Australia with Gold Road Resources Limited (Gold Road). At Gold Road, where Mr Osborne was one of two executive directors, he was an integral part of the team that drove the company from discovery of the world-class Gruyere Gold Deposit to a successful gold producer and ASX 200 company with a market capitalization of over \$1.5 billion. Mr Osborne's role at Gold Road included direction and oversight of all technical aspects of brownfields and greenfields exploration, resource development, and study activity during the discovery and feasibility phases of the Gruyere Gold Project, and Steering Committee member through the construction and commissioning.

Prior to Gold Road, Justin held various senior positions with Gold Fields Ltd, which included Vice President Development Strategy - Growth and International Projects and General Manager - Near Mine Exploration (International Operations), which followed a long career with WMC Limited.

Special responsibilities

N/A

Other current directorships

Gold Road Limited (Executive Director)

Interests in Matador securities

350,000 Shares

480,000 Options (subject to Shareholder approval, see Resolution 7)

## 5.2 Directors' recommendation

The Board (excluding Mr Osborne) recommends that Shareholders vote in favour of Resolution 2. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 2.

# 6. Resolution 3 - Election of Director - Mr Mick Wilkes

#### 6.1 General

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Mr Mick Wilkes was appointed by the Directors as a Director on 20 July 2020.

Article 6.3(j) of the Constitution states that unless a Director appointed under Article 6.2(b) has previously retired and been elected by Shareholders, that Director must retire at the next annual general meeting and is eligible for re-election at that meeting. In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Accordingly, Mr Wilkes resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as Directors.

Details of Mr Wilkes' background and experience are as follows:

Mr Mick Wilkes, BSc, MBA

Non-Executive Director - Age 57

Experience and expertise

Mr Wilkes is a highly experienced mining executive, with a successful career spanning over 35 years. He was most recently the CEO and President of dual listed (ASX/TSX) OceanaGold, where he served for a decade, prior to leaving from the position earlier this year. During his time at OceanaGold, Mr Wilkes transformed the company from a junior gold producer in New Zealand to a multinational mid-tier gold producer with a market capitalisation of \$2 billion when he departed. Under Mr Wilkes' watch OceanaGold acquired and successfully developed the 3 million-ounce Haile Gold Mine in South Carolina, USA.

Prior to his time at OceanaGold, Mick was Executive General Manager Operations, OZ Minerals (ASX: OZL), where he led the development of the Sepon Copper-Gold Mine in Laos and the Prominent Hill Copper-Gold Mine in South Australia.

#### Special responsibilities

N/A

## Other current directorships

Kingston Resources Limited (Non-Executive Director)

#### Interests in Matador securities

480,000 Options (subject to Shareholder approval, see Resolution 8)

#### 6.2 Directors' recommendation

The Board (excluding Mr Wilkes) recommends that Shareholders vote in favour of Resolution 3. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 3.

# 7. Resolution 4 - Election of Director - Dr Nicole Adshead-Bell

#### 7.1 General

Article 6.2(b) of the Constitution gives the Directors authority to appoint other Directors.

Dr Nicole Adshead-Bell was appointed by the Directors as a Director on 5 October 2020.

Article 6.3(j) of the Constitution states that unless a Director appointed under Article 6.2(b) has previously retired and been elected by Shareholders, that Director must retire at the next annual general meeting and is eligible for re-election at that meeting. In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Accordingly, Dr Adshead-Bell resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as Directors.

Dr Nicole Adshead-Bell, BSc (Hons), PhD

Director - Age 55

#### **Experience and expertise**

Dr Adshead-Bell is a highly experienced mining executive, with a successful career spanning over 25 years. She was most recently the CEO and Managing Director of Beadell Resources Ltd, an ASX-listed company prior to its acquisition by TSX/NYSE American listed Great Panther Mining Ltd in March 2019.

Prior to this, Dr Adshead-Bell was Director of Mining Research at Sun Valley Gold LLC, a global precious metals fund and Managing Director at Haywood Securities Inc. In addition to her position at Matador, Dr Adshead-Bell is President of Cupel Advisory Corporation, a Canadian corporate advisory firm she co-established which has successfully raised ~C\$1.8Bn in equity and debt financings.

She is also a non-executive director of First Majestic Silver Corp. (TSX/NYSE), the world's largest listed primary silver producer and Altius Minerals Corp. (TSX), a diversified royalty company based in St John, Newfoundland, Canada.

#### Special responsibilities

N/A

## Other current directorships

First Majestic Silver Corp. (TSX/NYSE) (Non-Executive Director)

Altius Minerals Corp. (TSX)

#### Interests in Matador securities

480,000 Options (subject to Shareholder approval, see Resolution 9)

#### 7.2 Directors' recommendation

The Board (excluding Dr Adshead-Bell) recommends that Shareholders vote in favour of Resolution 4. The Chair of the Meeting intends to vote undirected proxies in favour of Resolution 4.

# 8. Resolution 5 - Ratification of the issue of the LR 7.1 Placement Shares

## 8.1 Background

On 20 March 2020, the Company completed the placement of 21,428,571 fully paid ordinary shares at \$0.405 per Share (Placement Shares) as Canadian charity flow-through shares, which provides tax incentives to those investors for expenditures that qualify as flow through mining expenditures under the Income Tax Act (Canada), to raise \$8.7 million (before costs) (Placement). A total of 18,590,000 Placement Shares were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1 (LR 7.1 Placement Shares) and a total of 2,838,571 of the Placement Shares were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A (LR 7.1A Placement Shares).

None of the parties who participated in the 2020 Placement are related parties of the Company. Refer to the Company's ASX announcement of 8 July 2020 for further details of the Placement.

Resolution 5 seeks Shareholder approval for the ratification of the LR 7.1 Placement Shares.

Resolution 5 is an ordinary resolution.

# 8.2 ASX Listing Rules 7.1 and 7.4

In accordance with ASX Listing Rule 7.1, the Company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of Equity Securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1.

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. To this end, Resolution 5 seeks Shareholder approval for the ratification of the issue of the LR 7.1 Placement Shares for the purposes of ASX Listing Rule 7.4.

If Resolution 5 is passed, the issue of the LR 7.1 Placement Shares will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue.

If Resolution 5 is not passed, the issue of the LR 7.1 Placement Shares will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12 month period following the issue.

# 8.3 Specific information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR 7.1 Placement Shares:

- (a) The LR 7.1 Placement Shares were issued to PearTree Securities Inc. (as agent) as Canadian charity flow-through shares, who are not a related party of the Company.
- (b) The LR 7.1 Placement Shares consist of 18,590,000 fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares.
- (c) The LR 7.1 Placement Shares were issued on 8 July 2020.
- (d) The LR 7.1 Placement Shares were issued at a price of \$0.405 per Share.
- (e) The purpose of the issue of the LR 7.1 Placement Shares was to provide proceeds to fund the Company's exploration activities at its Cape Ray Gold Project, for general corporate purposes and working capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 5.

#### 8.4 Director Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

# 9. Resolution 6 - Ratification and approval of the LR 7.1A Placement Shares

## 9.1 Background to the Placement

See section 8.1 of this Notice for background information on the Placement.

Resolution 6 seeks shareholder approval for the ratification of the issue of 2,838,571 Shares, as the LR 7.1A Placement Shares, which were issued in accordance with the Company's placement capacity under ASX Listing Rule 7.1A.

None of the parties who participated in the Placement are related parties of the Company.

Resolution 6 is an ordinary resolution.

# 9.2 ASX Listing Rules 7.1A and 7.4

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

On 14 November 2019, Shareholders approved the Company having the additional capacity to issue Equity Securities in an amount up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1A) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1A.

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 7.1A. To this end, Resolution 6 seeks Shareholder approval to the ratification of the issue of the LR 7.1A Placement Shares for the purposes of ASX Listing Rule 7.4.

If Resolution 6 is passed, the issue of the LR 7.1A Placement Shares will be excluded in calculating the Company's 10% 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 issue.

If Resolution 6 is not passed, the issue of the LR 7.1A Placement Shares will be included in calculating the Company's 10% 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 issue.

# 9.3 Specific information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the LR 7.1A Placement Shares:

- (a) The LR 7.1A Placement Shares were issued to PearTree Securities Inc. (as agent) as Canadian charity flow-through shares, who are not a related party of the Company.
- (b) The LR 7.1A Placement Shares consist of 2,838,571 fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares.
- (c) The LR 7.1A Placement Shares were issued on 8 July 2020.
- (d) The LR 7.1A Placement Shares were issued at a price of \$0.405 per Share.
- (e) The purpose of the issue of the LR 7.1A Placement Shares was to provide proceeds to fund the Company's exploration activities at its Cape Ray Gold Project, for general corporate purposes and working capital.
- (f) A voting exclusion statement is included in the Notice for Resolution 6.

#### 9.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

# 10. Resolution 7 - Issue of Options to Mr Justin Osborne

## 10.1 Background

Resolution 7 seeks Shareholder approval in accordance with ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, to issue Options to Mr Justin Osborne as a Director, as follows:

- (a) The issue of 300,000 Options (exercisable at \$0.63 on or before 18 November 2023) to Mr Justin Osborne and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Osborne in connection with any future retirement from his office or employment with the Company (Osborne Incentive Options); and
- (b) The issue of 180,000 Options to Mr Justin Osborne and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Osborne in connection with any future retirement from his office or employment with the Company (Osborne Retainer Options). The Osborne Retainer Options vest as follows:
  - (i) 1/3 on the first anniversary of Mr Osborne's appointment, subject to Mr Osborne being a Non-Executive Director on that date;
  - (ii) 1/3 on the second anniversary of Mr Osborne's appointment, subject to Mr Osborne being a Non-Executive Director on that date; and
  - (iii) 1/3 on the third anniversary of Mr Osborne's appointment, subject to Mr Osborne being a Non-Executive Director on that date.

In the Company's circumstances, the Board considers that the grant of the Osborne Incentive Options to Mr Osborne is a cost effective and efficient reward for the Company to make and is consistent with the strategic goals and targets of the Company. There are no specific performance criteria on the Osborne Incentive Options as these Options will generally only be of benefit if the value of the Company increases sufficiently to warrant exercising the Osborne Incentive Options.

Under the terms of the appointment of the Company's Non-Executive Directors, each Non-Executive Director receives an annual retainer of \$60,000 and subject to Shareholder approval and the subject to meeting the vesting criteria described above, is to be issued 60,000 Shares. The issue of the Osborne Retainer Options satisfies the Company's obligations with respect to the terms of appointment of the Company's Non-Executive Directors.

Should Shareholders not approve the issue of the Osborne Retainer Options, the annual retainer paid to Mr Osborne shall increase from \$60,000 to \$75,000.

Resolution 7 is an ordinary resolution.

# 10.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of a director, or a person whose relationship with the entity, a director or an associate of a director is, in ASX's opinion, such that approval should be obtained. Shareholder approval is required under ASX Listing Rule 10.14 to issue the Osborne Incentive Options and the Osborne Retainer Options because Mr Osborne is a

Director. Furthermore, if Shareholders approve Resolution 7, ASX Listing Rule 7.2 (Exception 14) provides that an issue of Shares upon conversion of those Options will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and separate approval under this Resolution 7 is not required for the purposes of ASX Listing Rule 7.1.

# 10.3 Information required by ASX Listing Rule 10.15

The following information is provided as required by ASX Listing Rule 10.15:

- (a) The Osborne Incentive Options and the Osborne Retainer Options will be issued to Mr Justin Osborne (and/or his nominee(s)).
- (b) Mr Osborne falls within ASX Listing Rule 10.14.1 Mr Osborne is a Director.
- (c) The maximum number of Options that may be issued to Mr Osborne is:
  - (i) 300,000 Osborne Incentive Options with an exercise price of \$0.63 and will be exercisable on or before 18 November 2023;
  - (ii) 180,000 Osborne Retainer Options.
- (d) Mr Osborne is paid an annual retainer of \$60,000 pursuant to his directorship with the Company and subject to the outcome of Resolution 7, will be issued Osborne Incentive Options and the Osborne Retainer Options.
- (e) Mr Osborne has not been issued any securities under the Option Plan since it was implemented.
- (f) The grant of the Osborne Incentive Options and the Osborne Retainer Options is viewed as a cost effective and efficient form of remuneration of the Company's Non-Executive Directors as opposed to alternative forms of incentives, such as the payment of additional cash compensation.
- (g) The Osborne Incentive Options and the Osborne Retainer Options have been valued by the Company using a Black & Scholes option model and based on the assumptions set out below.

	Share price of \$0.42				
	Black & Scholes valuation	Value of Osborne Incentive Options	Value of Osborne Retainer Options (1/3 Vest) (\$)	Value of Osborne Retainer Options (2/3 Vest) (\$)	Value of Osborne Retainer Options (All Vest) (\$)
Total (\$)		59,608	8,400	16,800	25,200

Assumptions underpinning valuation of the Osborne Incentive Options and Osborne Retainer Options		
Valuation Date	5 October 2020	
Price of Shares (closing price of Shares on 2 October 2020)	\$0.42	
Exercise Price	\$0.63	
Expiry date	18 November 2023	
Risk free interest rate	0.25%	
Volatility	88%	

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

- (h) The Osborne Incentive Options and the Osborne Retainer Options be issued for nil consideration. Details of the exercise price of the Osborne Incentive Options and the Osborne Retainer Options are set out above.
- (i) Details of the Option Plan were included in the Notice of Meeting dated 29 November 2019. A summary of the key terms of the Option Plan is available at Schedule 2.
- (j) No loan is made in relation to the issue of the Osborne Incentive Options and the Osborne Retainer Options to Mr Osborne.
- (k) Details of any securities issued under the Option Plan will be published in each annual report relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.
- (I) Any additional persons (to whom ASX Listing Rule 10.14 applies) who become entitled to participate in the Option Plan after approval of Resolution 7 and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- (m) The Company will issue the Osborne Incentive Options and the Osborne Retainer Options as soon as reasonably practicable after the Meeting, and in any event within three years after the Meeting.
- (n) A voting exclusion statement is included with Resolution 7 in the Notice.

## 10.4 Information required for sections 200B and 200E of the Corporations Act

Under sections 200B and 200E of the Corporations Act, the Company can only give a benefit to a member of Key Management Personnel in connection with retirement from office or employment in the Company with prior Shareholder approval or if any of a number of exceptions apply. Accelerated vesting or automatic vesting of share-based payments may in some cases be a benefit of this kind.

As a participant in the Option Plan, Mr Osborne may become entitled to accelerated vesting or automatic vesting of Options if there is a change in control of the Company or if the Board exercises a discretion upon cessation of employment. Approval is sought for Mr Osborne to be given any such benefit in connection with his retirement from office or employment with the Company.

The value of the benefit that might be given to Mr Osborne by the exercise of the Board's discretion under the Option Plan will depend on a number of factors. Accordingly, the precise value of the benefit cannot be ascertained at the present time. Apart from the future Share price being unknown, the following matters which will or are likely to affect the value of the benefits are also unknown:

- (a) the number of Options held by Mr Osborne prior to the cessation of his employment;
- (b) reasons for the cessation of employment and Mr Osborne's length of service;
- (c) the term of the Options remaining; and

(d) the exercise of the Board's discretion at the relevant time.

## 10.5 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The issue of the Osborne Incentive Options and the Osborne Retainer Options constitutes the giving of a financial benefit and Mr Osborne is a related party of the Company. The Directors (other than Mr Osborne who has a material personal interest in the outcome of Resolution 7) consider that Shareholder approval pursuant to Chapter 2E is not required in respect of the issue of the Osborne Incentive Options and the Osborne Retainer Options as these were negotiated with reference to the remuneration of the directors of similar companies. The non-cash form of benefit allows the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative, cash forms of payment were given to Mr Osborne and as such the giving of the financial benefit to Mr Osborne is on arm's length terms and within the exception of section 210 of the Corporations Act.

#### 10.6 Directors' recommendation

The Directors (excluding Mr Osborne) believe that the issue of the Osborne Incentive Options and the Osborne Retainer Options to Mr Osborne and the issue of Shares to settle such Options is in the best interests of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 7.

Mr Osborne does not make a recommendation in relation to Resolution 7 as he has an interest in the outcome of the resolution.

# 11. Resolution 8 - Issue of Options to Mr Mick Wilkes

# 11.1 Background

Resolution 8 seeks Shareholder approval in accordance with ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, to issue Options to Mr Mick Wilkes as a Director, as follows:

- The issue of 300,000 Options (exercisable at \$0.63 on or before 18 November 2023) to Mr Mick Wilkes and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Mick Wilkes in connection with any future retirement from his office or employment with the Company (Wilkes Incentive Options); and
- (b) The issue of 180,000 Options to Mr Mick Wilkes and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Mr Mick Wilkes in connection with any future retirement from his office or employment with the Company (Wilkes Retainer Options). The Wilkes Retainer Options vest as follows:
  - (i) 1/3 on the first anniversary of Mr Wilkes' appointment, subject to Mr Wilkes being a Non-Executive Director on that date;
  - (ii) 1/3 on the second anniversary of Mr Wilkes' appointment, subject to Mr Wilkes being a Non-Executive Director on that date; and

(iii) 1/3 on the third anniversary of Mr Wilkes' appointment, subject to Mr Wilkes being a Non-Executive Director on that date.

In the Company's circumstances, the Board considers that the grant of the Wilkes Incentive Options to Mr Wilkes is a cost effective and efficient reward for the Company to make and is consistent with the strategic goals and targets of the Company. There are no specific performance criteria on the Wilkes Incentive Options as these Options will generally only be of benefit if the value of the Company increases sufficiently to warrant exercising the Wilkes Incentive Options.

Under the terms of the appointment of the Company's Non-Executive Directors, each Non-Executive Director receives an annual retainer of \$60,000 and subject to Shareholder approval and the subject to meeting the vesting criteria described above, is to be issued 60,000 Shares. The issue of the Wilkes Retainer Options satisfies the Company's obligations with respect to the terms of appointment of the Company's Non-Executive Directors.

Should Shareholders not approve the issue of the Wilkes Retainer Options, the annual retainer paid to Mr Wilkes shall increase from \$60,000 to \$75,000.

Resolution 8 is an ordinary resolution.

## 11.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of a director, or a person whose relationship with the entity, a director or an associate of a director is, in ASX's opinion, such that approval should be obtained. Shareholder approval is required under ASX Listing Rule 10.14 to issue the Wilkes Incentive Options and the Wilkes Retainer Options because Mr Wilkes is a Director. Furthermore, if Shareholders approve Resolution 8, ASX Listing Rule 7.2 (Exception 14) provides that an issue of Shares upon conversion of those Options will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and separate approval under this Resolution 8 is not required for the purposes of ASX Listing Rule 7.1.

## 11.3 Information required by ASX Listing Rule 10.15

The following information is provided as required by ASX Listing Rule 10.15:

- (a) The Wilkes Incentive Options and the Wilkes Retainer Options will be issued to Mr Mick Wilkes (and/or his nominee(s)).
- (b) Mr Wilkes falls within ASX Listing Rule 10.14.1 Mr Wilkes is a Director.
- (c) The maximum number of Options that may be issued to Mr Wilkes is:
  - (i) 300,000 Wilkes Incentive Options with an exercise price of \$0.63 and will be exercisable on or before 18 November 2023;
  - (ii) 180,000 Wilkes Retainer Options.
- (d) Mr Wilkes is paid an annual retainer of \$60,000 pursuant to his directorship with the Company and subject to the outcome of Resolution 8, will be issued Wilkes Incentive Options and the Wilkes Retainer Options.

- (e) Mr Wilkes has not been issued any securities under the Option Plan since it was implemented.
- (f) The grant of the Wilkes Incentive Options and the Wilkes Retainer Options is viewed as a cost effective and efficient form of remuneration of the Company's Non-Executive Directors as opposed to alternative forms of incentives, such as the payment of additional cash compensation.
- (g) The Wilkes Incentive Options and the Wilkes Retainer Options have been valued by the Company using a Black & Scholes option model and based on the assumptions set out below.

	Share price of \$0.42				
	Black & Scholes valuation	Value of the Wilkes Incentive Options	Value of the Wilkes Retainer Options (1/3 Vest) (\$)	Value of the Wilkes Retainer Options (2/3 Vest) (\$)	Value of the Wilkes Retainer Options (All Vest) (\$)
Total (\$)		59,608	8,400	16,800	25,200

Assumptions underpinning valuation of the Wilkes Incentive Options and Wilkes Retainer Options		
Valuation Date	5 October 2020	
Price of Shares (closing price of Shares on 2 October 2020)	\$0.42	
Exercise Price	\$0.63	
Expiry date	18 November 2023	
Risk free interest rate	0.25%	
Volatility	88%	

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

- (h) The Wilkes Incentive Options and the Wilkes Retainer Options be issued for nil consideration. Details of the exercise price of the Wilkes Incentive Options and the Wilkes Retainer Options are set out above.
- (i) Details of the Option Plan were included in the Notice of Meeting dated 29 November 2019. A summary of the key terms of the Option Plan is available at Schedule 2.
- (j) No loan is made in relation to the issue of the Wilkes Incentive Options and the Wilkes Retainer Options to Mr Wilkes.
- (k) Details of any securities issued under the Option Plan will be published in each annual report relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.
- (I) Any additional persons (to whom ASX Listing Rule 10.14 applies) who become entitled to participate in the Option Plan after approval of Resolution 8 and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

- (m) The Company will issue the Wilkes Incentive Options and the Wilkes Retainer Options as soon as reasonably practicable after the Meeting, and in any event within three years after the Meeting.
- (n) A voting exclusion statement is included with Resolution 8 in the Notice.

## 11.4 Information required for sections 200B and 200E of the Corporations Act

Under sections 200B and 200E of the Corporations Act, the Company can only give a benefit to a member of Key Management Personnel in connection with retirement from office or employment in the Company with prior Shareholder approval or if any of a number of exceptions apply. Accelerated vesting or automatic vesting of share-based payments may in some cases be a benefit of this kind.

As a participant in the Option Plan, Mr Wilkes may become entitled to accelerated vesting or automatic vesting of Options if there is a change in control of the Company or if the Board exercises a discretion upon cessation of employment. Approval is sought for Mr Wilkes to be given any such benefit in connection with his retirement from office or employment with the Company.

The value of the benefit that might be given to Mr Wilkes by the exercise of the Board's discretion under the Option Plan will depend on a number of factors. Accordingly, the precise value of the benefit cannot be ascertained at the present time. Apart from the future Share price being unknown, the following matters which will or are likely to affect the value of the benefits are also unknown:

- (a) the number of Options held by Mr Wilkes prior to the cessation of his employment;
- (b) reasons for the cessation of employment and Mr Wilkes' length of service;
- (c) the term of the Options remaining; and
- (d) the exercise of the Board's discretion at the relevant time.

# 11.5 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The issue of the Wilkes Incentive Options and the Wilkes Retainer Options constitutes the giving of a financial benefit and Mr Wilkes is a related party of the Company. The Directors (other than Mr Wilkes who has a material personal interest in the outcome of Resolution 8) consider that Shareholder approval pursuant to Chapter 2E is not required in respect of the issue of the Wilkes Incentive Options and the Wilkes Retainer Options as these were negotiated with reference to the remuneration of the directors of similar companies. The non-cash form of benefit allows the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative, cash forms of payment were given to Mr Wilkes and as such the giving of the financial benefit to Mr Wilkes is on arm's length terms and within the exception of section 210 of the Corporations Act.

#### 11.6 Directors' recommendation

The Directors (excluding Mr Wilkes) believe that the issue of the Wilkes Incentive Options and the Wilkes Retainer Options to Mr Wilkes and the issue of Shares to settle such Options is in the best interests of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 8.

Mr Wilkes does not make a recommendation in relation to Resolution 8 as he has an interest in the outcome of the resolution.

# 12. Resolution 9 - Issue of Options to Dr Nicole Adshead-Bell

# 12.1 Background

Resolution 9 seeks Shareholder approval in accordance with ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, to issue Options to Dr Nicole Adshead-Bell as a Director, as follows:

- The issue of 300,000 Options (exercisable at \$0.63 on or before 18 November 2023) to Dr Nicole Adshead-Bell and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Dr Nicole Adshead-Bell in connection with any future retirement from his office or employment with the Company (Adshead-Bell Incentive Options); and
- (b) The issue of 180,000 Options to Dr Nicole Adshead-Bell and any benefits under the grant of such Options (including the issue of Shares on the exercise of those Options) that may be given to Dr Nicole Adshead-Bell in connection with any future retirement from his office or employment with the Company (Adshead-Bell Retainer Options). The Adshead-Bell Retainer Options vest as follows:
  - (i) 1/3 on the first anniversary of Dr Adshead-Bell's appointment, subject to Dr Adshead-Bell being a Non-Executive Director on that date;
  - (ii) 1/3 on the second anniversary of Dr Adshead-Bell's appointment, subject to Dr Adshead-Bell being a Non-Executive Director on that date; and
  - (iii) 1/3 on the third anniversary of Dr Adshead-Bell's appointment, subject to Dr Adshead-Bell being a Non-Executive Director on that date.

In the Company's circumstances, the Board considers that the grant of the Adshead-Bell Incentive Options to Dr Adshead-Bell is a cost effective and efficient reward for the Company to make and is consistent with the strategic goals and targets of the Company. There are no specific performance criteria on the Adshead-Bell Incentive Options as these Options will generally only be of benefit if the value of the Company increases sufficiently to warrant exercising the Adshead-Bell Incentive Options.

Under the terms of the appointment of the Company's Non-Executive Directors, each Non-Executive Director receives an annual retainer of \$60,000 and subject to Shareholder approval and the subject to meeting the vesting criteria described above, is to be issued 60,000 Shares. The issue of the Adshead-Bell Retainer Options satisfies the Company's obligations with respect to the terms of appointment of the Company's Non-Executive Directors.

Should Shareholders not approve the issue of the Adshead-Bell Retainer Options, the annual retainer paid to Dr Adshead-Bell shall increase from \$60,000 to \$75,000.

Resolution 9 is an ordinary resolution.

# 12.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of a director, or a person whose relationship with the entity, a director or an associate of a director is, in ASX's opinion, such that approval should be obtained. Shareholder approval is required under ASX Listing Rule 10.14 to issue the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options because Dr Adshead-Bell is a Director. Furthermore, if Shareholders approve Resolution 9, ASX Listing Rule 7.2 (Exception 14) provides that an issue of Shares upon conversion of those Options will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and separate approval under this Resolution 9 is not required for the purposes of ASX Listing Rule 7.1.

# 12.3 Information required by ASX Listing Rule 10.15

The following information is provided as required by ASX Listing Rule 10.15:

- (a) The Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options will be issued to Dr Adshead-Bell (and/or her nominee(s)).
- (b) Dr Adshead-Bell falls within ASX Listing Rule 10.14.1 Dr Adshead-Bell is a Director.
- (c) The maximum number of Options that may be issued to Dr Adshead-Bell is:
  - (i) 300,000 Adshead-Bell Incentive Options with an exercise price of \$0.63 and will be exercisable on or before 18 November 2023;
  - (ii) 180,000 Adshead-Bell Retainer Options.
- (d) Dr Adshead-Bell is paid an annual retainer of \$60,000 pursuant to his directorship with the Company and subject to the outcome of Resolution 9, will be issued the Adshead-Bell Incentive Options and the Dr Adshead-Bell Retainer Options.
- (e) Dr Adshead-Bell has not been issued any securities under the Option Plan since it was implemented.
- (f) The grant of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options is viewed as a cost effective and efficient form of remuneration of the Company's Non-Executive Directors as opposed to alternative forms of incentives, such as the payment of additional cash compensation.
- (g) The Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options have been valued by the Company using a Black & Scholes option model and based on the assumptions set out below.

	Share price of \$0.42					
	Black & Scholes valuation	Value of the Adshead-Bell Incentive Options	Value of the Adshead-Bell Retainer Options (1/3 Vest) (\$)	Value of the Adshead-Bell Retainer Options (2/3 Vest) (\$)	Value of the Adshead-Bell Retainer Options (All Vest) (\$)	
Total (\$)		59,608	8,400	16,800	25,200	

Assumptions underpinning valuation of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options					
Valuation Date	5 October 2020				
Price of Shares (closing price of Shares on 2 October 2020)	\$0.42				
Exercise Price	\$0.63				
Expiry date	18 November 2023				
Risk free interest rate	0.25%				
Volatility	88%				

Note: The valuation noted above is not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

- (h) The Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options be issued for nil consideration. Details of the exercise price of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options are set out above.
- (i) Details of the Option Plan were included in the Notice of Meeting dated 29 November 2019. A summary of the key terms of the Option Plan is available at Schedule 2.
- (j) No loan is made in relation to the issue of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options to Dr Adshead-Bell.
- (k) Details of any securities issued under the Option Plan will be published in each annual report relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.
- (I) Any additional persons (to whom ASX Listing Rule 10.14 applies) who become entitled to participate in the Option Plan after approval of Resolution 9 and who are not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.
- (m) The Company will issue the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options as soon as reasonably practicable after the Meeting, and in any event within three years after the Meeting.
- (n) A voting exclusion statement is included with Resolution 9 in the Notice.

#### 12.4 Information required for sections 200B and 200E of the Corporations Act

Under sections 200B and 200E of the Corporations Act, the Company can only give a benefit to a member of Key Management Personnel in connection with retirement from office or employment in the Company with prior Shareholder approval or if any of a

number of exceptions apply. Accelerated vesting or automatic vesting of share-based payments may in some cases be a benefit of this kind.

As a participant in the Option Plan, Dr Adshead-Bell may become entitled to accelerated vesting or automatic vesting of Options if there is a change in control of the Company or if the Board exercises a discretion upon cessation of employment. Approval is sought for Dr Adshead-Bell to be given any such benefit in connection with his retirement from office or employment with the Company.

The value of the benefit that might be given to Dr Adshead-Bell by the exercise of the Board's discretion under the Option Plan will depend on a number of factors. Accordingly, the precise value of the benefit cannot be ascertained at the present time. Apart from the future Share price being unknown, the following matters which will or are likely to affect the value of the benefits are also unknown:

- (a) the number of Options held by Dr Adshead-Bell prior to the cessation of his employment;
- (b) reasons for the cessation of employment and Dr Adshead-Bell's length of service;
- (c) the term of the Options remaining; and
- (d) the exercise of the Board's discretion at the relevant time.

# 12.5 Section 208 of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

The issue of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options constitutes the giving of a financial benefit and Dr Adshead-Bell is a related party of the Company. The Directors (other than Dr Adshead-Bell who has a material personal interest in the outcome of Resolution 9) consider that Shareholder approval pursuant to Chapter 2E is not required in respect of the issue of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options as these were negotiated with reference to the remuneration of the directors of similar companies. The non-cash form of benefit allows the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative, cash forms of payment were given to Dr Adshead-Bell and as such the giving of the financial benefit to Dr Adshead-Bell is on arm's length terms and within the exception of section 210 of the Corporations Act.

#### 12.6 Directors' recommendation

The Directors (excluding Dr Adshead-Bell) believe that the issue of the Adshead-Bell Incentive Options and the Adshead-Bell Retainer Options to Dr Adshead-Bell and the issue of Shares to settle such Options is in the best interests of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 9.

Dr Adshead-Bell does not make a recommendation in relation to Resolution 9 as he has an interest in the outcome of the resolution.

# 13. Resolution 10 - Issue of Options to Ian Murray

#### 13.1 Background

Resolution 10 seeks Shareholder approval in accordance with ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, to issue 1,554,000 Options to Mr Ian Murray as part of his remuneration as Executive Chairman of the Company (the **Murray Options**). The Murray Options are proposed to be granted to Mr Murray as follows:

- (a) 536,000 Options granted as short-term incentives, which will have a zero-exercise price, vesting on 1 July 2021 subject to performance against Board approved criteria, expiring 1 July 2023 (STI Options); and
- (b) 1,018,000 Options granted as long-term incentives, which will have a zero-exercise price, vesting on 1 July 2023 subject to performance against Board approved criteria, expiring 1 July 2025 (LTI Options).

The Board recognises the importance of retaining all key personnel and providing the appropriate incentives in order to deliver the Company's objectives. The Board believes Mr Murray's role as Executive Chairman is critical to delivering these objectives.

The Company's remuneration arrangements provide that, subject to the Board's discretion, the Executive Chairman may be issued annually, unquoted options as both short-term incentives and as long-term incentives as follows:

- (a) Short-term incentives which have a three-year term and a vesting date that is 12 months from the date of Board approval of the grant of such options, with a value equal to 50% of the Executive Chairman's base salary; and
- (b) Long-term incentives which have a five-year term and a vesting date that is 36 months from the date of Board approval of the grant of such options, with a value equal to 95% of the Executive Chairman's base salary.

As the performance periods for the STI Options and LTI Options is 1 July 2020 to 30 June 2021 and 1 July 2020 to 30 June 2023 respectively, the number of STI Options and LTI Options has been determined based on a share price of \$0.28, being the 15-day volume weighted average price of Matador shares to 1 July 2020.

Both the STI Options and LTI Options vest subject to an assessment by the Non-Executive Directors of performance against objectives related to key aspects of the Company's business, including:

- (a) Safety and environment zero fatalities, serious incidents and major environmental incidents;
- (b) Exploration the advance of exploration prospects through the Company's Resource Pyramid, new discoveries and increases to the existing mineral resources Mineral;
- (c) Corporate share price performance and share register related objectives; and

(d) Project - community engagement, environmental baseline studies and development of an environmental, social and governance framework against which a review may be undertaken.

If Resolutions 10(a) and 10(b) are approved by Shareholders, the STI Options and LTI Options will be issued to Mr Murray immediately following the conclusion of the Meeting. Should Shareholders approve of either Resolution 10(a) or Resolution 10(b), the STI Options or LTI Options (whichever is approved by Shareholders) will be issued to Mr Murray immediately following the conclusion of the Meeting.

Resolutions 10(a) and 10(b) are ordinary resolutions.

# 13.2 ASX Listing Rule 10.14

Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of a director, or a person whose relationship with the entity, a director or an associate of a director is, in ASX's opinion, such that approval should be obtained. Shareholder approval is required under ASX Listing Rule 10.14 to issue the STI Options and LTI Options because Mr Murray is a Director. Furthermore, if Shareholders approve Resolutions 10(a) and 10(b), ASX Listing Rule 7.2 (Exception 14) provides that an issue of Shares upon conversion of the STI Options and the LTI Options will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1 and separate approval under this Resolution 10 is not required for the purposes of ASX Listing Rule 7.1.

# 13.3 Information required by ASX Listing Rule 10.15

The following information is provided as required by ASX Listing Rule 10.15:

- (a) The Murray Options will be issued to Mr Murray (and/or his nominees).
- (b) Mr Murray falls within ASX Listing Rule 10.14.1 Mr Murray is a Director.
- (c) The maximum number of Murray Options that may be issued to Mr Murray is 1,554,000. The Murray Options are proposed to be granted to Mr Murray as follows:
  - (i) 536,000 Options granted as short-term incentives, which will have a zero-exercise price, vesting on I July 2021 subject to performance against Board approved criteria, expiring 1 July 2023; and
  - (ii) 1,018,000 Options granted as long-term incentives, which will have a zero-exercise price, vesting on I July 2023 subject to performance against Board approved criteria, expiring 1 July 2025.
- (d) Mr Murray's current remuneration package is \$300,000 per year (including superannuation and excluding the Murray Options).
- (e) Mr Murray was previously issued 1,000,000 unlisted options under the Plan, pursuant to the approval of Shareholders at a general meeting held on 5 June 2020.
- (f) The offer of the Murray Options to Mr Murray forms part of the Company's approach to effectively remunerating Mr Murray. The grant of the Murray Options is viewed as a cost effective and efficient form of remuneration as

opposed to alternative forms of remuneration, such as the payment of additional cash compensation.

The table below shows the value of the STI Options and LTI Options under different vesting scenarios.

No. Options Vested	25%	50%	75%	100%
Value of STI Options (\$)	37,520	75,040	112,560	150,080
Value of LTI Options (\$)	71,260	142,520	213,780	285,040

Note: The valuation noted above is not necessarily the market price that the Murray Options could be traded at and is not automatically the market price for taxation purposes.

- (g) The Murray Options will be issued for nil consideration.
- (h) The Company has established an employee securities incentive plan (**Plan**). The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out in Schedule 2.
- (i) No loan is made in relation to the issue of the Murray Options.
- (j) The persons referred to in Listing Rule 10.14, being Mr Justin Osborne, Mr Mick Wilkes and Dr Nicole Adshead-Bell, each a Director.
- (k) Details of any securities issued under the Option Plan will be published in each annual report relating to a period in which securities have been issued under the Plan, with a statement that approval for the issue of the securities was obtained under ASX Listing Rule 10.14.
- (l) Any additional persons (to whom Listing Rule 10.14 applies) who become entitled to participate in the Option Plan after approval of Resolution 10 and who are not named in this Notice will not participate until approval is obtained under Listing Rule 10.14.
- (m) The Company will issue the Murray Options as soon as reasonably practicable after the Meeting, and in any event within three years after the Meeting.
- (n) A voting exclusion statement is included with Resolution 10 in the Notice.

#### 13.4 Information required for sections 200B and 200E of the Corporations Act

Under sections 200B and 200E of the Corporations Act, the Company can only give a benefit to a member of Key Management Personnel in connection with retirement from office or employment in the Company with prior Shareholder approval or if any of a number of exceptions apply. Accelerated vesting or automatic vesting of share-based payments may in some cases be a benefit of this kind.

As a participant in the Plan, Mr Murray may become entitled to accelerated vesting or automatic vesting of Options if there is a change in control of the Company or if the Board exercises a discretion upon cessation of employment. Approval is sought for Mr Murray to be given any such benefit in connection with his retirement from office or employment with the Company.

The value of the benefit that might be given to Mr Murray by the exercise of the Board's discretion under the Plan will depend on a number of factors. Accordingly, the precise value of the benefit cannot be ascertained at the present time. Apart from the future Share price being unknown, the following matters which will or are likely to affect the value of the benefits are also unknown:

- (a) the number of Options held by Mr Murray prior to the cessation of his employment;
- (b) reasons for the cessation of employment and Mr Murray's length of service;
- (c) the term of the Murray Options remaining; and
- (d) the exercise of the Board's discretion at the relevant time.

#### 13.5 Directors' recommendation

The Directors (excluding Mr Murray) believe that the issue of the Murray Options and the issue of Shares to settle such Options is in the best interests of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 10.

Mr Murray does not make a recommendation in relation to Resolution 10 as he has an interest in the outcome of the resolution.

# 14. Resolution 11 - Approval of Employee Securities Incentive Plan

#### 14.1 General

Resolution 11 seeks Shareholders' approval for the adoption of the employee incentive scheme titled "Matador Mining Limited Employee Securities Incentive Plan" in accordance with Listing Rule 7.2 exception 13 (Plan or Option Plan).

#### 14.2 Listing Rule 7.2, exception 13

Listing Rule 7.2, exception 13 provides an exception to Listing Rule 7.1 such that issues of Equity Securities under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of Equity Securities under the scheme as an exception to Listing Rule 7.1.

If Resolution 11 is passed, the Company will be able to issue Equity Securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Equity Securities have previously been issued under the Plan.

The objective of the Plan is to attract, motivate and retain key Directors, employees and contractors and it is considered by the Company that the adoption of the Plan and the future issue of Equity Securities under the Plan will provide selected participants with the opportunity to participate in the future growth of the Company.

Any future issues of Equity Securities under the Plan to a related party or a person whose relation with the Company or the related party is, in ASX's opinion, such that

approval should be obtained will require additional Shareholder approval under Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

A voting exclusion statement is included with Resolution 11 in the Notice.

#### 14.3 Board recommendation

The Board recommends that Shareholders vote in favour of Resolution 11.

Resolution 11 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 11.

# 15. Resolution 12 - Approval of potential termination benefits under the Employee Securities Incentive Plan

#### 15.1 General

Subject to Shareholder approval of Resolution 11, Shareholder approval is sought for the purposes of Part 2D.2 of the Corporations Act to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum.

If Resolution 11 is not approved at the Meeting, Resolution 12 will not be put to the Meeting.

Under the terms of the Plan, where a participant ceases employment or office before the vesting of their convertible Securities, the Board possesses the discretion to determine, that some or all of their convertible Securities will not lapse. The Board's current intention is to only exercise this discretion:

- (a) where the person leaves employment or office without fault on their part; and
- (b) so as only to preserve that number of unvested convertible Securities as are pro rata-ed to the date of leaving.

The exercise of this discretion by the Board may constitute a "benefit" for the purposes of section 200B of the Corporations Act. The Company is therefore seeking Shareholder approval for the exercise of the Board's discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Securities under the Plan at the time of their leaving.

Resolution 12 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 12.

#### 15.2 Value of the termination benefits

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of convertible Securities that will vest. The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the status of the vesting conditions attaching to the relevant convertible Securities at the time the participant's employment or office ceases; and
- (b) the number of unvested convertible Securities that the participant holds at the time they cease employment or office.

# 15.3 Part 2D.2 of the Corporations Act

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate, unless an exception applies.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies. Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying section 200F(2)(b) or section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

# 16. Resolution 13 - Non-Executive Directors' Remuneration

#### 16.1 Background

Clause 6.5 of the Constitution requires that the total aggregate fixed sum per annum to be paid to the Directors (excluding salaries of executive Directors) from time to time will not exceed the sum determined by the Shareholders in general meeting and the total aggregate fixed sum will be divided between the Directors as the Directors shall determine and, in default of agreement between them, then in equal shares.

Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

The total aggregate fixed sum per annum to be paid to the non-executive Directors was previously set by Shareholders at \$300,000. Resolution 13 seeks Shareholder approval to set the total aggregate fixed sum per annum to be paid to the Non-Executive Directors at \$500,000 (an increase of \$200,000).

The total amount of Directors' fees payable includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis. It does not include reimbursement of genuine out-of-pocket expenses, genuine "special exertion" fees paid

in accordance with the Constitution or securities issued to a Director under Listing Rule 10.11 or 10.14 with approval of Shareholders.

The total aggregate fixed sum per annum has been determined after reviewing similar companies listed on ASX and taking into account the caliber of both the current Directors and Directors that the Company may seek to attract in the future. The Company currently has no intention of increasing the annual retainer paid to Non-Executive Directors (currently set at \$60,000), however seeks the flexibility to review the appropriateness of Non-Executive Director remuneration and, subject to the Company's circumstances, to appoint additional Director(s) to complement the existing skill set.

This proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year, rather the proposed limit is requested to ensure that the Company:

- (a) Maintains its capacity to remunerate both existing and any new Non-Executive Directors joining the Board;
- (b) Remunerates its Non-Executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) Has the ability to attract and retain Non-Executive Directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

During the preceding three years, the Company has issued the following securities to non-executive directors:

- (a) 3,000,000 unquoted options, exercisable at \$0.40 on or before 6 July 2021, as approved by shareholders at a general meeting held on 29 May 2018;
- (b) 3,000,000 unquoted options, exercisable at \$0.55 on or before 6 July 2021, as approved by shareholders at a general meeting held on 29 May 2018;
- (c) 3,000,000 unquoted options, exercisable at \$0.70 on or before 6 July 2021, as approved by shareholders at a general meeting held on 29 May 2018; and
- (d) 1,562,500 unquoted options, exercisable at \$0.23 on or before 2 July 2022, as approved by shareholders at a general meeting held on 26 June 2019.

A voting exclusion statement is included with Resolution 13 in the Notice.

#### 16.2 Board recommendation

Given the interest of the Non-Executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolution 13 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 13.

# 17. Resolution 14 - Approval of Additional 10% Capital Raising Capacity

#### 17.1 General

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

Resolution 14 seeks Shareholder approval by way of a special resolution to provide the Company the ability to issue Equity Securities under the 10% Placement Facility during the 10% Placement Period (refer to Section 17.2(f) below). The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 17.2(c) below).

Resolution 14 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

#### 17.2 Listing Rule 7.1A

#### (a) Is the Company an eligible entity?

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.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of approximately \$72 million, based on the closing price of Shares (\$0.425) on 5 October 2020.

#### (b) What Equity Securities can be issued?

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

As at the date of the Notice, the Company has on issue 2 quoted class of Equity Securities: Shares and Options.

#### (c) How many Equity Securities can be issued?

Listing Rule 7.1A.2 provides that under the approved 10% Placement Facility, the Company may issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

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

#### Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement:
  - (A) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;

- (B) plus the number of partly paid shares that became fully paid in the 12 months:
- (C) plus the number of fully paid Shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include any issue of Shares under the Company's 15% annual placement capacity without Shareholder approval; and
- (D) less the number of fully paid Shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating the Company's 15% annual placement capacity.

- **D** is 10%.
- is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.
- (d) What is the interaction with Listing Rule 7.1?

The Company's ability to issue Equity Securities under Listing Rule 7.1A will be in addition to its 15% annual placement capacity under Listing Rule 7.1.

(e) At what price can the Equity Securities be issued?

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP 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; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued,

(Minimum Issue Price).

#### (f) When can Equity Securities be issued?

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid from the date of Meeting and will expire on the earlier to occur of:

- (i) the date that is 12 months after the date of the Meeting; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

#### (g) What is the effect of Resolution 14?

The effect of Resolution 14 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without further Shareholder approval or using the Company's 15% annual placement capacity under Listing Rule 7.1.

# 17.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the following information is provided in relation to the 10% Placement Facility:

# (a) Minimum issue price

If the Company issues Equity Securities under the 10% Placement Facility, then the issue price will be not less than the Minimum Issue Price.

#### (b) Risk of economic and voting dilution

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' economic and voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares).

#### The below table shows:

- (i) the dilution of existing Shareholders based on the current market price of Shares and the current number of Shares for "A" calculated in accordance with the formula in Listing Rule 7.1A.2 (see Section 17.2(c)) as at the date of the Notice (Variable A);
- (ii) two examples where Variable A has increased, by 50% and 100%; and
- (iii) two examples of where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

		Dilution				
Number of Shares on		0.21	0.43	0.64		
issue		50% decrease in Issue Price	Issue Price	50% increase in Issue Price		
Shares currently on issue	10% Voting Dilution	16,977,876	16,977,876	16,977,876		
Shares currently on issue	10% Voting Dilution	Shares	Shares	Shares		
169,778,759	Funds raised	3,607,799	7,215,597	10,823,396		
50% increase in number	10% Voting Dilution	25,466,814	25,466,814	25,466,814		
of shares on issue	10% voting blidtion	Shares	Shares			
254,668,139	Funds raised	5,411,698	10,823,396	16,235,094		
100% increase in number	10% Voting Dilution	33,955,752	33,955,752	33,955,752		
of shares on issue	10/0 Voting Dilution	Shares	Shares	Shares		
339,557,518	Funds raised	7,215,597	14,431,195	21,646,792		

#### Notes:

- 1. The table has been prepared on the following assumptions:
  - (a) the issue price is \$0.425, the closing price of the Shares on ASX on 5 October 2020;
  - (b) Variable A is 169,778,759, comprising existing Shares on issue as at the date of this Meeting, which assumes that Resolutions 5 and 6 are approved by Shareholders;
  - (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
  - (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
  - (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- 2. The number of Shares on issue (i.e. Variable A) may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue, scrip issued under a takeover offer or upon exercise of convertible securities) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting.
- 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 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.

Shareholders should note that there is a risk that:

- (iv) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (v) 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 or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

#### (c) Final date for issue

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

Shareholder approval of the 10% Placement Facility will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

#### (d) Purposes of issues under 10% Placement Facility

The Company may seek to issue the Equity Securities to provide funding for continued exploration at the Company's Cape Ray Gold Project in Canada, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

# (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 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 issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

#### (f) Issues in the past 12 months

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 29 November 2019. In the 12 months preceding the date of the 2020 Annual General Meeting and as at the date of this Notice, the Company has issued 85,016,422 Equity Securities and this represents 94% of the total number of Equity Securities on issue at the commencement of that 12-month period.

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the 2020 Annual General Meeting are set out in Schedule 3.

#### (g) Voting exclusion statement

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

#### 17.4 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 14.

# 18. Resolution 15 - Approval of amendment to terms of existing Options

# 18.1 Background

On 26 June 2019, among other things, Shareholders approved:

- (a) the issue of 13,220,833 unquoted options (**Tranche One Options**) which represented one free attaching Option pursuant to the placement of 13,220,833 Shares; and
- (b) the issue of 18,029,167 unquoted options (**Tranche Two Options**) which represented one free attaching Option pursuant to the placement of 18,029,167 Shares,

(Together, the Tranche One Options and the Tranche Two Options comprise the **Amendment Options**, of which 24,725,000 remain outstanding).

Under the terms and conditions of the Amendment Options, a summary of which is included as Schedule 4, the Amendment Options are not transferable. The Company has received a significant number of requests from holders of the Amendment Options that the terms of the Amendment Options be amended to provide for the transfer of those Options.

#### 18.2 Listing Rule 6.23.4

ASX Listing Rule 6.23.3 provides that a change affecting the Amendment Options cannot be made if it has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise. The proposed amendment to allow for the transferability of the Amendment Options does not have any such effect.

Listing Rule 6.23.4 provides that a change to the terms of an option that is not prohibited under Listing Rule 6.23.3 can only be made if holders of ordinary securities approve the change. Accordingly, in accordance with Listing Rule 6.23.4, shareholder approval is sought for the amendment of the terms and conditions of the Amendment Options to allow for the transfer of those Options.

#### 18.3 Director Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 15.

# 19. Enquiries

Shareholders are encouraged to contact Matador's company secretary, Mr Stuart McKenzie on  $+61\ 8\ 9200\ 4960$  if they have any queries in respect of the matters set out in this Notice.

#### Schedule 1 - Definitions

\$ means Australian dollars.

Adshead-Bell Incentive Options has the meaning set out in section 12.1.

Adshead-Bell Retainer Options has the meaning set out in section 12.1.

**Amendment Options** has the meaning set out in section 18.1.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party means a party related to Key Management Personnel as:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or Matador means Matador Mining Limited (ACN 612 912 393).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Equity Security** has the meaning given in the ASX Listing Rules.

**Executive** means the Managing Director, Chief Financial Officer and the Company Secretary.

**Explanatory Memorandum** means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the rules of the ASX.

LR 7.1 Placement Shares has the meaning set out in section 8.1.

LR 7.1A Placement Shares has the meaning set out in section 8.1.

LTI Option has the meaning set out in section 13.1.

**Meeting** means the meeting convened by the Notice.

**Notice** or **Notice** of **Meeting** means this notice of Meeting including the Explanatory Memorandum and the Proxy Form.

**Option** means an option to acquire a Share.

**Option Plan** means the Matador Mining Limited Option Plan, as approved by shareholders at the annual general meeting of 17 November 2017, the key terms of which are set out in Schedule 2.

Murray Options has the meaning set out in section 13.1.

Osborne Incentive Options has the meaning set out in section 10.1.

Osborne Retainer Options has the meaning set out in section 10.1.

Placement has the meaning set out in section 8.1.

Placement Shares has the meaning set out in section 8.1.

**Plan or Option Plan** has the meaning set out in section 14.1, the key terms of which are set out in Schedule 2

**Proxy Form** means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice.

**Securities** mean all Equity Securities of the Company.

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

**Shareholder** means a registered holder of a Share.

**STI Option** has the meaning set out in section 13.1

Wilkes Incentive Options has the meaning set out in section 11.1.

Wilkes Retainer Options has the meaning set out in section 11.1.

WST means Western Standard Time as observed in Perth, Western Australia.

#### Schedule 2 - Summary of Employee Securities Incentive Plan

The Company has established an employee securities incentive plan (**Plan**). The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

#### (a) Eligible Participant

Eligible Participant means a person that:

- (i) is an "eligible participant" (as that term is defined in ASIC Class Order 14/1000) in relation to the Company or an Associated Body Corporate (as that term is defined in ASIC Class Order 14/1000); and
- (ii) has been determined by the Board to be eligible to participate in the Option Plan from time to time.

#### (b) **Purpose**

The purpose of the Option Plan is to:

- (i) assist in the reward, retention and motivation of Eligible Participants;
- (ii) link the reward of Eligible Participants to Shareholder value creation; and
- (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Options.

# (c) Option Plan administration

The Option Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Option Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

#### (d) Eligibility, invitation and application

- (i) The Board may from time to time determine that an Eligible Participant may participate in the Option Plan and make an invitation to that Eligible Participant to apply for Options on such terms and conditions as the Board decides.
- (ii) On receipt of an Invitation, an Eligible Participant may apply for the Options the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.
- (iii) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

# (e) Grant of Options

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Options, subject to

the terms and conditions set out in the invitation, the Option Plan rules and any ancillary documentation required.

#### (f) Terms of Options

Each Option represents a right to acquire one or more Shares, subject to the terms and conditions of the Option Plan.

Prior to an Option being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Option by virtue of holding the Option. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with an Option that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to an Option that has been granted to them.

#### (g) Vesting

Any vesting conditions applicable to the grant of Options will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Options have vested. Unless and until the vesting notice is issued by the Company, the Options will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to an Option are not satisfied and/or otherwise waived by the Board, that Option will lapse.

#### (h) Exercise of Options and cashless exercise

To exercise an Option, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of options (see below), pay the Option exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Options, the Participant may elect not to be required to provide payment of the Option exercise price for the number of Options specified in a notice of exercise, but that on exercise of those Options the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the Option exercise price that would otherwise be payable to exercise those Options.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

An Option may not be exercised unless and until that Option has vested in accordance with the Option Plan rules, or such earlier date as set out in the Option Plan rules.

#### (i) Delivery of Shares on exercise of Options

As soon as practicable after the valid exercise of an Option by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Option Plan rules and issue a substitute certificate for any remaining unexercised Options held by that Participant.

#### (j) Forfeiture of Options

Where a Participant who holds Options ceases to be an Eligible Participant or becomes insolvent, all unvested Options will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Options to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Options held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Option Plan rules:

- (i) any Options which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Options which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

#### (k) Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Options will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

# (l) Rights attaching to Plan Shares

All Shares issued or transferred to a Participant upon the valid exercise of an Option (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.

#### (m) Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Option Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

#### (n) Adjustment of Options

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Options will be changed to the extent necessary to comply with the ASX Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Options is entitled, upon exercise of the Options, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Options are exercised.

Unless otherwise determined by the Board, a holder of Options does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

#### (o) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Options without exercising the Options.

# (p) Amendment of Option Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Option Plan rules, including (without limitation) the terms and conditions upon which any Options have been granted under the Option Plan and determine that any amendments to the Option Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Option Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

#### (q) Option Plan duration

The Option Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Option Plan for a fixed period or indefinitely, and may end any suspension. If the Option Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Options granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Options may be cancelled in the manner agreed between the Company and the Participant.

# Schedule 3 - Securities issued in the previous 12 months

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue price and details of any discount to Market Price (if applicable) <sup>1</sup>	Consideration, Use of Funds and Current Value <sup>2</sup> as at date of this Notice
Various dates from 10/12/2019 to 5/10/2020	15,588,413	Ordinary shares	Holders of Listed Options exercisable at \$0.20 per Share that elected to convert such Listed Options to Shares	Issue price of \$0.20, being the exercise price of the Listed Options	\$3,117,683 (before costs) was raised, none of which has been expended. Value: \$3,117,683
Various dates from 12/06/2020 to 5/10/2020	6,525,000	Ordinary shares	Holders of Unlisted Options exercisable at \$0.23 per Share that elected to convert such Unlisted Options to Shares	Issue price of \$0.23, being the exercise price of the Listed Options	\$1,500,750 (before costs) was raised, none of which has been expended. Value: \$3,117,683
25 February 2020	21,484,622	Ordinary shares	Sophisticated investors who subscribed to the Share placement at \$0.20 per Share	\$0.20 per Share	\$4,296,924  Expended on exploration and project development activities on the Cape Ray Gold Project and general working capital
27 February 2020	300,000	Ordinary shares	Sophisticated investors who subscribed to the Share placement at \$0.20 per Share	\$0.20 per Share	\$60,000  Expended on exploration and project development activities on the Cape Ray Gold Project and general working capital
18 September 2020	1,227,000	Unlisted options exercisable at \$0.00 each, expiring 01/07/2023	Employees and consultants	Nil issue price (nil cash consideration)	Issued as short-term incentives under the Matador Mining Limited Employee Securities Incentive Plan.  Value: \$521,475, based on a Share price of \$0.425 and assuming all Options vest.
18 September 2020	1,238,000	Unlisted options exercisable at \$0.00 each, expiring 01/07/2025	Employees and consultants	Nil issue price (nil cash consideration)	Issued as long-term incentives under the Matador Mining Limited Employee Securities Incentive Plan.  Value: \$526,150, based on a Share price of \$0.425 and assuming all Options vest.
3 March 2020	200,000	Ordinary shares	Sophisticated investors who subscribed to the Share placement at \$0.20 per Share	\$0.20 per Share	\$40,000  Expended on exploration and project development activities on the Cape Ray Gold Project and general working capital
18 May 2020	2,817,100	Ordinary shares	Sophisticated investors who subscribed to the Share placement at	\$0.20 per Share	\$563,420 Expended on exploration and project development activities on the Cape Ray Gold Project and general working capital

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue price and details of any discount to Market Price (if applicable) <sup>1</sup>	Consideration, Use of Funds and Current Value <sup>2</sup> as at date of this Notice
			\$0.20 per Share		
1 July 2020	1,350,000	Ordinary shares	Directors whose participation in a Share placement at \$0.20 was approved by Shareholders on 5 June 2020	\$0.20 per Share	\$270,000  Expended on exploration and project development activities on the Cape Ray Gold Project and general working capital
8 July 2020	21,428,571	Ordinary shares	Issued to a sophisticated investor as Canadian flow through shares at \$0.405 per Share	\$0.405	\$8,678,571  \$0.9 million has been expended on exploration and project development activities on the Cape Ray Gold Project and general working capital  Value: 7,778,571

#### Schedule 4 - Terms and Conditions of the Amendment Options

#### 1. Entitlement

Each Amendment Option entitles the holder to subscribe for one Share upon exercise of each Amendment Option.

#### 2. Exercise Price

Each Amendment Option has an exercise price of \$0.23 (Exercise Price).

#### 3. Expiry Date

The expiry date of the Amendment Options shall be three (3) years from the date of grant (Expiry Date).

A Amendment Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

#### 4. Exercise Period

The Amendment Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).

#### 5. No Official Quotation of Amendment Options

The Company will not apply for official quotation of the Amendment Options.

#### 6. Notice of Exercise

The Amendment Options may be exercised by giving written notice to the Company at any time during the Exercise Period. The written notice (Exercise Notice) must:

- (r) specify the number of Amendment Options being exercised;
- (s) specify whether the Shares are to be issued to the holder of the Amendment Options or a nominee; and
- (t) be accompanied by payment of the Exercise Price for each Amendment Option being exercised.

Any Exercise Notice in respect of an Amendment Option received by the Company will be deemed to be notice of the exercise of that Amendment Option as at the date of the receipt.

#### 7. Shares Issued on Exercise

Shares issued on exercise of the Amendment Options rank equally with the then issued Shares currently on issue.

#### 8. Official Quotation of Shares on Exercise

The Company will apply to ASX for official quotation of the Shares issued upon the exercise of the Amendment Options.

#### 9. Timing of Issue of Shares

Within 5 Business Days after the receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Amendment Option being exercised, the Company will:

- (u) allot and issue the Shares pursuant to the exercise of the Amendment Options; and
- (v) as soon as reasonably practicable:
  - (i) and in any event within 5 Business Days after issuing the Shares, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; or
  - (ii) lodge a prospectus with ASIC that qualifies the Shares issued upon exercise of the Amendment Options for resale under section 708A(11) of the Corporations Act (which, if a notice is not lodged under paragraph (i) above, must be lodged with ASIC within 15 Business Days after issuing the Shares).

#### 10. Participation in New Issues

There are no participation rights or entitlements inherent in the Amendment Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Amendment Options.

However, the Company will ensure that, for the purposes of determining entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give the holders of Amendment Options the opportunity to exercise their Amendment Options prior to the date for determining entitlements to participate in any such issue.

#### 11. Adjustment for Bonus Issue of Shares

If the Company makes a bonus issue of Shares or other securities to existing holders of Shares (other than an issue in lieu of, or in satisfaction of, dividends or by way of dividend reinvestment):

- (w) the number of Shares which must be issued on the exercise of an Amendment Option will be increased by the number of Shares which the holder would have received if the holder had exercised the Amendment Option before the record date for the bonus issue; and
- (x) no change will be made to the Exercise Price.

# 12. Adjustment for Rights Issue

If the Company makes an issue of Shares pro rata to existing Shareholders (except a bonus issue) the Exercise Price of an Amendment Option will be reduced according to the following formula:

$$O - \frac{E\left[P - \left(S + D\right)\right]}{N + 1}$$
 New Exercise Price =

where:

O = the old Exercise Price of the Amendment Option

- E = the number of underlying Shares into which one Amendment Option is exercisable.
- P = average market price (as defined in the ASX Listing Rules) per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue
- D = the dividend due but not yet paid on the existing underlying Shares except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one new share.

# 13. Adjustments for Reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the holders will be varied to the extent necessary to comply with the ASX Listing Rules that apply to the reorganisation at the time of the reorganisation.

# 14. Amendment Options Not Transferable

The Amendment Options are not transferable.