



Midas Minerals Limited
ACN 625 128 770

Notice of Annual General Meeting

The Annual General Meeting of the Company will be held at the Park Business Centre, 45 Ventnor, West Perth, Western Australia 6005 on Tuesday, 31 May 2022 at 9.00 am (WST).

The Notice of Annual General Meeting 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 advisor prior to voting.

Should you wish to discuss any matter, please do not hesitate to contact the Company Secretary by telephone on (08) 6383 6595.

Due to the ongoing COVID-19 pandemic, 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 as currently proposed, the Company will provide a further update ahead of the Meeting by way of an announcement on the ASX market announcements platform.

Shareholders are urged to attend the Meeting or vote by lodging the Proxy Form attached to the Notice.

Midas Minerals Limited
ACN 625 128 770
(Company)

Notice of Annual General Meeting

Notice is given that the annual general meeting of Shareholders of Midas Minerals Limited (**Company**) will be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 on Tuesday, 31 May 2022 at 9.00am (WST) (**Meeting**).

The Board is continuing to monitor Australian Government restrictions on public gatherings in the context of the COVID-19 pandemic. If it becomes necessary or appropriate to make alternative arrangements to those set out in this Notice, the Company will notify Shareholders accordingly by way of an announcement on the ASX 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 Shareholders as at 9:00am (WST) on Sunday, 29 May 2022.

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 Schedule 1.

Agenda

1 Financial Statements and Reports

To receive and consider the Company's Financial Report for the year ended 31 December 2021, together with the Directors' Report and the Auditor's Report.

There is no requirement for Shareholders to approve these reports.

2 Resolutions

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act, the Remuneration Report set out in the Company's Financial Report for the year ended 31 December 2021 is adopted.”

Note: *The vote on this resolution is advisory only and does not bind the Directors of the Company.*

Resolution 2 – Election of Director – Sara Kelly

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

“That, in accordance with article 7.6(c) of the Constitution and Listing Rule 14.4 and for all other purposes, Sara Kelly, a Director appointed on 21 June 2021, retires at this Meeting and, being eligible and offering herself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.”

Resolution 3 – Election of Director – Nicholas Katris

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

“That, in accordance with article 7.6(c) of the Constitution and for all other purposes, Nicholas Katris, a Director appointed on 17 June 2021, retires at this Meeting and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.”

Resolution 4 – Election of Director – Michael Wilson

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

“That, in accordance with article 7.6(c) of the Constitution and for all other purposes, Michael Wilson, a Director appointed on 21 June 2021, retires at this Meeting and, being eligible and offering himself for election, is elected as a Director, on the terms and conditions in the Explanatory Memorandum.”

Resolution 5 – Appointment of Auditor

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

“That, for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, Ernst & Young, having consented in writing to act as auditors of the Company, be appointed as auditors of the Company.”

Resolution 6 – Approval of 10% Placement Facility (LR 7.1A)

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

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

Resolution 7 – Approval of issue of Performance Rights to Directors

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

“That, pursuant to and in accordance with Listing Rule 10.14, sections 195(4) and 208 of the Corporations Act and for all other purposes, Shareholders approve the issue of Performance Rights to Directors (or their respective nominees) under the Plan as follows:

- (a) up to 1,000,000 Performance Rights to Sara Kelly;*
- (b) up to 1,000,000 Performance Rights to Nicholas Katris;*
- (c) up to 1,000,000 Performance Rights to Michael Naylor; and*
- (d) up to 1,000,000 Performance Rights to Michael Wilson,*

or their respective nominees, on the terms and conditions in the Explanatory Memorandum.”

Voting exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 6 if at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under the 10% Placement Facility, by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons; and
- (b) Resolution 7(a), (b), (c) or (d) by or on behalf of Sara Kelly, Nicholas Katris, Michael Naylor and Michael Wilson (or their respective nominees), and any person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question, or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, 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 prohibitions

Resolution 1: In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

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

Resolution 7(a), (b), (c) or (d): In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

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

However, the above prohibition does not apply if:

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

Further, 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.

However, the above prohibition does not apply if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) it is not cast 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.

Please note: If the Chair is a person referred to in the section 224 Corporations Act voting prohibition statement above, the Chair will only be able to cast a vote as proxy for a person

who is entitled to vote if the Chair is appointed as proxy in writing and the Proxy Form specifies how the proxy is to vote on the relevant Resolution.

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

BY ORDER OF THE BOARD



Nicholas Katris
Company Secretary
Midas Minerals Limited
Dated: 28 April 2022

Midas Minerals Limited
ACN 625 128 770
(Company)

Explanatory Memorandum

2. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia 6005 on Tuesday, 31 May 2022 at 9.00am (WST).

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

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

Section 3	Voting and attendance information
Section 4	Financial Statements and Reports
Section 5	Resolution 1 – Adoption of Remuneration Report
Section 6	Resolution 2 – Election of Director – Sara Kelly
Section 7	Resolution 3 – Election of Director – Nicholas Katris
Section 8	Resolution 4 – Election of Director – Michael Wilson
Section 9	Resolution 5 – Appointment of Auditor
Section 10	Resolution 6 – Approval of 10% Placement Facility (LR 7.1A)
Section 11	Resolution 7(a)-(d) – Approval of issue of Performance Rights to Directors
Schedule 1	Definitions
Schedule 2	Nomination of Auditor
Schedule 3	Summary of Employee Securities Incentive Plan
Schedule 4	Terms and conditions of the Performance Rights

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

3. Voting and attendance information

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

3.1 Impact of COVID-19 on the Meeting

The Board is continuing to monitor Australian Government restrictions and guidelines on public gatherings in the context of the COVID-19 pandemic. Based on the information available to the Board at the time of approving this Notice, the Board considers it will be in a position to hold an 'in-person' meeting to provide Shareholders with a reasonable opportunity to participate in and vote at the Meeting. The Company, however, strongly encourages 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 notify Shareholders accordingly by way of an announcement on the ASX platform.

3.2 Voting in person

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

3.3 Voting by proxy

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

Please note that:

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

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

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

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands;

- (iii) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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

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

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

3.4 **Chair's voting intentions**

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1. by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

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

3.5 **Submitting questions**

Shareholders may submit questions in advance of the Meeting to the Company. Questions must be submitted by emailing the Company Secretary at info@midasminerals.com by Sunday, 29 May 2022.

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 Shareholder asking a question that they identify themselves (including the entity name of their shareholding and the number of Shares they hold).

4. **Financial Statements and Reports**

In accordance with section 317 of the Corporations Act and the Company's Constitution, Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report for the year ended 31 December 2021.

There is no requirement for Shareholders to approve these reports.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Financial Report, Directors' Report and Auditor's Report, which are included in the Company's Annual Report available online at www.midasminerals.com;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

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

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

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

5. Resolution 1 – Adoption of Remuneration Report

5.1 General

In accordance with subsection 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director (if any).

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the 2023 annual general meeting, this may result in the re-election of the Board.

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

5.2 **Board recommendation**

Resolution 1 is an ordinary resolution.

Given the personal interests of the Relevant Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

6. **Resolution 2 – Election of Director – Sara Kelly**

6.1 **General**

Clause 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 7.6(c) of the Constitution provides that a Director appointed under Clause 7.6(a) must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Clause 7.6(c) of the Constitution provides that a Director who retires in accordance with Clause 7.6(a) holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Sara Kelly, a Director appointed on 21 June 2021, retires at this Meeting and, being eligible and offering herself for election, seeks election pursuant to Resolution 2.

6.2 **Sara Kelly**

Ms Kelly has significant transactional and industry experience having both worked in private practice, as a corporate advisor, and as in-house counsel. Ms Kelly regularly acts for ASX listed companies and their directors and officers, in relation to capital raisings, recapitalizations of ASX shells, asset acquisitions and disposals, Corporations Act and Listing Rules compliance, corporate reconstructions and insolvency, and directors' duties, meeting procedure, and general corporate and commercial advice. Ms Kelly is a Partner at Edwards Mac Scovell, a boutique litigation, insolvency and corporate firm based in Perth, Western Australia. Ms Kelly is currently a Non-Executive Director of Black Mountain Energy Limited (ASX:BME).

Ms Kelly does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Ms Kelly's background and experience and that these checks did not identify any information of concern.

If elected, Ms Kelly is considered by the Board (with Ms Kelly abstaining) to be an independent Director. Ms Kelly is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Ms Kelly has acknowledged to the Company that she will have sufficient time to fulfil her responsibilities as a Director.

6.3 **Board recommendation**

The Board (other than Ms Kelly who has a personal interest in the outcome of this Resolution) supports the election of Ms Kelly.

Ms Kelly's skills and significant experience as a legal practitioner and with ASX listed companies are important additions to the Board's existing skills and experience. These skills will allow the Company to assess commercial and compliance risks in carrying out the ongoing development of its projects.

6.4 **Additional information**

Resolution 2 is an ordinary resolution.

The Board (other than Ms Kelly who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

7. **Resolution 3 – Election of Director – Nicholas Katris**

7.1 **General**

Clause 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 7.6(c) of the Constitution provides that a Director appointed under Clause 7.6(a) must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Clause 7.6(c) of the Constitution provides that a Director who retires in accordance with Clause 7.6(a) holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Nicholas Katris, a Director appointed on 17 June 2021, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 3.

7.2 **Nicholas Katris**

Mr Katris is a Chartered Accountant with over 14 years of experience predominantly within the resources sector, operating in Australia, Canada, Europe and Africa. Mr Katris has been involved in the accounting and financial management of exploration activities, feasibility studies and has dealt with multiple commodities including gold, base metals, & precious metals. He is involved in business development, joint ventures, structuring and corporate governance. Mr Katris is currently the Company Secretary for Auteco Minerals Limited and Northam Minerals Ltd and was previously the Financial Controller for Bellevue Gold Limited, Cygnus Gold Ltd, EcoGraf Limited and African Gold Limited. Mr Katris is currently Non-Executive Director of public unlisted Flagstaff Minerals Ltd.

Mr Katris does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Katris' background and experience and that these checks did not identify any information of concern.

If elected, Mr Katris will not be considered by the Board to be an independent Director as he is an executive Director.

Mr Katris has acknowledged to the Company that he will have sufficient time to fulfil his responsibilities as a Director.

7.3 Board recommendation

The Board (other than Mr Katris who has a personal interest in the outcome of this Resolution) supports the election of Mr Katris.

7.4 Additional information

Resolution 3 is an ordinary resolution.

The Board (other than Mr Katris who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

8. Resolution 4 – Election of Director – Michael Wilson

8.1 General

Clause 7.6(a) of the Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Clause 7.6(c) of the Constitution provides that a Director appointed under Clause 7.6(a) must not hold office without re-election past the next annual general meeting of the Company following the Director's appointment.

Clause 7.6(c) of the Constitution provides that a Director who retires in accordance with Clause 7.6(a) holds office until the conclusion of the Meeting but is eligible for election at the Meeting.

Accordingly, Michael Wilson, a Director appointed on 21 June 2021, retires at this Meeting and, being eligible and offering himself for election, seeks election pursuant to Resolution 4.

8.2 Michael Wilson

Mr Wilson is a geologist with over 25 years' experience with extensive gold and base metals exploration experience throughout Australia and Chile. Mr Wilson graduated from Australian National University with an economics degree and an honours science degree, majoring in geology and is a current member of AusIMM.

Mr Wilson is currently an executive director of Bellavista Resources Limited and Technical Lead at private investment company Vallation Group

Mr Wilson does not currently hold any other material directorships, other than as disclosed in this Notice.

The Company confirms that it took appropriate checks into Mr Wilson's background and

experience and that these checks did not identify any information of concern.

If elected, Mr Wilson is considered by the Board (with Mr Wilson abstaining) to be an independent Director. Mr Wilson is not considered by the Board to hold any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the entity as a whole rather than in the interests of an individual security holder or other party.

Mr Wilson has acknowledged to the Company that she will have sufficient time to fulfil his responsibilities as a Director.

8.3 Board recommendation

The Board (other than Mr Wilson who has a personal interest in the outcome of this Resolution) supports the election of Mr Wilson.

8.4 Additional information

Resolution 4 is an ordinary resolution.

The Board (other than Mr Wilson who has a personal interest in the outcome of this Resolution) recommends that Shareholders vote in favour of this Resolution.

9. Resolution 5 – Appointment of Auditor

9.1 General

The Company is required by section 327B(1)(a) of the *Corporations Act* to appoint an auditor at its first AGM.

In accordance with section 327B(1)(a) of the *Corporations Act* and given this Meeting is the Company's first AGM, the Company seeks to appoint Ernst & Young as auditor of the Company.

In accordance with Section 328B(1) of the *Corporations Act*, the directors have received a notice of nomination from a shareholder for the appointment of Ernst & Young as auditors of the Company. A copy of this notice of nomination is set out in Schedule 2.

9.2 Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3.

10. Resolution 6 – Approval of 10% Placement Facility (LR 7.1A)

10.1 Background

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

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to have an additional placement capacity broadly equivalent to 10% of its fully paid ordinary issued capital (**10% Placement Facility**).

An “eligible entity” means an entity which is not included in the S&P/ASX 300 index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 6 seeks Shareholder approval by way of special resolution for the Company to have the 10% Placement Facility, which would allow the Company to issue additional Equity Securities (calculated in accordance with the formula at Section 10.3 below) over a 12-month period without Shareholder approval pursuant to Listing Rule 7.1A.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without further Shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval under Listing Rule 7.1.

10.3 Information on 10% Placement Facility

(a) Quoted Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has only one class of Equity Securities quoted on ASX, being its fully-paid ordinary Shares.

(b) Formula for 10% Placement Facility

If Resolution 6 is passed, the Company may issue or agree to issue, during the 12-month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula.

$$\text{Additional Placement Capacity} = (A \times D) - E$$

where:

A = the number of fully-paid ordinary securities on issue at the commencement of the relevant period:

- plus the number of fully-paid ordinary securities issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16, or 17;
- plus the number of fully-paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or

- the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
 - plus the number of fully-paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved under Listing Rule 7.1 or 7.4;
 - plus the number of fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of partly-paid ordinary securities that became fully-paid in the relevant period;
 - less the number of fully-paid ordinary securities cancelled in the relevant period;
- D = 10%; and
- E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by Shareholders under Listing Rule 7.4.

10.4 **Technical information required by Listing Rule 7.3A**

In accordance with Listing Rule 7.3A, the following information is provided in relation to the proposed approval of the 10% Placement Facility:

(a) **Period for which the approval will be valid**

The 10% Placement Facility would commence on the date of the Meeting and expire on the first to occur of the following:

- (i) the date that is 12 months after this Meeting;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(b) **Minimum price at which equity securities may be issued**

Any Equity Securities issued under the 10% Placement Facility must be in an existing quoted class of the Company's securities and issued for cash consideration per security which is not less than 75% of the VWAP for securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within 10 Trading Days of the above date, the date on which the securities are issued.

(c) **Purposes for which the funds raised by an issue of equity securities may be used**

The Company may issue Equity Securities under the 10% Placement Facility for cash consideration only, and the Company intends to apply any funds raised under such an issue to exploration, evaluation and development of the Company's existing projects, project generation, acquisition of new assets and general working capital.

(d) **Risk of economic and voting dilution**

If Resolution 6 is passed and the Company issues securities under the 10% Placement Facility, there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Facility	Funds raised based on issue price of \$0.175 (50% decrease in issue price)	Funds raised based on issue price of \$0.35 (issue price)	Funds raised based on issue price of \$0.70 (100% increase in issue price)
63,977,134 (Current)	6,397,713	\$1,119,600	\$2,239,200	\$4,478,399
95,965,701 (50% increase)	9,596,570	\$1,679,400	\$3,358,800	\$6,717,599
127,954,268 (100% increase)	12,795,427	\$2,239,200	\$4,478,399	\$8,956,799

Notes: The above table has been prepared on the following bases/assumptions:

- (a) the issue price is the current market price \$0.35, being the closing price of the Shares on ASX on 14 April 2022, being the latest practicable date before finalising this Notice;

- (b) Variable A comprises of 63,977,134 existing Shares on issue as at the date of this Meeting, assuming the Company has not issued any Shares in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with Shareholder approval under Listing Rule 7.1 and 7.4;
- (c) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (d) no convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities; and
- (e) the issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Quoted Options, it is assumed that those Quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(e) **Allocation policy**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing Security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

As at the date of this Notice, the Company has not identified any proposed allottees of Equity Securities using the 10% Placement Facility. However, the eventual allottees may include existing substantial Shareholders, other Shareholders and/or new investors.

None of the allottees will be a related party or an associate of a related party of the Company, except as permitted under ASX Listing Rule 7.2. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the 10% Placement Facility and it is possible that their shareholding will be diluted.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 upon issue of any Equity Securities under the 10% Placement Facility.

(f) **Previous issues under Listing Rule 7.1A in previous 12 months**

The Company has not issued any Equity Securities under Listing Rule 7.1A in the 12 months prior to the Meeting,

10.5 Voting exclusion

A voting exclusion statement for Resolution 6 is included in the Agenda of this Notice.

10.6 **Board recommendation**

Resolution 6 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Board recommends that Shareholders vote in favour of Resolution 6.

11. **Resolution 7(a)-(d) – Approval of issue of Performance Rights to Directors**

11.1 **General**

The Company is proposing, subject to obtaining Shareholder approval, to issue up to 4,000,000 performance rights (**Performance Rights**), being 1,000,000 to each of the Directors: Sara Kelly, Nicholas Katris, Michael Naylor and Michael Wilson (or their respective nominees).

The proposed issue of the Performance Rights forms part of the Company's remuneration strategy for Directors in lieu of a portion of cash remuneration. The Performance Rights are proposed to be issued to the Directors provide an equity based component to their respective remuneration packages.

The Board considers that the proposed issue of the Performance Rights is reasonable in the circumstances in order to further align the interests of the Directors with those of the Shareholders and to provide appropriate remuneration for the Directors' ongoing commitment and contribution to the Company whilst minimising the expenditure of the Company's cash resources.

Resolution 7(a) to (d) (inclusive) seek Shareholder approval pursuant to Listing Rule 10.14 and sections 195(4) and 208 of the Corporations Act for the issue of up to 4,000,000 Performance Rights under the Plan to the Directors or their respective nominees.

11.2 **Technical information required by Listing Rule 14.1A**

If Resolution 7(a) to (d) are passed, the Company will be able to proceed with the issue of the Performance Rights to the respective Directors.

If Resolution 7(a) to (d) are not passed, the Company will not be able to proceed with the issue of the Performance Rights and the Company may consider other forms of performance-based remuneration, including by the payment of cash.

11.3 **Listing Rule 10.14**

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

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rules 7.1 or 10.11 is not required.

11.4 Specific information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the following information is provided in relation to the proposed issue of the Performance Rights:

- (a) the Performance Rights will be issued to Sara Kelly, Nicholas Katris, Michael Naylor and Michael Wilson;
- (b) each of the Directors are a related party of the Company by virtue of being a Director and fall into the category stipulated by Listing Rule 10.14.1. In the event the Performance Rights are issued to a nominee of a Director, that person will fall into the category stipulated by Listing Rule 10.14.2;
- (c) the maximum number of Performance Rights to be issued to the Directors (or their respective nominees) under the Plan is 4,000,000 (being 1,000,000 to each of the Directors);
- (d) the current total remuneration package for each of the Directors as at the date of this Notice is set out in the table below:

Director	Position	Cash salary and fees (\$)	Super-annuation (\$)	Equity settled Shares (\$)	Equity settled Performance rights (\$)	Total (\$)
Ms Sara Kelly	Non-Executive Chair	60,000	6,000	-	-	66,000
Mr Nicholas Katris	Executive Director	85,000	8,500	-	-	93,500
Mr Michael Naylor	Non-Executive Director	50,000	5,000	-	-	55,000
Mr Michael Wilson	Non-Executive Director	50,000	5,000	-	-	55,000

- (e) The Performance Rights will vest in two equal tranches as follows:
 - (i) Class A: 50% of the Performance Rights will vest upon the share price of the Company's Shares achieving a volume weighted average price of \$0.40 or above over 20 consecutive trading days on which the Shares have actually traded; and
 - (ii) Class B: 50% of the Performance Rights will vest upon the holder remaining a Director of the Company for a continuous period of 12 months from the date of issue.
- (f) The Directors were previously issued 500,000 performance rights each which vested upon the Company receiving a conditional admission letter from ASX, which was received on 20 August 2021. No other Securities have been issued to the Directors under the Plan.
- (g) The Performance Rights will otherwise be issued on the terms and conditions in Schedule 3.
- (h) A valuation of the Performance Rights is set out in Schedule 5.
- (i) The Performance Rights will be issued as soon as practicable following the Meeting, and in any event, no later than 3 years after the date of the Meeting.

- (j) The Performance Rights will have an issue price of nil as they will be issued as part of the Directors' remuneration packages.
- (k) Any Performance Rights that have not vested on or before the date that is five years after the date of issue will automatically lapse and become incapable of vesting into Shares.
- (l) A summary of the key terms of the Plan is set out in Schedule 3.
- (m) No loan will be provided to any of the Directors in relation to the issue of the Performance Rights.
- (n) Details of any Securities issued under the Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- (o) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of Securities under the Plan after Resolution 7(a) to (d) are approved and who were not named in the Notice will not participate until approval is obtained under Listing Rule 10.14.
- (p) A voting exclusion statement for each of the resolutions comprising Resolution 7 are included in the Agenda of this Notice.

11.5 **Chapter 2E of the Corporations Act**

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 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 the Performance Rights constitutes giving a financial benefit and the Directors are each a related party of the Company by virtue of being a Director.

It is the view of the Board that the exceptions set out in sections 210 to 216 of the Corporations Act do not apply in the current circumstances. Accordingly, the Company is seeking approval for the purposes of Chapter 2E of the Corporations Act in respect of the Performance Rights proposed to be issued to the Directors pursuant to Resolution 7(a) to (d).

11.6 Information requirements for Chapter 2E of the Corporations Act

In accordance with section 219 of the Corporations Act, the following information is provided in relation to the proposed issue of the Performance Rights:

(a) **Identity of the related parties to whom Resolution 7(a) to (d) permit a financial benefit to be given**

The Performance Rights will be issued to Sara Kelly Nicholas Katris, Michael Naylor and Michael Wilson (or their respective nominees).

(b) **Nature of the financial benefit**

Resolution 7(a) to (d) seek approval from Shareholders to allow the Company to issue the 1,000,000 Performance Rights to each of the Directors (who are each a related party of the Company).

The Performance Rights are to be issued in accordance with the Plan and otherwise on the terms and conditions in Schedule 4, subject to Shareholder approval pursuant to the resolutions comprising Resolution 7.

The Shares to be issued upon conversion of the Performance Rights will be fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing Shares and will rank equally in all respects with the Company's existing Shares. The Company will apply for official quotation of the Shares on ASX.

(c) **Valuation of financial benefit**

A valuation of the Performance Rights is set out in Schedule 5.

(d) **Remuneration of Relevant Directors**

The total annual remuneration of each of the Directors is described in Section 11.4(d) above.

(e) **Existing relevant interests**

At the date of this Notice, the Directors (or their nominees) hold the following relevant interests in Equity Securities of the Company:

Director	Shares	Unquoted Options	Performance Rights
Ms Sara Kelly	500,000	-	-
Mr Nicholas Katris	2,041,101	-	-
Mr Michael Naylor	2,094,445	-	-
Mr Michael Wilson	500,000	-	-

Assuming that the resolutions comprising Resolution 7 are approved by Shareholders and, all of the Performance Rights applicable to these Resolutions are issued, vested and exercised into Shares, and no other Equity Securities are issued or exercised, the interests of Ms Kelly, Mr Katris, Mr Naylor and Mr Wilson in the Company would be

approximately 2.21%, 4.47%, 4.55%, 2.21% of the Company's expanded capital, respectively.

(f) **Trading history**

The highest and lowest closing market sale prices of the Shares on ASX during the 12 months prior to the date of this Notice were:

Highest:	\$0.35 per Share on 14 April 2022
Lowest:	\$0.135 per Share on 15 December 2021 and 31 December 2021

The latest available closing market sale price of the Shares on ASX prior to the date of this Notice was \$0.35 per Share on 14 April 2022.

(g) **Dilution**

The issue of the Performance Rights will have a dilutive effect on the percentage interest of existing Shareholders' holdings if the Performance Rights vest and are exercised. The potential dilution effect is summarised below:

Director	Proposed maximum issue of Performance Rights	Dilutive effect
Ms Sara Kelly	1,000,000	1.56%
Mr Nicholas Katris	1,000,000	1.56%
Mr Michael Naylor	1,000,000	1.56%
Mr Michael Wilson	1,000,000	1.56%

The above table assumes the current Share capital structure of the Company as at the date of this Notice (being 63,977,134 Shares on 14 April 2022) and that no other Shares are issued other than the Shares issued on exercise of the Performance Rights. The exercise of all of the Performance Rights will result in a total dilution of all other Shareholders' holdings of 6.25% (assuming that all of the Performance Rights are vested and exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(h) **Corporate governance**

The Board acknowledges the grant of the Performance Rights to Ms Kelly, Mr Naylor and Mr Wilson as Non-Executive Directors is contrary to Recommendation 8.2 of the 4th edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

The Board considers that the grant of Performance Rights is reasonable in the circumstances for the reasons set out in Section 11.1 above.

(i) **Taxation consequences**

There are no taxation consequences for the Company arising from the issue of the Performance Rights (including fringe benefits tax).

(j) **Board recommendation**

The Directors decline to make a recommendation to Shareholders in relation to Resolution 7(a) to (d) (inclusive) due to their personal interests in the outcome of the Resolutions.

11.7 **Other information**

The resolutions comprising Resolution 7 are ordinary resolutions.

The Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass each of Resolution 7(a) to (d).

Schedule 1 Definitions

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

\$	means Australian Dollars.
10% Placement Facility	has the meaning given in Section 10.1.
Annual Report	means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2021.
ASX	means the ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Chair	means the person appointed to chair the Meeting of the Company convened by the Notice.
Company	means Midas Minerals Limited (ACN 625 128 770).
Constitution	means the constitution of the Company as at the date of the Meeting.
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.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Equity Security	has the same meaning as in the Listing Rules.
Explanatory Memorandum	means the explanatory memorandum which forms part of the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the listing rules of ASX.
Meeting	has the meaning given in the introductory paragraph of the Notice.
Notice	means this notice of annual general meeting.

Option	means an option to acquire a Share.
Performance Rights	has the meaning given in Section 11.1.
Proxy Form	means the proxy form attached to the Notice.
Quoted Options	means an Option that has been admitted to official quotation.
Remuneration Report	means the remuneration report of the Company contained in the Directors' Report.
Resolution	means a resolution referred to in the Notice.
Schedule	means a schedule to the Notice.
Section	means a Section of this Notice.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means the holder of a Share.
Strike	has the meaning given in Section 5.1.
Trading Day	has the same meaning as in the Listing Rules.
VWAP	means volume weighted average price.
WST	means Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 Nomination of Auditor

19 April 2022

Company Secretary
Midas Minerals Limited
Ground Floor
24 Outram Street,
West Perth WA 6005

Dear Directors

I, Duncan Grieve, being a shareholder of Midas Minerals Limited (ACN 625 128 770), in accordance with Section 328B(1) of the *Corporations Act 2001* (Cth), I hereby nominate Ernst & Young of 11 Mounts Bay Road, Perth, WA 6000 to fill the office of auditor of the Company.

Yours faithfully,



Duncan Grieve

Schedule 3 Summary of Employee Securities Incentive Plan

A summary of the key terms of the Employee Securities Incentive Plan (**Plan**) is set out below:

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

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

- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

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

- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan. Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

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

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

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

- (i) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (j) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest. Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

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

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

- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.
- (k) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (l) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (m) **(Disposal restrictions on Securities):** If the invitation provides that any Plan Shares or Convertible Securities are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

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

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

Notwithstanding any other provision of the Plan, where a Plan Share or Convertible Security is issued in reliance on the Company satisfying the start-up company requirements in section 83A-33 of the Income Tax Assessment Act 1997 (Cth) (Tax Act), a legal or a beneficial interest in the Convertible Security may not be disposed of until the earlier of:

- (iii) the Eligible Participant to whom the Convertible Securities were offered under an invitation becoming neither an employee nor a director of the Company;
- (iv) three (3) years after the acquisition date of the Convertible Security;
- (v) a disposal under an arrangement which meets the requirements in section 83A-130 of the Tax Act;
- (vi) such time as the Commissioner of Taxation allows in accordance with section 83A-45(5) of the Tax Act; and
- (vii) the Board determines that the Commissioner of Taxation is reasonably likely to allow a disposal of the Convertible Security under section 83A45(5) of the Tax Act.

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

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

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

- (o) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (p) **(Amendment of Plan)**: Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

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

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

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

Schedule 4 Terms and conditions of the Performance Rights

The following terms and conditions apply to each of the Performance Rights:

- (a) **(Entitlement):** Subject to the terms and conditions set out below, each Performance Right, once vested, entitles the holder, on conversion, to the issue of one fully paid ordinary share in the capital of the Company (**Share**).
- (b) **(Vesting Conditions):** The Performance Rights will vest in two equal tranches as follows:
 - (i) Class A: 50% of the Performance Rights will vest upon the share price of the Company's Shares achieving a volume weighted average price of \$0.40 or above over 20 consecutive trading days on which the Shares have actually traded; and
 - (ii) 50% of the Performance Rights will vest upon the holder remaining a Director of the Company for a continuous period of 12 months from the date of issue
- (c) **(Vesting Process):** Provided the Vesting Conditions are met, a vesting notification will be sent to the holder from the Board (**Vesting Notice**), informing them that some or all of the Performance Rights have vested. Unless and until the Vesting Notification is issued by the Company, the Performance Rights will not be considered to have vested.

Following the issue of the Vesting Notification for the Performance Rights, the holder will have until the Expiry Date of the Performance Rights to convert any vested Performance Rights. Any vested Performance Rights that remain unconverted after this date will automatically expire and lapse.

- (d) **(Conversion of Vested Performance Rights):** Following the vesting of any Performance Rights the holder has until the Expiry Date to convert any such vested Performance Rights, at their election.

The holder may convert vested Performance Rights (in whole or if converted in part, multiples of 10,000 must be converted on each occasion) by lodging with the Company, on or prior to the Expiry Date a written notice of conversion of Performance Rights specifying the number of vested Performance Rights being converted (**Conversion Notice**).

Upon conversion, the holder will be issued and/or transferred one Share for each vested Performance Right.

- (e) **(Timing of issue of Shares and quotation of Shares on conversion):** As soon as practicable after the valid conversion of a vested Performance Right, the Company will:
 - (i) issue, allocate or cause to be transferred to the holder the number of Shares to which the holder is entitled;
 - (ii) issue a substitute certificate for any remaining unconverted Performance Rights held by the holder;
 - (iii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

- (iv) in the event the Company is admitted to the official list of ASX at the time, do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX in accordance with the Listing Rules.

All Shares issued upon the conversion of Performance Rights will upon issue rank equally in all respects with the then issued Shares.

- (f) **(Restrictions on transfer or disposal of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

Except as set out in the Company's share trading policy and applicable laws, no other specific disposal restrictions apply to any Shares that are issued or transferred as a result of the conversion of the Performance Rights.

- (g) **(Shares issued on exercise):** All Shares issued upon exercise of Performance Rights will upon issue rank equally in all respects with the Company's existing Shares on issue.
- (h) **(Expiry Date of Performance Rights):** All unvested, or vested but unexercised, Performance Rights will expire automatically at 5.00pm WST on the date five years after the date of issue.
- (i) **(Lapse of Performance Rights):** Where the holder becomes a leaver, all unvested Performance Rights will automatically be forfeited and lapse, subject to any determination otherwise by the Board in its sole and absolute discretion. The Board may take into account the holder's longevity in the role and the reasons for leaving. For example, the Board may, at its sole and absolute discretion, determine that unvested performance right vest upon the holder becoming a leaver due to their role being made redundant, where the other vesting conditions have been met.

- (i) Where, in the opinion of the Board, the holder:
 - (ii) acts fraudulently, or dishonestly;
 - (iii) wilfully breaches their duties to the Company;
 - (iv) is responsible for: material financial misstatements; major negligence; significant legal, regulatory and/or policy non-compliance; or a significant harmful act,

then the Board may, at its sole and absolute discretion, deem some or all of the unvested, or vested but unconverted, Performance Rights to be forfeited and to have lapsed.

Unless the Board otherwise determines in its sole and absolute discretion, unvested Performance Rights will lapse in accordance with the Rules, which includes (without limitation):

- (i) if the Vesting Conditions applicable to that Performance Right are not achieved by the relevant time;
- (ii) if the Board determines in its sole and absolute discretion that any Vesting Condition applicable to that Performance Right has not been met and cannot be met prior to the Expiry Date; or

- (iii) if the holder becomes Insolvent.
- (j) **(Transfer of Performance Rights)**: The Performance Rights are not transferable unless they have vested and then only with the prior written approval of the Board and subject to compliance with the Corporations Act and the ASX Listing Rules.
- (k) **(Quotation of Performance Rights)**: No application for quotation of the Performance Rights will be made by the Company.
- (l) **(Change of control)**: In the event that a Change of Control Event occurs or the Board determines that either such an event is likely to occur before the Vesting Conditions are met, the Board will have a discretion whether to allow the vesting of the Performance Rights and on what terms. When determining the vesting of the Performance Rights, the Directors will take into consideration a number of criteria, but in particular the value to shareholders as a result of the event.
- (m) **(Participation in entitlements and bonus issues)**: Subject always to the rights under items (n) and (o), the holder of the Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (n) **(Adjustment for bonus issue)**: If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which the holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were converted immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Listing Rules at the time of the bonus issue.
- (o) **(Reorganisation of capital)**: In the event that the issued capital of the Company is reconstructed, all the holder's rights as a holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.
- (p) **(No Voting Rights)**: The Performance Rights do not confer any right to vote, except as otherwise required by law.
- (q) **(No Dividend Rights)**: The Performance Rights do not carry an entitlement to a dividend.
- (r) **(No Return of Capital)**: The Performance Rights do not permit the holder to participate in a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (s) **(No Surplus Profit or Assets)**: The Performance Rights do not permit the holder to participate in the surplus profit or asset of the Company upon winding up of the Company.

Schedule 5

Valuation of Performance Rights

Reference: V100147
Contact: Ian Wood



19 April 2022

Nicholas Katris
Midas Minerals Ltd
24 Outram Street
West Perth WA 6005
nkatris@midasminerals.com

PERFORMANCE RIGHTS VALUATION

You have requested us to provide an independent valuation of performance rights to be issued to directors for the purpose of disclosing expenses in the company's financial statements and presentation at a General Meeting.

The valuation of the performance rights issued is attached in Appendix 1.

SHARE BASED PAYMENTS

AASB 2 Share Based Payment requires that reporting entities must recognise services acquired in a share-based payment transaction as the services are received. The issue of performance rights is in return for employment services provided to the company, therefore the value of these services is to be recognised.

The value of the services acquired by the company is to be measured at the fair value of the equity instruments granted, where the fair value of the services provided cannot be estimated reliably. As the issue of performance rights is in consideration of future services, the fair value of the services cannot be reliably measured. As such, the value of the performance rights to be issued needs to be used as the reliable measurement of the services provided.

As the performance rights will not be listed on the ASX and will not be tradable, the market value of the performance rights cannot be readily determined from any sales data. Therefore, a pricing model is necessary to provide a value for the rights issued.

The performance rights do not have any voting rights, rights to dividends, rights to capital and have no entitlement to participate in new issues offered to ordinary shareholders of the company.

As the performance rights convert to ordinary shares, they can be treated like an option with no exercise price. As such, an option valuation model is appropriate to value the performance rights issued.

OPTION VALUATION MODEL

The options valuation model to be adopted has to provide a valuation of the performance rights issued in accordance with AASB 2. Namely the model has to take into account the following factors:

- The Exercise Price (X)
- The share price at the time of issue (S)
- The expected life of the options (T)
- The share's expected volatility (σ)
- Expected dividends (D)
- The expected risk-free interest rate (rf)

EXERCISE PRICE

The exercise price is set in accordance with the terms and conditions of the performance rights to be issued to directors. The exercise price of the performance rights has been set at \$0.00 per right. As the exercise price has presently not been altered, and there is no intention that it be altered, no adjustment to the exercise price is to be made.

SHARE PRICE AT THE TIME OF ISSUE

The time of issue is the day on which the performance rights are granted. Grant date is defined in AASB 2 as being the date on which the company and the recipient agree to the terms of the rights. If the grant of performance rights is subject to shareholder approval the grant date is the date on which the approval is obtained.

The performance rights in question have a proposed future grant date. As the grant date of the performance rights is in the future, the share price at the time of issue has been estimated as the share price on 19 April 2022. This share price was \$0.350.

EXPECTED LIFE OF THE PERFORMANCE RIGHTS

The expected life of the performance rights will be taken to be the full period of time from grant date to expiry date. While there may be an adjustment made to take into account any expected early exercise of the rights or any variation of the expiry date by the company, there is no past history that either of these factors would warrant an earlier exercise of the performance rights, and no other factors which would indicate that this would be a likely occurrence.

Therefore, no adjustment to the expected life of the performance rights has been made.

SHARE PRICE VOLATILITY

The company was listed on the ASX with official quotation of its securities commencing on 7 September 2021. As such, the company has a relatively share history of share transactions by which to gauge the company's share price volatility, therefore historical data may provide an indication of the expected future volatility of the company's share price.

The share price volatility since listing has been 102.517%. Due to the company's historical share price movements and the relative percentage each price movement represents against the share price, as well as general market conditions it is expected that this volatility is indicative of the future volatility of the company's share price being a newly listed mineral exploration company.

Therefore, a volatility of 102.517% has been used as the expected future share price volatility over the life of the performance rights.

EXPECTED DIVIDENDS

The company has not declared dividends in the past and does not expect to declare dividends in the future. As a result, no adjustment has been made to the pricing of the performance rights to take into account payment of dividends, to reflect the expectation that dividends are not expected to be declared over the period of the life of the rights.

RISK FREE RATE

The risk free rate is the implied yield at the date the performance rights were issued on zero-coupon national government bonds with a remaining life equal to the life of the rights.

The interest rates were taken from historical data available from the Reserve Bank of Australia for 5 year Treasury Bonds.

NUMBER OF PERFORMANCE RIGHTS ON ISSUE

AASB 2 requires that where the grant (or vesting) of an equity instrument is conditional upon satisfying specified vesting conditions (except market conditions), those vesting conditions are not taken into account when calculating the fair value of the performance rights at the grant, or issue, date. Instead, the number of rights included in the measurement is adjusted to reflect the likelihood of those vesting conditions being met. The amount treated as remuneration is based on the number of rights that are expected to vest.

As a result, in accordance with AASB 2, the number of shares to be vested must be adjusted to take into account any expected forfeitures.

As discussed with management, there is no historical data on the likelihood of meeting the employment condition to remain employed for 12 months for 50% of the performance rights to vest. The current expectation of management is that employees will meet the performance requirements, as they will wish to have 100% of their performance rights issued to them. As such, there has been no adjustment to the number of performance rights included in the calculation of the amount to be expensed in the financial statements. This position needs to be regularly reviewed, as any employees who cease employment prior to 100% of their rights vesting, will result in the expense in the financial statements having to be adjusted.

As the vesting conditions attaching to the remaining performance rights are market conditions (i.e. the volume weighted average share price must be greater than \$0.40 for a period of 20 consecutive trading days) this is taken into account when estimating the value of the rights, rather than the number of rights which are to be expensed by the company. As such, there has been no adjustment to the number of performance rights included in the calculation of the amount to be expensed in the financial statements.

The total number of performance rights offered to directors is 4,000,000 rights.

The performance rights issued have multiple vesting dates, and as such, the rights are to be treated as separate series of rights. These series are to be expensed over the vesting periods.

BLACK-SCHOLES VS BINOMIAL MODEL VS MONTE CARLO SIMULATION

Our engagement is to provide a valuation of performance rights for the purposes of disclosing expenses in the financial statements in accordance with AASB 2 Share Based Payment.

For the performance rights that are only subject to the employment condition, it is considered that both the Black-Scholes and binomial model are relevant to calculating the value of the performance rights issued to directors. The Binomial method allows for significant customisation of the calculation process, particularly to take into account the payment of dividends. However, as the company does not pay dividends, both models provide similar valuations. Both calculations are provided for comparison.

For the performance rights that will have a vesting condition that volume weighted average share price must be greater than \$0.40 for a period of 20 consecutive trading days. As this is a market condition, the vesting condition is to be taken into account when calculating the value of the rights which have this vesting condition.

DISCLAIMER

This report has been prepared from information provided by the directors of Midas Minerals Ltd, and from other information available to the public. Whilst Value Logic Pty Ltd has taken proper care in assessing the completeness and accuracy of this information, it has not conducted an audit of the information or of the business. Value Logic Pty Ltd's report should not therefore be construed as an auditor's opinion.

Value Logic Pty Ltd does not hold an Australian Financial Services Licence. This report is not intended to influence a person in making a decision in relation to a particular financial product.

CONCLUSION

Upon taking into account the above factors, the Black-Scholes and Binomial model calculations provided valuations for the employment condition performance rights to be issued by the company. These valuations were checked and considered reasonable when taking into account the various influencing factors, such as time to expiry and company share price volatility. For the share price hurdle performance rights, the Monte Carlo Simulation calculations provided the most appropriate valuations for the performance rights issued by the company. These valuations were checked and considered reasonable when taking into account the various influencing factors, such as time to expiry, company share price volatility and vesting conditions attaching to the performance rights.

Should you have any queries, please do not hesitate to contact the writer.

Yours Sincerely



Value Logic Pty Ltd

Encl.

Name of Valuer:	Ian Wood
Name of Firm:	Value Logic Pty Ltd
Professional Qualifications:	B. Bus (Acc), LLB., CA, certificate of public practice holder with CAANZ
Statement of experience:	Over 20 years working in public practice, valuing options, convertible notes and performance rights issued by companies and valued for the purposes of AASB 2 and ITAA 1997 and ITAA 1936.
Statement of independence:	This valuation has been prepared with regard to the standards provided under APES 225 Valuation Services. The opinion provided is an independent opinion of value and in providing my opinion I do not consider that I have been influenced by any factors that would cause my independence to be influenced or compromised. Fees charged for this valuation have been calculated on the basis of time, work and professional expertise required to provide this opinion. They have not been calculated on, or were contingent upon, in any way, the outcome of the opinion provided.

APPENDIX 1

Midas Minerals Limited
Valuation of Performance Rights Issued



Series	\$0.04 hurdle	12 months' service	Total
No of options	2,000,000	2,000,000	
Issue Date	19 April 2022	19 April 2022	
Vesting Date	9 January 2024	19 April 2023	
Expiry Date	19 April 2027	19 April 2027	
Share Price (S)	\$0.350	\$0.350	
Exercise Price (X)	\$0.000	\$0.000	
Time to Expiry (T)	5.00	5.00	
Risk Free Rate (Rf)	2.63%	2.63%	
Dividend Yield (D)	0.00%	0.00%	
Volatility (σ)	102.517%	102.517%	
Black-Scholes Value	\$0.350	\$0.350	
Binomial Model Value	\$0.350	\$0.350	
Monte Carlo Value	\$0.338		
Total Value	\$676,000	\$700,000	\$1,376,000
Accounting allocation			
30 June 2022	\$77,153	\$138,082	\$215,236
30 June 2023	\$391,125	\$561,918	\$953,043
30 June 2024	\$207,721	\$0	\$207,721
30 June 2025	\$0	\$0	\$0
30 June 2026	\$0	\$0	\$0
30 June 2027	\$0	\$0	\$0
Total Allocation	\$676,000	\$700,000	\$1,376,000



Midas Minerals Ltd
ABN 33 625 128 770

MM1RM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Need assistance?



Phone:

1300 850 505 (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 **9:00am (AWST) on Sunday, 29 May 2022.**

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/au and select "Printable Forms".

Lodge your Proxy Form:

XX

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: 999999

PIN: 99999

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

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.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Midas Minerals Ltd 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 Annual General Meeting of Midas Minerals Ltd to be held at the Park Business Centre, 45 Ventnor Avenue, West Perth, WA 6005 on Tuesday, 31 May 2022 at 9:00am (AWST) 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 1 and 7a to 7d (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 7a to 7d 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 1 and 7a to 7d 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			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7b	Approval of issue of Performance Rights to Nicholas Katris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Sara Kelly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7c	Approval of issue of Performance Rights to Michael Naylor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director – Nicholas Katris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7d	Approval of issue of Performance Rights to Michael Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Director – Michael Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 5	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 6	Approval of 10% Placement Facility (LR 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
Resolution 7a	Approval of issue of Performance Rights to Sara Kelly	<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 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director 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





28 April 2022

Dear Shareholder,

Letter to Shareholders regarding Notice of Annual General Meeting

Notice is hereby given that Midas Minerals Ltd (ASX:MM1) or (the Company) will be holding its Annual General Meeting (**Meeting**) at 9 am (WST) at the Park Business Centre, 45 Ventnor Avenue West Perth WA 6005, on Tuesday 31 May 2022 at 9am (WST).

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

In accordance with recent modifications to the Corporations Act, we advise that the Company will not be sending printed copies of the Notice of Annual General Meeting and accompanying Explanatory Memorandum (**Notice**) to shareholders. Instead, a copy of the Notice can be viewed and downloaded online at www.midasminerals.com

If you have not elected to receive notices from the Company by email, a copy of your personalised proxy form will be sent to you by mail enclosed with this letter.

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.computershare.com.au/easyupdate/MM1. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

Shareholders are encouraged to submit proxy votes either online at www.investorvote.com.au or by returning (where applicable) the enclosed proxy form as per the options below:

By Post:	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

Your proxy voting instruction must be received by 9 am (WST) on 29 May 2022 being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The situation regarding COVID-19 is constantly evolving, the Company may make alternative arrangements to the way in which the Meeting is held. If this occurs, we will notify any changes via the ASX announcement platform, and the details will also be made available on our website.



Accordingly, the Board encourages shareholders to monitor the Company's website for any updates in relation to the Meeting that may need to be provided. In the meantime, the Board encourages shareholders to submit their proxies as early as possible, even if they intend to attend the meeting in person, as the situation may change.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

If you have any difficulties accessing the Notice please contact the Company's share registry, Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Authorised for release by the Board.

Yours Faithfully,

A handwritten signature in blue ink, appearing to read 'N. Katris', is positioned below the text 'Yours Faithfully,'.

Nicholas Katris
Executive Director