

17 June 2021

Dear Shareholders,

Queensland Pacific Metals Limited – Notice of General Meeting

Queensland Pacific Metals Ltd (ASX:QPM) (“**QPM**” or “the **Company**”) advises that a General Meeting of Shareholders (“**Meeting**”) will be held at the BDO’s Brisbane offices, Level 10, 12 Creek St, Brisbane 4000, on Tuesday 13 July 2021 at 10.00am (AEST).

In accordance with the Australian Securities and Investments Commission’s ‘no action’ position announced on 29 March 2021 via Media Release 21-061, the Company is not sending hard copies of the Notice of Meeting to Shareholders. The Notice of Meeting will be released as an ASX announcement and can be viewed and downloaded from the website at:

<https://www.qpmetals.com.au/>

If you have nominated an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting documents.

Shareholders are encouraged to vote online at www.investorvote.com.au using your secure access information or by lodging the attached proxy form by post to: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Vic 3001.

With regards to the COVID-19 pandemic, the Company will adhere to all social distancing measures prescribed by government authorities at the Meeting, and Shareholders attending the Meeting will need to ensure they comply with the protocols.

As the situation regarding the management of COVID-19 changes rapidly, shareholders are encouraged to monitor the Company’s website for any further updates in relation to the arrangements for the Meeting.

The Meeting documents are 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 notice of meeting, please contact the Company’s share registry, Computershare Investor Services Pty Limited, on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

The Company appreciates the understanding of shareholders during this time.

Yours Sincerely,

Mauro Piccini
Company Secretary



Queensland Pacific Metals Limited

ACN (125 368 658)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Tuesday, 13 July 2021

10:00am AEST

**BDO Brisbane Office
Level 10, 12 Creek Street, Brisbane QLD 4000**

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on (08) 6995 1792.

IMPORTANT INFORMATION

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at BDO Brisbane Office, Level 10, 12 Creek Street, Brisbane QLD 4000 on 13 July 2021 at 10:00am (AEST).

YOUR VOTE IS IMPORTANT

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

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 General Meeting are those who are registered Shareholders of the Company at 10.00am (AEST) on Sunday, 11 July 2021.

VOTING IN PERSON

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

VOTING BY PROXY

Submit your Proxy Vote Online

Vote online at www.investorvote.com.au and simply follow the instructions on the enclosed proxy form.

Or alternatively:

Submit your Proxy Vote by Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways not later than 10.00am (AEST) on Sunday, 11 July 2021.:

BY MAIL	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
BY FAX	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
BY MOBILE	Scan the QR Code on your proxy form and follow the prompts
CUSTODIAN VOTING	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

Proxy Forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

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**:

- 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); and
- 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; and
- 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
- 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).

Transfer of non-chair proxy to chair in certain circumstances

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

- 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; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - 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.

BUSINESS OF THE GENERAL MEETING

AGENDA

1. Resolution 1 – Issue of Shares to LG Energy Solution, Ltd and POSCO GEM 1st Fund

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 7.1 and for all other purposes, approval is given for the Company to issue 141,765,556 Shares to LG Energy Solution, Ltd and POSCO GEM 1st FUND on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) LG Energy Solution, Ltd and POSCO GEM 1st FUND ; or
- (b) an Associate of LG Energy Solution, Ltd and POSCO GEM 1st FUND.

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

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

2. Resolution 2 – Issue of Options to Harp Capital Corp.

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

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 21,000,000 Options to Harp Capital Corp. on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) Harp Capital Corp.; or
- (b) an Associate of Harp Capital Corp..

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

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

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

3. Resolution 3(a) and 3(b) – Ratification of Prior Issue of Placement Shares

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

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:

(a) 139,942,136 Shares under the Company’s Listing Rule 7.1 capacity; and

(b) 47,557,864 Shares under the Company’s Listing Rule 7.1A capacity,

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

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

- (a) any person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) any Associate of a person who participated in the issue or is a counterparty to the agreement being approved.

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

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

4. Resolution 4 – Issue of Options to Jim Simpson

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,000,000 Options to Jim Simpson (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

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

- (a) Jim Simpson; or
- (b) an Associate of Jim Simpson.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 4 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 4 Excluded Party.

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 a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 4 Excluded Party, 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.

5. Resolution 5 – Non- Executive Directors’ Remuneration

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

“That, for the purposes of clause 11.15 of the Constitution, ASX 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 in favour of this Resolution by or on behalf of:

- (a) a Director; or
- (b) an Associates of a Director.

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

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

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 5 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 5 Excluded Party.

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 a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 5 Excluded Party, 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.

Dated 16 June 2021

BY ORDER OF THE BOARD

A handwritten signature in dark ink, appearing to read 'Mauro Piccini', written in a cursive style.

Mauro Piccini
Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held at BDO Brisbane Office, Level 10 12 Creek Street, Brisbane QLD 4000 on 13 July 2021 at 10:00am (AEST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

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

1. Resolution 1 – Issue of Shares to LG Energy Solution, Ltd and POSCO GEM 1st Fund

1.1 General

Resolution 1 seeks Shareholder approval for the issue of 141,765,556 Shares at an issue price of \$0.136 pursuant to the subscription agreement entered between the Company and LG Energy Solution, Ltd. and POSCO GEM 1st Fund (general partner: Posco Capital) dated 8 June 2021 (**Subscription Agreement**).

1.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a 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.

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 Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder approval for the issue of Shares pursuant to the Subscription Agreement under and for the purposes of Listing Rule 7.1.

If Resolution 1 is passed, the Company will be able to proceed with the issue of the Shares. In addition, the issue of the Shares will be excluded in calculating the Company's 15% limit in 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 date.

If Resolution 1 is not passed, the Company will not be able to proceed with the issue of the Shares unless the issue of the Shares is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

1.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- (a) the Shares will be issued to LG Energy Solution, Ltd. and POSCO GEM 1st Fund. None of these subscribers are related parties of the Company;
- (b) the maximum number of Shares to be issued is 141,765,556, to be issued as follows:
 - (i) LG Energy Solution, Ltd. will be issued with 99,235,889 Shares; and

- (ii) POSCO GEM 1st Fund will be issued with 42,529,667 Shares;
- (c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (d) the issue price will be \$0.136 per Share;
- (e) the purpose of the issue is to raise funds and the Company intends to use the funds raised towards accelerating a Definitive Feasibility Study for the TECH Project, accelerating and undertaking front end engineering design work for the TECH Project, completing environmental approvals, securing ore supply for the TECH Project, other technical work relating to the TECH Project and ordering long lead items required to construct the TECH Project;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (g) the Shares are being issued pursuant to the Subscription Agreement, a summary of the material terms of the Subscription Agreement is contained at Schedule 1;
- (h) the Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included for Resolution 1 of the Notice.

The Directors of the Company believe Resolution 1 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

2. Resolution 2 – Issue of Options to Harp Capital Corp.

2.1 Background

On 30 June 2020, the Company entered into an advisory services agreement with Harp Capital Corp. for consulting services including market awareness, financial advice and strategic advice to the Company (**Advisory Mandate**). On 21 May 2021, the Company entered into a side letter agreement dated 21 May 2021 (**Side Letter**) with Harp Capital Corp. whereby it was agreed that the Company would grant Harp Capital Corp. 21,000,000 million options as an equity payment in respect of its services relating to the investment of LG Energy Solution, Ltd and POSCO GEM 1st FUND (general partner: POSCO Capital). The exercise price of the options is based on the VWAP of the Company's shares for the 30 days preceding the date of signing of the Subscription Agreement (being \$0.116). The Company notes that since this date the Company's share price has increased and the options are now 'in the money'.

Resolution 2 seeks Shareholder approval for the issue of these 21,000,000 Options to Harp Capital Corp.

2.2 ASX Listing Rule 7.1

An explanation of Listing Rule 7.1 is set out in 1.2 above.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Options. In addition, the issue of the Options will be excluded in calculating the Company's 15% limit in 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 date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Options unless the issue of the Options is able to be made following the Meeting from the Company's 15% placement capacity under Listing Rule 7.1, in which case, the Company will have a reduced ability to issue equity securities without Shareholder approval over the 12 month period following the issue date.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Options will be issued to Harp Capital Corp., who is not a related party of the Company;
- (b) the maximum number of Options to be issued is 21,000,000;
- (c) a summary of the material terms of the Options is set out in Schedule 2;
- (d) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that the issue will occur on the same date;
- (e) the Options will be issued for nil consideration as they are part of the fee for services provided by Harp Capital Corp. pursuant to the Advisory Mandate accordingly no funds will be raised;
- (f) the Options will be issued pursuant to the Advisory Mandate and Side Letter, a summary of the material terms of which are contained Schedule 3;
- (g) the Options are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included for Resolution 2 of the Notice.

The Directors of the Company believe Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

3. Resolution 3(a) and 3(b) – Ratification of Prior Issue of Placement Shares

3.1 Background

On 26 March 2021, the Company announced a placement for a total value of \$15 million to sophisticated and professional investors (**Placement**). The Placement comprised of an issue of a total of 187,500,000 Shares at an issue price of \$0.08 per Share (**Placement Share**).

139,942,136 Placement Shares were issued pursuant to existing capacity available under Listing Rule 7.1.

47,557,864 Placement Shares were issued pursuant to existing capacity available under Listing Rule 7.1A.

Resolutions 3(a) and 3(b) seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the previous issue of the Placement Shares.

The Placement was managed by Foster Stockbroking Pty Ltd who were engaged to act as the Lead Manager.

3.1.1 Purpose and Use of Funds

The primary purpose of the Placement was to raise funds to assist with completion of a Definitive Feasibility Study for the TECH Project, completion of regulatory approvals and corporate costs and working capital.

3.1.2 ASX Listing Rules 7.1 and 7.1A

An explanation of Listing Rule 7.1 is set out in 1.2 above.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting at which the Shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

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 Listing Rule 7.1. To this end, Resolutions 3(a) and 3(b) 4 seeks Shareholder approval for the ratification of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolutions 3(a) and 3(b) are passed, the Placement Shares issued will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in 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 date.

If Resolutions 3(a) and 3(b) are not passed, the Placement Shares issued will be included in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in 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 date.

3.1.3 Technical information required by ASX Listing Rule 7.4

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

- (a) the Placement Shares were issued to sophisticated and professional investors (none of whom are related parties, members of the Company's key management personnel, substantial holders nor advisers to the Company (nor is the issue being made to an associate of these persons) that are being issued more than 1% of the Company's current issued capital);
- (b) a total of 187,500,000 Placement Shares were issued, with 139,942,136 Placement Shares issued under Listing Rule 7.1 (which are the subject of Resolution 3(a)) and 47,557,864 Placement Shares issued under Listing Rule 7.1A (which are the subject of Resolution 3(b)).
- (c) The Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued on 26 March 2021;
- (e) the issue price of the Placement Shares was \$0.08 cents per Share;

- (f) the purpose of this issue and the intended use of the funds raised is as set out in Section 3.1.1;
- (g) the issue of the Placement Shares was not pursuant to an agreement; and
- (h) a voting exclusion statement is included in Resolution 3 of the Notice.

The Directors of the Company believe Resolution 3 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution.

4. Resolution 4 - Issue of Options to Jim Simpson

4.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue 1,000,000 Options (**Director Options**) to M Jim Simpson (or his nominee) pursuant to his letter of appointment dated 20 April 2021 and having the terms and conditions set out below.

The Company notes that since the date of the letter of appointment, the Company's Share price has increased and the options are now 'in the money'.

Resolution 4 seeks Shareholder approval for the issue of the Director Options to Mr Simpson (or his nominee).

4.2 Chapter 2E of the Corporations Act

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

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

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

The grant of Director Options constitutes giving a financial benefit and Mr Jim Simpson is a related party of the Company by virtue of being a Non-Executive Director.

The Directors (other than Mr Jim Simpson who has a material personal interest in Resolution 4) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Director Options because the agreement to grant the Director Options, reached as part of the remuneration package for Mr Jim Simpson, is considered reasonable remuneration in the circumstances.

4.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained, unless one of the exceptions in ASX Listing Rule 10.12 applies, where an entity issues, or agrees to issue, securities to a related party under Listing Rule 10.11.1.

As the grant of the Director Options falls within ASX Listing Rule 10.11.1 and involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Resolution 4 seeks the required Shareholder approval for the grant of the Director Options under and for the purposes of ASX Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to grant the Director Options to Mr Jim Simpson during the month following the Meeting (or a longer period if allowed by the ASX).

If Resolution 4 is not passed, no Director Options will be issued to Mr Jim Simpson.

4.5 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in respect of Resolution 4:

- (a) the Director Options will be issued to Mr Jim Simpson who is a Related Party by virtue of being a Non-Executive Director in accordance with ASX Listing Rule 10.11.1. Mr Simpson may appoint a nominee to hold the Director Options;
- (b) the maximum number of Director Options that will be issued is 1,000,000 Director Options;
- (c) a summary of the material terms of the options are set out in Schedule 4 of this Notice;
- (d) the Director Options will be granted no later than 1 month after the date of the Meeting (or such later date permitted by any modification of the ASX Listing Rules) and it is intended to issue all of the Director Options on the same date;
- (e) the Director Options to be issued will be issued for nil cash consideration, accordingly no funds will be raised on issue of the Director Options;
- (f) the primary purpose of the issue of the Director Options to Mr Jim Simpson is to provide a performance linked cost effective incentive component in the remuneration package for Mr Jim Simpson and to motivate and reward the performance of Mr Jim Simpson in his role as Non-Executive Director;
- (g) the remuneration and emoluments (exclusive of superannuation) from the Company to Mr Jim Simpson for the current financial year are set out below:

Director	Current Financial Year
Jim Simpson	A\$60,000.00

- (h) a summary of the material terms of Mr Jim Simpson's letter of appointment are set out in Schedule 5;
- (i) a voting exclusion statement is included for Resolution 4 of the Notice.

The Directors (other than Mr Jim Simpson) recommend that Shareholders vote in favour of Resolution 4.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Director Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of Director Options to Mr Jim Simpson (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

6. Resolution 5 – Non- Executive Directors’ Remuneration

Clause 11.15 of the Constitution provides that Directors shall be paid out of the funds of the Company, by way of remuneration for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Directors prior to the first annual general meeting of the Company, to be divided amongst themselves and in default of agreement then in equal shares. The remuneration of Directors shall not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase shall have been given to Shareholders in the notice convening the meeting.

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.

Resolution 5 seeks Shareholder approval to increase the total aggregate fixed sum per annum to be paid to the non-executive Directors from \$150,000 to \$500,000.

The total aggregate fixed sum per annum will allow the Company the flexibility to make additions to the Board.

The following table sets out the securities issued to the non-executive directors under ASX Listing Rule 10.11 or 10.14 with the approval of Shareholders in the last 3 years:

Non-Executive Director Name	Shares issued since 16 June 2018 to the date of this Notice of Meeting	Options issued since 16 June 2018 to the date of this Notice of Meeting
Ariel Edward King	1,362,058	10,000,000
Cameron McLean	0	2,000,000

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this ordinary Resolution. The Chair intends to exercise all available proxies in favour of Resolution 5.

GLOSSARY

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Advisory Mandate has the meaning contained in section 2.1.

AEST means Australian Eastern Standard Time.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting conveyed by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Queensland Pacific Metals Limited (ACN [125 368 658]).

Constitution means the constitution of the Company as at the commencement of the Meeting.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Options has the meaning contained in section 4.1.

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

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

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

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscriber for one Share.

Placement has the meaning contained in section 3.1.

Placement Shares has the meaning contained in section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Side Letter has the meaning contained in section 2.1.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 1– Summary of Subscription Agreement

The Company entered into the Subscription Agreement with LG Energy Solution, Ltd. (**LG**) and POSCO GEM 1st FUND (general partner: Posco Capital) (together, the **Subscriber**) dated 8 June 2021 pursuant to which the Subscriber agreed to subscribe for a total 141,765,556 Placement Shares at an issue price of \$0.136.

Unless specified, terms defined below have the meaning contained in the Subscription Agreement.

A summary of the key terms are set out below:

(a) Conditions

Completion is conditional on:

- (i) the Company obtaining all necessary shareholder approvals (including under its constitution, the ASX Listing Rules, and the Corporations Act) for the transactions contemplated by the Subscription Agreement, including but not limited to shareholder approval for the purposes of ASX Listing Rule 7.1 (if required);
- (ii) each Subscriber obtaining all necessary approvals under applicable laws (including, without limitation, FIRB Approval (if required) and any approval required under Korean law in relation to the Subscriber's investment in the Company); and
- (iii) each Subscriber having entered into a TECH Project Offtake Agreement (Offtake Agreement) with the Company.

(b) Completion

Completion will take place virtually at 11.00am KST on the date that is 5 Business Days after satisfaction of the Conditions, or such other place and time as the parties may agree in writing.

(c) LG Observer

LG may nominate a person to attend the Company's board meetings until two years of commercial production at the TECH Project, where such person will act as an observer of the parties' performance of the Offtake Agreement and receive all information made available to the members of the board on behalf of LG ("**LG Observer**"), subject to appropriate information barriers, by giving the Company notice of the proposed nominee at any time after the date of this Agreement. From the date on which the Company receives such notice from LG, the Company must invite the LG Observer to all of its board meetings.

(d) Use of Placement Consideration

The Company must use the Placement Consideration only for the following activities:

- (i) Accelerating a Definitive Feasibility Study for the TECH Project;
- (ii) Accelerating and undertaking Front End Engineering Design work for the TECH Project;
- (iii) Completing environmental approvals;
- (iv) Securing ore supply for the TECH Project;
- (v) Other technical work relating to the TECH Project; and

(vi) Ordering long lead items required to construct the TECH Project.

(e) Offtake first right of refusal

Subject to Completion occurring, the Company grants to each Subscriber (in its Relative Proportion and subject that Subscriber Completing):

- (i) a right to purchase 10,000 tonnes of nickel production per annum and 1,000 tonnes of cobalt production per annum on a 'take or pay' basis for the first 7 years of production of the TECH Project, to match any terms for nickel and cobalt sales;
- (ii) a first right of refusal for 10,000 tonnes of nickel production per annum and 1,000 tonnes of cobalt production per annum from the beginning of the 8th year of production of the TECH Project for 3 years;
- (iii) for the first 70,000 tonnes of contained nickel (up to a maximum of 10,000 tonnes per annum) sold by the Company to the Subscriber (or to any related body corporate of the Subscriber), offer a discount of 5% of the underlying nickel price used to calculate the sale price of nickel products, including:
 - (A) in respect of MHP, 95% of the London Metals Exchange (LME) nickel price, multiplied by the market payability for MHP (based on a mutually agreed index); and
 - (B) in respect of nickel sulphate price, 95% of the LME nickel price, multiplied by 22.3%.

The Company agrees that the materials to be supplied by the Company to each Subscriber under the relevant Offtake Agreement must pass the acceptance testing of that Subscriber ("**Certification**"). Each Subscriber agrees to buy the following materials (in its Relative Proportion) on a 'take or pay' basis from the effective date of the Offtake Agreement for a period of seven years, as follows:

- (i) in respect of any period prior to Certification:
 - (A) 10,000 tonnes of contained nickel metal in MHP per annum (pro rata for any part year); and
- (ii) in respect of the period after Certification:
 - (A) 10,000 tonnes of contained nickel metal in nickel sulphate per annum; and
 - (B) 1,000 tonnes of contained cobalt metal in cobalt sulphate per annum.

(f) Disposal of Placement Shares

During the period of 12 months from the Completion Date (**Escrow Period**), the Subscribers must not: (a) Dispose of, or agree or offer to Dispose of, all or any party of the Placement Shares; (b) create, or agree to offer or create, any Security Interest over all or part of the Placement Shares, except as permitted by the Subscription Agreement and the Subscribers agree that the Placement Shares are to be kept on the Company's issuer sponsored sub-register and are to have a holding lock applied.

The Subscription Agreement otherwise contains a number of indemnities, acknowledgements, representations and warranties that are considered standard for an agreement of this type.

SCHEDULE 2 – Terms of Options

1. Entitlement

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

2. Exercise Price and Expiry Date

The exercise price and expiry date of the Options is as specified below:

Options	Options
Exercise Price	\$0.116 each
Expiry Date	2 years from the date of issue

An Option not exercised by the Expiry Date will automatically lapse at 5.00pm (AEST) on the Expiry Date.

3. Exercise Period

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

4. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

5. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

6. Quotation

Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange.

7. Issue of Shares on exercise

Within 15 business days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX or under the Scheme, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

11. Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

12. Adjustment for bonus issues

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

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

13. Transferability

The Options are transferable with prior written consent of the Board.

14. Adjustments

Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

15. Governing Law

These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

SCHEDULE 3 - Summary of Advisory Mandate and Side Letter

The Company entered into an advisory services agreement with Harp Capital Corp. dated 30 June 2020 to provide consulting services including market awareness, financial advice and strategic advice to the Company. (**Advisory Mandate**).

A summary of the key terms of the Advisory Mandate are set out below:

(a) **Term and Renewal**

The Advisory Mandate is in force for a term of 24 months from the date of the Advisory Mandate (the **Term**) after which it will continue on a month-to-month basis.

(b) **Work Fee**

The Company agrees to pay HARP a Work Fee (**Work Fee**) of USD30,000.00 (thirty thousand USD) upon the execution and delivery of a non-binding Memorandum of Understanding (**MOU**) or non-binding Letter of Intent (**LOI**) from an introduced investor on terms acceptable to the Company. The Work Fee is non-refundable and is due within 7 (seven) days upon receipt of an invoice following the execution of the above noted agreements. In addition to the foregoing and reimbursement for expenses, the Company agrees to pay HARP a daily rate of \$1,500.00USD (fifteen hundred USD) applicable to all pre-approved travel undertaken on behalf of the Company. Harp will charge a planning, arrangement and follow up fee of \$1500.00USD (fifteen hundred USD) per day for four days.

(c) **Success Fee**

The Company agrees to pay Harp Capital Corp. success fees on a percentage basis of the total funds raised by Harp Capital Corp. for the Company by the introduced investors as follows:

- (i) 4% of the total project Acquisition Transaction as a result of introductions completed by Harp Capital Corp.;
- (ii) If there is an earn-in arrangement in the business agreement between Joint Venture Partner and Company, a 4% earn-in fee;
- (iii) 2% of the total debt raised due to introductions completed by Harp Capital Corp. for the benefit of the Company;
- (iv) should the Company enter into an off-take rights agreement due to introductions completed by HARP for the benefit of the Company, a one-time commission payment of 3% of the first USD\$120 million of offtake, being a maximum fee of USD\$3.6m. Up to 50% of this fee may be payable in shares of the Company, based on a share price of the 5-day VWAP prior to the date of issue of the shares. Payment in shares is at the option of the Company and there will be no escrow period for these shares issued.

Options

- (v) The Company has agreed, subject to obtaining any necessary shareholder and/or regulatory approval, to grant 10,000,000 share options, during the currency of the Advisory Mandate or the Holdover Period, only if and when the first, and any subsequent definitive agreements, are signed with a Korean party as a direct result of HARP's introductions.

- (vi) The options will be issued and priced at the time of signing of each definitive agreement and the exercise price of the options will be based on the VWAP of the Company's Shares for the 30 days preceding the date of signing of the relevant definitive agreement.
- (vii) The options will expire 2 years from the date of issue;
- (viii) The options and any Shares issue when exercised will be subject to voluntary escrow for a period of twelve (12) months from the date of issue of the options. Harp Capital Corp. has agreed to enter into a voluntary escrow deed with the Company.

(d) **Reimbursable Expenses**

The Company agrees to reimburse Harp Capital Corp. for any additional expenses in the course of the performance of the Advisory Mandate. Harp Capital Corp. will seek prior written approval from the Company before incurring any single expense greater than USD\$1,000.00.

(e) **Termination**

- (i) Either party shall be entitled to, at its sole discretion, to terminate the Advisory Mandate, for any reason whatsoever, on delivery of thirty (30) days written notice to the other party.
- (ii) Upon termination of the Advisory Mandate, the Company shall pay all amounts owing to HARP in full.
- (iii) If the Advisory Mandate is terminated prior to the successful conclusion of a transaction and a transaction is subsequently concluded within 180 (one hundred and eighty) days of the termination with a party introduced to the Company by HARP, the Fee shall be immediately payable as the Advisory Mandate had not been terminated (the "**Holdover Period**").
- (i) Harp Capital Corp. or the Company may terminate the Advisory Mandate by providing written notice to the other party at any time prior to the conclusion of the transaction if:
 - (A) a material adverse change occurs in the business, affairs, financial condition, capital or prospects of either party;
 - (B) the state of the financial markets or the industry or markets in which the parties operate becomes such that, in the opinion of either party, it would be impractical or unprofitable to continue with the transaction; or
 - (C) either party is not satisfied with its due diligence review or the level of disclosure from one to the other as regards to the conduct of business as contemplated by the Advisory Mandate to continue with the transaction.

(f) **Limited Exclusivity**

Harp Capital Corp. has been appointed as the exclusive financial and strategic advisor to the Company for South Korea but not for any other jurisdiction or party.

The Advisory Mandate otherwise contains a number of indemnities, acknowledgements, representations and warranties that are considered standard for an agreement of this type.

On 21 May 2021, the Company also entered into a side letter agreement dated 21 May 2021 (**Side Letter**) with Harp Capital Corp. whereby it was agreed that the Company would grant Harp Capital Corp. 21,000,000 million options as an equity payment in respect of its services relating to the investment of LG Energy Solution, Ltd and POSCO GEM 1st FUND (general partner: POSCO Capital).

The Side Letter confirms the following:

- (a) the Company agrees to grant Harp Capital Corp. 21,000,000.00 Options at the same price and term as contemplated in the Advisory Mandate (see (v) below) for the Transaction;
- (b) Harp Capital Corp. agrees that escrow will be applied to the shares issued upon the exercise of the above options;
- (c) upon exercise of any Options, within a 12 month period after Option exercise, should Harp Capital Corp. wish to sell any Shares, it will provide the Company with 30 days' notice;
- (d) upon receipt of the notice, the Company will use reasonable endeavours to place the Shares as quickly as possible or advise Harp Capital Corp. that it is suitable just to sell on market; and
- (e) all other cash fees remain payable under the Advisory Mandate.

SCHEDULE 4– Terms and Conditions of Director Options

1. Entitlement

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

2. Exercise Price and Expiry Date

The exercise price and expiry date of the Options is as specified below:

Options	Director Options
Exercise Price	\$0.15 each
Expiry Date	3 years from the date of issue

An Option not exercised by the Expiry Date will automatically lapse at 5.00pm (AEST) on the Expiry Date.

3. Exercise Period

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

4. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

5. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

6. Quotation

Unless determined otherwise by the Board in its absolute discretion, the Options will not be quoted on the ASX or any other recognised exchange.

7. Issue of Shares on exercise

Within 15 business days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things

necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX or under the Scheme, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

In the event of any reconstruction (including consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the expiry date of the Options, all rights of the Option holder will be varied in accordance with the Listing Rules.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

11. Change in exercise price

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

12. Adjustment for bonus issues

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

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

13. Transferability

The Options are transferable with prior written consent of the Board.

14. Adjustments

Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.

15. Governing Law

These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

SCHEDULE 5 - Material Terms - Letter of Appointment

The Company has entered into a non-executive director letter of appointment with Mr Jim Simpson dated 20 April 2021 with respect to his appointment as non-executive director of the Company (**Letter of Appointment**).

A summary of the key terms of the Letter of Appointment are set out below:

(a) **Term of Office**

Mr Simpson's appointment commenced on 1 May 2021 and will automatically cease at the end of any meeting which he is not re-elected as a Director by the shareholders of the Company or otherwise ceases in accordance with the Company's constitution or where Mr Simpson resigns as a director for any reason including disqualification or prohibition by law from acting as a director or from being involved in the management of a Company.

(b) **Fees**

Mr Simpson is entitled to a base fee of A\$60,000 per annum plus superannuation entitlements. In addition to these fees, Mr Simpson will be granted 1,000,000 Options in the Company with a 3 year term and exercise price of \$0.15 per Share. The granting of the Options is subject to shareholder approval.

(c) **Expenses**

Mr Simpson is entitled to be reimbursed reasonable expenses incurred in performing his duties.

The Letter of Appointment otherwise contains provisions considered standard for agreements of this nature.

Need assistance?



Phone:
1300 763 658 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AEST) on Sunday, 11 July 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 also 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 185278
SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Queensland Pacific Metals Limited hereby appoint

☐ the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Queensland Pacific Metals Limited to be held at BDO Brisbane Office, Level 10, 12 Creek Street, Brisbane QLD 4000 on Tuesday, 13 July 2021 at 10:00 AM (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 4 and 5 by marking the appropriate box in step 2.

Step 2 Items of Business

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

		For	Against	Abstain
1	Issue of Shares to LG Energy Solution, Ltd and POSCO GEM 1st Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Issue of Options to Harp Capital Corp	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(a)	Ratification of Prior Issue of 139,942,136 Shares under the Company's Listing Rule 7.1 capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3(b)	Ratification of Prior Issue of 47,557,864 Shares under the Company's Listing Rule 7.1A capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issue of Options to Jim Simpson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Non- Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

