



**Parkway Minerals NL
ACN 147 346 334**

Notice of Meeting - Partly Paid Shareholders

The Meeting of the Partly Paid Shareholders will be held at Level 1, 677 Murray Street, West Perth WA 6005 and virtually via Advanced Share Registry's platform on Monday, 5 July 2021 at the later of the conclusion of the General Meeting and 10:30am (WST).

THE COMPANY IS TAKING PRECAUTIONS TO FACILITATE AN IN-PERSON MEETING IN ACCORDANCE WITH COVID-19 RESTRICTIONS. IF THE SITUATION IN RELATION TO COVID-19 CHANGES IN A WAY AFFECTING THE ABILITY TO FACILITATE AN IN-PERSON MEETING, THE COMPANY WILL PROVIDE AN UPDATE AHEAD OF THE MEETING BY WAY OF AN ASX ANNOUNCEMENT.

The Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their suitably qualified professional adviser prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company on (08) 9479 5386.

Partly Paid Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice.

Parkway Minerals NL
ACN 147 346 334

Notice of Meeting - Partly Paid Shareholders

Notice is hereby given that a meeting of holders of Partly Paid Shares of Parkway Minerals NL (**Company**) will be held at Level 1, 677 Murray Street, West Perth WA 6005 and virtually via Advanced Share Registry's platform on Monday, 5 July 2021 at the later of the conclusion of the General Meeting and 10:30am (WST) (**Meeting**).

The Board is closely monitoring the rapidly changing coronavirus (COVID-19) pandemic. The health of the Company's Shareholders, employees and other stakeholders is of paramount importance.

While the Board would like to host all Partly Paid Shareholders in person, in order to minimise the risk to Shareholders and to the Company and its ongoing operations, the Company suggests that Shareholders do not attend the Meeting in person. Accordingly, the Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting.

The Board will continue to monitor Australian Government restrictions on public gatherings. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Partly Paid Shareholders accordingly via the Company's website at www.parkwayminerals.com.au and the ASX announcement platform.

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 Partly Paid Shareholders at 5.00pm (WST) on Saturday, 3 July 2021.

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

Terms and abbreviations used in the Notice are defined in the Schedule.

Resolution 1 – Approval of selective capital reduction of Partly Paid Shares

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

'That, subject to and conditional on the passing of each of the Inter-Conditional Resolutions, pursuant to and in accordance with sections 256B and 256C of the Corporations Act and for all other purposes, Partly Paid Shareholders approve a selective capital reduction in respect of 246,600,643 partly paid shares, on the terms and conditions in the Explanatory Memorandum.'

Pursuant to section 256C(2) of the Corporations Act, only the Partly Paid Shareholders may vote on this Resolution.

BY ORDER OF THE BOARD

Amanda Wilton-Heald
Company Secretary
Parkway Minerals NL
Dated: 31 May 2021

Parkway Minerals NL
ACN 147 346 334

Explanatory Memorandum

1. Introduction

The Explanatory Memorandum has been prepared for the information of Partly Paid Shareholders in connection with the business to be conducted at the meeting to be held at Level 1, 677 Murray Street, West Perth WA 6005 and virtually via Advanced Share Registry's platform on Monday, 5 July 2021 at the later of the conclusion of the General Meeting and 10:30am (WST) (**Meeting**).

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 Resolution will be voted.

Additional information provided and incorporated by reference: The Partly Paid Shareholders have also each been provided with a copy of the Notice of General Meeting. The Notice of General Meeting includes important information to assist the Partly Paid Shareholders in deciding how to vote on the Resolution. The Notice of General Meeting is incorporated into the Notice by reference.

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

Section 2	Voting and attendance information
Section 3	Resolution 1 – Approval of selective capital reduction of Partly Paid Shares
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Voting and attendance information

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

2.1 Impact of COVID-19 on the Meeting

The health and safety of members and personnel, and other stakeholders, is the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19.

Based on the best information available to the Board at the time of the Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Partly Paid Shareholders with a reasonable opportunity to participate in and vote at the Meeting, while complying with the COVID-19 restrictions regarding gatherings. The Company, however, strongly encourages Partly Paid Shareholders to submit proxies prior to the Meeting.

If the situation in relation to COVID-19 were to change in a way that affected the position above, the Company will provide a further update ahead of the Meeting by releasing an ASX announcement.

2.2 Voting in person

To vote in person, attend the Meeting on the date and at the place set out above.

2.3 Proxies

Partly Paid Shareholders are encouraged to vote by voting online or by completing a Proxy Form.

Lodgement of a Proxy Form will not preclude a Partly Paid Shareholder from attending and voting at the Meeting in person.

Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting.

Proxy Forms can be lodged:

Online: www.advancedshare.com.au/investor-login

By mail: Share Registry – Advanced Share Registry Services 110 Stirling Hwy, Nedlands WA 6009, or PO Box 1156, Nedlands WA 6909

By fax: +61 8 6370 4203 (within Australia)

By Email: admin@advancedshare.com.au

2.4 Participation in the virtual Meeting

To participate in the Meeting online and watch the webcast, Partly Paid Shareholders will need to log into the following URL www.advancedshare.com.au/virtual-meeting using the "Meeting ID" and your personalised "Shareholder ID".

2.5 Chair's voting intentions

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

2.6 Submitting questions

Partly Paid Shareholders may submit questions in advance of the Meeting in accordance with the instructions set out in the Proxy Form attached to the Notice of Meeting.

Partly Paid Shareholders will also have the opportunity to submit questions during the Meeting in respect to the formal items of business. In order to ask a question during the Meeting, please follow the instructions from the Chair.

The Chair will attempt to respond to the questions during the Meeting. The Chair will request prior to a Partly Paid Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Partly Paid Shares they hold).

2.7 Inter-Conditional Resolutions

The Resolution to be put to the holders of the Partly Paid Shares at this Meeting and resolutions 1 to 6 (inclusive) to be put to the holders of the fully paid ordinary shares at the General Meeting are "inter-conditional", meaning that each of these resolutions will only be passed if each of the other Inter-Conditional Resolutions is passed by the requisite majorities of Shareholders.

3. Resolution 1 – Approval of selective capital reduction of Partly Paid Shares

3.1 Background

A detailed background to the Resolution is provided in the Notice of General Meeting.

3.2 General

Resolution 1 seeks Partly Paid Shareholder's approval for the Company to undertake a selective capital reduction in respect of 246,600,643 partly paid shares it has on issue (**Partly Paid Shares**) by cancelling the uncalled amount on each of the Partly Paid Shares, with no distribution or return of capital being made as a result of that reduction of capital (**Cancellation**). Holders of Partly Paid Shares will be issued Options exercisable at \$0.019 each (equal to the amount unpaid on each of the Partly Paid Shares) in exchange for the Partly Paid Shares on a 1-for-1 basis (**Exchange Options**), subject to the receipt of Shareholder approval under Resolution 3 and Resolution 4(a) and (b) in the Notice of General Meeting.

The purpose of the Cancellation is to enable the Company to convert to a public company limited by shares. Under section 162 of the Corporations Act, a public no liability company may convert to a public company limited by shares so long as all of its issued shares are fully paid up.

If Resolution 1 is passed the Company will be able to proceed with the Cancellation..

If Resolution 1 is not passed, the Company will not be able to proceed with the Cancellation and, in turn, convert to a public company limited by shares.

3.3 Listing Rule 7.24.2

Listing Rule 7.24.2 provides that a listed entity which has partly paid shares on issue may only reorganise its capital if, in respect of the partly paid shares, the reorganisation does not involve the cancellation or reduction of the total amount payable and unpaid by the holder.

The Company has sought a waiver of Listing Rule 7.24.2 from ASX such that it may, to the extent necessary, permit it to undertake a selective capital reduction in respect of the Partly Paid Shares to cancel the uncalled amount on each of the Partly Paid Shares and issue the holders of those Partly Paid Shares one Option for every Partly Paid Share cancelled.

On 12 May 2021, ASX granted the Company a waiver from Listing Rule 7.24.2.

3.4 Sections 256B and 256C of the Corporations Act

Section 256B of the Corporations Act provides that a company may reduce its share capital in a way that is not otherwise authorised by law if the reduction:

- (a) is fair and reasonable to the company's shareholders as a whole;
- (b) does not materially prejudice the company's ability to pay its creditors; and
- (c) is approved by shareholders under section 256C.

Section 256C(2) of the Corporations Act provides that a company may, by special resolution passed in a general meeting, undertake a selective reduction of its issued securities provided that no votes are cast in favour of the resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on shares is to be reduced, or by their associates. This Resolution is the subject of Resolution 2 in the Notice of General Meeting.

Resolution 1 will only be put to Partly Paid Shareholders for approval if Resolution 2 being considered by Shareholders at the General Meeting is approved by the requisite majority of Shareholders. If Resolution 2 is not approved by the requisite majority of Shareholders, Resolution 1 will be withdrawn.

3.5 Effect on the capital structure of the Company

Refer to Section 4.4 of the Notice of General Meeting for details of the effect of the Cancellation on the capital structure of the Company.

In particular, the Partly Paid Shareholders should note that the Cancellation will be immediately followed by the issue of the Exchange Options on a 1-for-1 basis. Refer to Sections 5 and 6 of the Notice of General Meeting for further details regarding the Exchange Options and Director Exchange Options.

3.6 Additional information

Resolution 1 is a **special** resolution and therefore requires approval of 75% of the votes cast by Partly Paid Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Partly Paid Shareholder, by a corporate representative).

The Board (other than Adrian Griffin and Bahay Ozcakmak who have an interest in the outcome of the Resolution and therefore abstain from making a recommendation) recommends that Partly Paid Shareholders vote in favour of Resolution 1.

Schedule 1 Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$	means Australian Dollars.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Board	means the board of Directors.
Cancellation	has the meaning given in Section 3.2.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Parkway Minerals NL (ACN 147 346 334).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Director	means a director of the Company.
Director Exchange Options	means the issue of up to 57,374,277 Options to Adrian Griffin and Bahay Ozcakmak (or their respective nominees), the subject of Resolution 4(a) and (b) in the Notice of General Meeting.
Exchange Options	means the issue of up to 246,600,643 Options, the subject of Resolution 3 in the Notice of General Meeting.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
General Meeting	means the general meeting of Shareholders convened by the Notice of General Meeting, and any adjournment or postponement of that general meeting.
Inter-Conditional Resolutions	means resolutions 1 to 6 (inclusive) in the Notice of General Meeting and the Resolution.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of meeting of Partly Paid Shareholders.
Notice of General Meeting	means the notice of general meeting of the same date of this Notice, convening a meeting of Shareholders to be held on Monday, 5 July 2021 at 10:00am (WST).
Partly Paid Shares	means the 246,600,643 partly paid shares currently on issue in the capital of the Company.
Proxy Form	means the proxy form attached to the Notice.
Resolution	means the resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a section of the Explanatory Memorandum.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
WST	means Western Standard Time, being the time in Perth, Western Australia.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT


Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2021 GENERAL MEETING - PARTLY PAID SHAREHOLDER PROXY FORM

I/We being Partly Paid Shareholder(s) of Parkway Minerals NL and entitled to attend and vote hereby:

APPOINT A PROXY


The Chair of the Meeting **OR**  **PLEASE NOTE:** If you leave the section blank, the Chair of the Meeting will be your proxy.
or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at Level 1, 677 Murray Street, West Perth WA 6005 and virtually via Advanced Share Registry's platform on 5 July 2021 at the later of 10:30am (WST) and the conclusion of the General Meeting being held at 10:00am (WST), and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES :

The Chair intends to vote undirected proxies in favour of the Resolution. In exceptional circumstances the Chair may change his/her voting intention on the Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolution	For	Against	Abstain*
1 Approval of selective capital reduction of Partly Paid Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for the Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF PARTLY PAID SHAREHOLDERS – THIS MUST BE COMPLETED

Partly Paid Shareholder 1 (Individual) Partly Paid Shareholder 2 (Individual) Partly Paid Shareholder 3 (Individual)

Sole Director and Sole Company Secretary Director/Company Secretary (Delete one) Director

This form should be signed by the Partly Paid Shareholder. If a joint holding, all the Partly Paid Shareholders should sign. If signed by the Partly Paid Shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

PARKWAY MINERALS NL – MEETING – PARTLY PAID SHAREHOLDER

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Partly Paid Shareholders to view the meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the website.

Partly Paid Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS PARTLY PAID SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Partly Paid Shareholder sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite the resolution of business. All your Partly Paid Shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the resolution by inserting the percentage or number of Partly Paid Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on the resolution, your vote on the resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on the resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite the resolution), the Chair may vote as they see fit on the resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each Proxy Form state the percentage of your voting rights or number of partly paid shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance to Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company you a that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:30am (WST) on 3 July 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033