
PACIFICO MINERALS LIMITED
ACN 107 159 713
NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT

TIME: 2pm (WST)

DATE: 22 November 2017

PLACE: Level 10,
553 Hay Street
PERTH
WESTERN AUSTRALIA

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote on any resolutions, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 (0)8 6266 8642

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IMPORTANT INFORMATION FOR SHAREHOLDERS

These notes and the Explanatory Statement forms part of this Notice of Meeting.

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Schedule 1.

REQUIRED MAJORITIES

All of the Resolutions are ordinary resolutions with the exception of Resolution 3 which requires a special resolution.

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 2.00 pm (WST) on 20 November 2017.

HOW TO VOTE

You may vote by attending the Annual General Meeting in person, by proxy, attorney or authorised representative.

VOTING IN PERSON

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

VOTING BY PROXY

In accordance with section 249L of the Corporations Act 2001 (Cth) ("Corporations Act"), members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. A proxy may be, but need not be a Shareholder and can be an individual or a body corporate.
- A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may

exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on a resolution.

- The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Your Proxy Form is enclosed with this Notice of Meeting. To vote by proxy, please complete and sign the Proxy Form as soon as possible and either:

- (a) send the Proxy Form by fax to fax number +61 (0)8 9315 2233;
- (b) post the Proxy Form to Security Transfer Australia at PO Box 52 Collins Street West Vic 8007;
- (c) deliver the Proxy Form to Security Transfer Australia at Level 9 Suite 913 530 Little Collins Street Melbourne Vic 3000; or
- (d) deliver the Proxy Form to the Company's office at Level 10, 553 Hay Street Perth, WA 6000.

so that it is received not later than 2pm WST on 20 November 2017 being not less than 48 hours prior to the commencement of the Annual General Meeting. Proxy Forms received later than this time will be invalid.

When the Proxy Form is executed under the power of attorney, the power of attorney must be lodged in the same way as the Proxy Form.

CORPORATE REPRESENTATIVES

Any corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate shareholder's representative at the meeting; or
- a copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

ENQUIRIES

Shareholders are requested to contact the Company Secretary on +61 (0)8 6266 8642 if they have any queries in respect of the matters set out in this document.

BUSINESS OF THE MEETING

AGENDA

NOTICE OF ANNUAL GENERAL MEETING

PACIFICO MINERALS LIMITED

ACN 107 159 713

Notice is given that the Annual General Meeting (**Meeting**) of Pacifico Minerals Limited (**Company**) will be held at the Company's premises at Level 10, 553 Hay Street, Perth, Western Australia on 22 November 2017 commencing at 2pm WST.

GENERAL BUSINESS

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 30 June 2017 as set out in the Annual Report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017 be adopted."

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

Voting Prohibition

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

- any of the Company's Key Management Personnel (**KMP**) (including the Directors), details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of any KMP.

Voting exclusion: In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- the vote is cast by the Chair voting an undirected proxy which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2 – RE-ELECTION OF MR RICHARD MONTI

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

"That, in accordance with clause 13.2 of the Company's Constitution and for all other purposes, Mr Richard Monti retires by rotation, and being eligible, is re-elected as a Director of the Company."

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

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

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

Voting Exclusion

The Company will disregard any votes cast on Resolution 3 by any person who may participate in the issue of Equity Securities under this Resolution and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if Resolution 3 is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of 148,273,130 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast on Resolution 4 by any person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

RESOLUTION 5 – RE-APPROVAL OF EMPLOYEE INCENTIVE OPTION PLAN

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

“That, for the purposes of Listing Rule 7.2 (Exception 9(b)), section 260C(4) of the Corporations Act and for all other purposes, approval is given to the issue of Options under the Pacifico Employee Incentive Option Plan as described in the Explanatory Statement.”

Voting Exclusion

The Company will disregard any votes cast on this resolution by the Directors of the Company and any of their associates. However, the Company need not disregard a vote cast on this Resolution if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- (b) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Restriction on proxy voting by key management personnel or closely related parties:

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

- (a) the proxy is either:
 - (i) a member of key management personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

RESOLUTION 6 – ISSUE OF OPTIONS TO DIRECTORS

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

“That, for the purposes of Section 208 of the Corporations Act, Listing Rule 10.11, and for all other purposes, approval be given for the issue of Options to Directors (or their nominees) for no cash consideration on the terms and conditions set out in the Explanatory Statement, as follows:

- (a) 8,500,000 Options to Simon Noon
- (b) 4,000,000 Options to Richard Monti
- (c) 4,000,000 Options to Peter Harold
- (d) 4,000,000 Options to Andrew Parker”.

Voting Exclusion

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolutions 6(a), (b), (c) and (d) by any Directors who are eligible to participate in the Employee Incentive Scheme and their respective associates. However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairperson as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

For the avoidance of doubt, Mr Richard Monti, in his capacity as Chair, is prohibited from exercising undirected proxies on Resolution 6(b).

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

the proxy is either:

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

However, the above prohibition does not apply if:

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

18 October 2017

BY ORDER OF THE BOARD



SIMON NOON

MANAGING DIRECTOR

1. INTRODUCTION

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

This Explanatory Statement should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary of this Explanatory Statement. You should consult with your professional advisers if you have any questions in relation to how to vote on the Resolutions.

There are 9 resolutions to be put forward in the Meeting. Certain voting exclusions are imposed by the **Listing Rules** and the Corporations Act in relation to the Resolutions as detailed in the accompanying Notice of Meeting.

2. FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Corporations Act requires the Company to lay before the Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2017.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the Meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

3. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

3.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office at the time that the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

The Remuneration Report for the financial year ended 30 June 2016 did not receive a vote of more than 25% against its adoption at the Company's last AGM on 25 November 2016. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3.3 Voting Prohibition

A voting prohibition statement for Resolution 1 is contained in the Notice of Meeting.

3.4 Proxy Voting Restriction

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the KMP (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of KMP.

3.5 Directors' Recommendation

The Board of Directors unanimously recommends that Shareholders vote in favour of Resolution 1.

4. RESOLUTION 2 - RE-ELECTION OF MR RICHARD MONTI AS DIRECTOR

4.1 General

Clause 13.2 of the Constitution requires that at each annual general meeting, one-third of the directors, apart from alternate Directors or the Managing Director retire from office, and shall be eligible for re-election

In accordance with clause 13.2, Mr Monti retires, and being eligible, seeks re-election.

Details of Mr Monti's background and experience is contained in the Company's Annual Report at page 16.

4.2 Directors' Recommendation

The Board, other than Mr Monti, unanimously recommends that Shareholders vote in favour of re-electing Mr Monti as a Director of the Company.

The Chairman intends to vote all available proxies in favour of Resolution 2.

5. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting at which a resolution for the purpose of Listing Rules 7.1A is passed by special resolution (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company has a market capitalisation of approximately \$5.2M as at 13 October 2017. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

The Company may use the 10% Placement Facility to continue its exploration activities in Colombia and Australia and/or to acquire new resource assets or investments.

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

5.2 Description of Listing Rule 7.1A

5.2.1 Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

5.2.2 Equity Securities

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

The Company, as at the date of the Notice, has on issue one class of Equity Securities being Ordinary Shares.

5.2.3 Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 741,365,653 Shares.

Subject to the approval of Resolution 3, the Company will be able to issue a total of:

- (i) 111,204,847 shares under Listing Rule 7.1; and
- (ii) 74,136,565 shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2. That formula is:

(A x D) – E

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid Shares that became fully paid in the 12 months;
- (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
- (d) less the number of fully paid Shares cancelled in the 12 months.

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

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

5.2.4 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

5.2.5 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 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).

5.3 Specific information required by Listing Rule 7.3A

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

5.3.1 Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

5.3.1.1 the date on which the price at which the Equity Securities are to be issued is agreed; or

5.3.1.2 if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

5.3.2 If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

5.3.2.1 the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

5.3.2.2 the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

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

The table also shows:

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

Variable "A" in Listing Rule 7.1.A.2		Dilution		
		\$0.0035 50% decrease in Issue Price	\$0.007 Issue Price/Current Market Price	\$0.014 100% increase in Issue Price
Current 741,365,653 Shares	Number of shares	74,136,565	74,136,565	74,136,565
	Funds raised	\$259,478	\$518,956	\$1,037,912
50% increase 1,112,048,479 Shares	Number of shares	111,204,847	111,204,847	111,204,847
	Funds raised	\$389,217	\$778,434	\$1,556,868
100% increase 1,482,731,306 Shares	Number of shares	148,273,130	148,273,130	148,273,130
	Funds raised	\$518,956	\$1,037,912	\$2,075,824

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.007, being the closing price of the Shares on ASX on 13 October 2017.

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

5.3.5 The Company may seek to issue the Equity Securities for the following purposes:

5.3.5.1 non-cash consideration for the acquisition of the new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration activities in Colombia and Australia, the acquisition of new assets or investments (including expense associated with such acquisitions), feasibility study expenditure on the Company's current assets and/or general working capital.

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

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

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

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

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

5.3.6 The Company has previously obtained Shareholder approval under Listing Rule 7.1A on 24 November 2016. The total number of securities issued in the 12 months to the date of this Meeting under Listing Rule 7.1A is 59,309,252 Shares and under Listing Rule 7.1 is 88,963,878 Shares which represents 25% of the total number of Equity Securities on issue at the commencement of the 12 month period before the date of the Meeting. Details of the Equity Securities issued in the prior 12 month period are set out in Schedule 2.

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

5.4 Voting Exclusion

A voting exclusion statement for Resolution 3 is contained in the Notice of Meeting.

5.5 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

6. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

6.1 Background

On 4 April 2017, the Company issued 148,273,130 Shares at a price of \$0.006 per Share to raise \$889,639 (**Placement**) before costs.

The Company issued 88,963,878 Shares without prior Shareholder approval out of its 15% annual placement capacity and 59,309,252 Shares without prior Shareholder approval out of its 10% additional placement capacity.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 148,273,130 Shares on the terms set out below (**Ratification**).

6.2 ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12-month period any Equity Securities, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12-month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where, pursuant to ASX Listing Rule 7.4, a company in general meeting ratifies the previous issue of securities made (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1

By ratifying the issue of the Shares the subject of Resolution 4, the Company will retain the flexibility to issue equity securities in the future of up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 and 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

6.3 Specific information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the share issue, the subject of Resolution 4 in accordance with ASX Listing Rule 7.5:

- (a) the number of securities allotted by the Company was 148,273,130 Shares;
- (b) those Shares were issued and allotted on 4 April 2017;
- (c) the Shares were issued at a price of \$0.006 each;
- (d) the allottees of the Shares were institutional and private sophisticated investors which are not related parties of the Company;
- (e) the Shares issued are fully paid ordinary shares and rank equally with the existing Shares on issue;
- (f) funds raised from this issue were used to further the Company's exploration projects and for general working capital purposes.

6.4 Voting Exclusion

A voting exclusion statement for Resolution 4 is contained in the Notice of Meeting.

6.5 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of Resolution 4. The Board believes that the ratification of the Placement, the subject of Resolution 4, is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 4 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12-months without shareholder approval.

7. RESOLUTION 5 – RE-APPROVAL OF EMPLOYEE INCENTIVE OPTION PLAN

7.1 Background

In general terms, ASX Listing Rule 7.1 requires a listed company to obtain shareholder approval prior to the issue of shares, or securities convertible into shares, representing more than 15% of the issued capital of that company in any 12-month period.

An exception to Listing Rule 7.1 is set out in Listing Rule 7.2 (Exception 9(b)) which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the plan as an exception to Listing Rule 7.1. The Pacifico Employee Incentive Option Plan (**EIOP**) was last approved by Shareholders at the 2014 Annual General Meeting on 25 November 2014.

Resolution 5 seeks Shareholder approval for the Company to have the capacity to issue Options under the EIOP as an exception to Listing Rule 7.1 in accordance with Listing Rule 7.2 (Exception 9). Furthermore, if Resolution 5 is passed, Listing Rule 7.2 (Exception 4) will exempt any shares that are issued on the conversion of EIOP Options that are issued under this approval from Listing Rule 7.1.

The EIOP is designed to align employee incentives with shareholder interests, encourage broad-based share ownership by employees and assist employee attraction and retention.

In order to take advantage of the exemption from Listing Rule 7.1 contained in Listing Rule 7.2 (Exception 9(b)) and allow the Company greater flexibility to issue securities, Shareholders are requested to approve the EIOP as an exemption from Listing Rule 7.1.

7.2 Listing Rule 7.2 Exception 9 information

For the purposes of Exception 9 of Listing Rule 7.2:

- (a) No Options have been issued to employees under the EIOP since the date of the last Shareholder approval of the EIOP (on 25 November 2014);
- (b) A summary of the key terms and conditions of the EIOP is set out in Schedule 3 to the Explanatory Statement; and
- (c) A voting exclusion statement for Resolution 5 is included in the Notice of Meeting.

A copy of the EIOP will be available at the Meeting venue immediately prior to and during the Meeting.

7.3 Voting Exclusion

A voting exclusion statement for Resolution 5 is contained in the Notice of Meeting.

7.4 Corporations Act Information

Section 260A(1)(c) of the Corporations Act prohibits a company from financially assisting a person to acquire shares in itself except as permitted by section 260(C). Section 260(C)(4) provides for special exemption for approved employee share schemes and states that financial assistance is exempted from section 260(A) if a resolution is passed at a general meeting of the company.

Accordingly, shareholder approval is sought under Resolution 5 to ensure compliance with these sections of the Corporations Act should the issue of Options under the EIOP (which may result in the acquisition of Shares) or any other provision of the EIOP constitute a financial benefit.

7.5 Directors' Recommendation

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

8. RESOLUTION 6 – ISSUE OF OPTIONS TO DIRECTORS

8.1 Background

The Company is proposing, subject to obtaining Shareholder approval, to allot and issue a total of 20,500,000 Options to the Directors (or their nominees) on the terms and conditions set out in Schedule 4 (**Directors Options**) as follows:

Director	Options
Simon Noon	8,500,000
Richard Monti	4,000,000
Peter Harold	4,000,000
Andrew Parker	4,000,000
TOTAL	20,500,000

The Company is in an important stage of development with significant opportunities and challenges in both the near and long-term, and the proposed issue seeks to align the efforts of the Directors in seeking to achieve growth of the Share price and in the creation of Shareholder value. In addition, the Board also believes that incentivising the Directors with the Director Options is a prudent means of conserving the Company's available cash reserves. The Board believes it is important to offer the

Director Options to continue to attract and maintain highly experienced and qualified Board members in a competitive market.

Resolutions 6(a), (b), (c) and (d) seek Shareholder approval for the issue of the Director Options to the Directors (or their nominees).

Shareholder approval is required under Section 208 of the Corporations Act and Listing Rule 10.11 where an entity issues, or agrees to issue, securities to a director (or associate of a director).

8.2 Chapter 2E of Corporations Act

Section 208 of the Corporations Act provides that for a public company to give a financial benefit to a related party of the company, the company must:

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

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

The issue of the Director Options to a Director requires the Company to obtain Shareholder approval because the Director Options constitute giving a financial benefit and as Directors, Simon Noon, Richard Monti, Peter Harold and Andrew Parker are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act do not apply in the current circumstances.

In accordance with Section 219 of the Corporations Act, the following information is provided to Shareholders to allow them to assess the proposed issue of the Director Options to Simon Noon, Richard Monti, Peter Harold and Andrew Parker.

Resolutions 6(a), (b), (c) and (d)

(a) The related party to whom the financial benefit will be given

Simon Noon, Richard Monti, Peter Harold and Andrew Parker whom are related parties by virtue of being a director of the Company.

(b) The nature of the financial benefits

Resolutions 6(a), (b), (c) and (d) seek approval from Shareholders to allow the Company to issue the Director Options in the amounts specified in Section 8.1 above to the Directors or their nominees. The Director Options are to be issued in accordance with the terms and conditions in Schedule 4.

The Shares to be issued upon conversion of the Director Options 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

Using a Black & Scholes valuation model, the Company's valuation of the Options is in Schedule 5, with a summary for each Director below:

Director	Value of Options
Simon Noon	\$18,324
Richard Monti	\$8,623
Peter Harold	\$8,623
Andrew Parker	\$8,623
TOTAL	\$44,193

(d) Dilution

The issue of the Options to the Directors will have a diluting effect on the percentage interest of existing Shareholders holdings if the Options are exercised. The exercise of the Options will result in a dilution of all other Shareholders' holdings in the Company of 2.77% based on issued Shares as at the date of this Notice (being 741,365,653) and 2.77% on a fully diluted basis (assuming all Options are exercised). The actual dilution will depend on the extent that additional Shares are issued by the Company.

(e) Remuneration of Directors

The total annual remuneration arrangements current for each of the Directors as at the date of this Notice are set out below:

Director	Salary and fees previous financial year	Salary and fees current financial year
Simon Noon	\$180,000 excluding superannuation	\$180,000 excluding superannuation
Richard Monti	\$43,200 excluding superannuation	\$43,200 excluding superannuation
Peter Harold	\$32,400 excluding superannuation	\$32,400 excluding superannuation
Andrew Parker	\$32,400 excluding superannuation	\$32,400 excluding superannuation

(f) Existing Relevant Interests

At the date of this Notice, the Directors hold the following relevant interests in Equity Securities of the Company:

Director	Shares
Simon Noon	22,200,000
Richard Monti	18,835,308
Peter Harold	4,250,495
Andrew Parker	3,717,596

Assuming that:

- (i) Resolutions 6(a), (b), (c) and (d) are approved by Shareholders;
- (ii) all of the Options are issued;
- (iii) each Director exercises all of the Options to be granted to him pursuant to Resolutions 6(a), (b), (c) and (d) respectively; and
- (iv) no other Equity Securities are issued or exercised,

the respective interests of the Directors in the Company would be as follows:

- (i) Mr Noon's interest would represent approximately 4.03% of the Company's expanded capital;
- (ii) Mr Monti's interest would represent approximately 3.00% of the Company's expanded capital;
- (iii) Mr Harold's interest would represent approximately 1.08% of the Company's expanded capital; and
- (iv) Mr Parker's interest would represent approximately 1.01% of the Company's expanded capital.

(g) Trading History

Over the past 12 months prior to the date of this Notice, the lowest recorded closing price of Shares traded on ASX was \$0.004 on 14 July 2017 and the highest closing price was \$0.011 on 16 October 2016. At the close of trading on 13 October 2017 the Share price on the ASX was \$0.007.

(h) Corporate Governance

The Board acknowledges the grant of the Director Options to the non-executive Directors is contrary to Recommendation 8.2 of the 3rd edition of the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations. However, the Board considers the grant of Director Options to the non-executive Directors reasonable in the circumstances for the reasons described in Section 8.1.

(i) Taxation consequences

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

8.3 Listing Rule 10.11

Listing Rule 10.11 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities by a company to a related party of the company. Each of Simon Noon, Richard Monti, Peter Harold and Andrew Parker is a Director of the Company and therefore a related party of the Company.

Resolutions 6(a),(b),(c) and (d) seek approval for the issue of 20,500,000 Options to the Directors (and/or their nominees) for the purpose of satisfying the requirements of Listing Rule 10.11. As approval is being sought pursuant to Listing Rule 10.11, Listing Rule 7.2 Exception 14 provides that the Company is not required to seek approval under Listing Rule 7.1. By approving the grant of the Options under Listing Rule 10.11, the 20,500,000 Options will not be included in the 15% calculation of the Company's placement capacity pursuant to Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 6(a),(b),(c) and (d):

(a) Name of the persons

Simon Noon, Richard Monti, Peter Harold and Andrew Parker or their nominees.

(b) Maximum number of securities to be issued

20,500,000 Options.

(c) Date by which the entity will issue the securities

It is anticipated that the Options will be issued and allotted within 7 days of the Annual General Meeting. In any event, however, no Options will be issued later than one month after the Annual General Meeting (other than to the extent permitted by any waiver or modification of the Listing Rules).

(d) Relationship

Simon Noon, Richard Monti, Peter Harold and Andrew Parker whom are related parties by virtue of being a director of the Company.

(e) Issue price of the securities

The Options will be issued for nil cash consideration.

(f) Terms of the securities

The terms and conditions of the Options are set out in Schedule 4.

(g) Intended use of the funds raised

No funds will be raised from the issue of the 20,500,000 Options. In the event of exercise of the Options, funds raised will be used towards the working capital of the Company.

8.4 Voting Prohibition & Exclusion

A voting prohibition and exclusion statement for Resolutions 6(a), (b), (c) and (d) is contained in the Notice of Meeting.

In accordance with section 250BD of the Corporations Act, a vote on Resolutions 6(a), (b), (c) and (d) must not be cast (in any capacity) by, or on behalf of:

- (a) A member of the Key Management Personnel of the Company; or
- (b) A Closely Related Party of such member.

However, a person described above may cast a vote on Resolutions 6(a), (b), (c) or (d) as proxy if the vote is not cast behalf of a person described in subparagraphs (a) or (b) above and either:

- (a) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolutions 6(a), (b), (c) or (d); or
- (b) The person is the Chairman and the appointment of the Chairman as proxy:
 - (i) Does not specify the way the proxy is to vote on Resolutions 6(a), (b), (c) or (d); and
 - (ii) Expressly authorises the Chairman to exercise the proxy even if Resolutions 6(a), (b), (c) or (d) are connected directly or indirectly with the remuneration of Key Management Personnel.

For the avoidance of doubt, Mr Richard Monti, in his capacity as Chair, is prohibited from exercising undirected proxies on Resolution 6(b).

8.5 Directors' Recommendations

A voting exclusion statement is included in the Notice.

The Directors decline to make a recommendation to Shareholders in relation to Resolutions 6(a), (b), (c) and (d) as they have a material personal interest in the outcome of the Resolutions. Further, ASIC Regulatory Guide 76 notes at paragraph 76.103 that it is good practice for directors to avoid making a recommendation for resolutions about each others remuneration as there may be a conflict of interest.

9. ENQUIRIES

Shareholders are required to contact the Company Secretary on **+61 (0)8 6266 8642** if they have any queries in respect of the matters set out within this document.

SCHEDULE 1 – GLOSSARY

In this Notice and the Explanatory Statement:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 5.

10% Placement Period has the meaning given in Section 5.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2017.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of the ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

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

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means a spouse or child of the member or has the meaning given in section 9 of the Corporations Act.

Company means Pacifico Minerals Limited (ACN 107 159 713).

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

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

Director means a director of the Company.

Directors' Options has the meaning given in section 8.1 of this Explanatory Statement.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

EIOP means the Company's employee incentive option plan.

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

Explanatory Statement means the explanatory statement attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

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

Listing Rules means the listing rules of the ASX.

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

Notice means this notice of meeting.

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

Placement has the meaning given in section 6 of this Explanatory Statement.

Proxy Form means the proxy form attached to the Notice.

Ratification has the meaning given in section 6 of this Explanatory Statement.

Remuneration Report means the Remuneration Report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given in section 3.2 of this Explanatory Statement.

Spill Resolution has the meaning given in section 3.2 of this Explanatory Statement.

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

VWAP means volume weighted average price

WST means Western Standard Time, being the time in Perth, Western Australia.

In this Notice and the Explanatory Statement words implying the singular include the plural and vice versa.

SCHEDULE 2 – ISSUE OF EQUITY SECURITIES

Information required by listing rule 7.3A.6 is as follows:

	<i>Issue 1</i>
Date of issue	4 April 2017
Number issued	148,273,130
Class and terms of equity security	Fully Paid Ordinary Shares
Names of persons who received securities or basis on which those persons was determined	Institutional and sophisticated investors
Price	\$0.006
Discount to market price (if any)	14.29%
<i>For cash issues:</i>	
Total cash consideration received (before costs)	\$889,639
Amount of cash consideration spent	\$102,000
Use of cash consideration	Exploration at the Borrooloola West Project
Intended use for remaining amount of cash	To continue exploration at the Borrooloola West Project and for general working capital.

SCHEDULE 3 – SUMMARY OF TERMS OF EMPLOYEE INCENTIVE OPTION PLAN

The Company has established the Employee Incentive Option Plan. The full terms of the Employee Incentive Option Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Employee Incentive Option Plan is set out below.

(a) ASIC Relief

ASIC Relief means the relief from the disclosure and licensing provisions of the Corporations Act contemplated by ASIC Regulatory Guide 49 as modified from time to time and any additional relief granted by ASIC pursuant to an application made by the Company. ASIC Relief includes the relief set out in the Class Order and any future ASIC class order relating to ASIC Regulatory Guide 49, including the ASIC class order contemplated by ASIC Consultation Paper 218.

(b) Eligibility

The Board may invite any person including full, part time, casual or prospective employees, directors and consultants of the Company or an Associated Body Corporate of the Company to participate in the Option Plan (Eligible Participant). Eligible Participants do not possess any right to participate in the Option Plan, as participation is solely determined by the Board. Each Option entitles the holder to subscribe for one fully paid ordinary share upon exercise of the Option.

(c) Offer of Plan Options

The Option Plan will be administered by the Board which may, in its absolute discretion, offer Plan Options to any Eligible Participants from time to time as determined by the Board and, in exercising that discretion, may have regard to some or all of the following considerations:

- (i) the Eligible Employee's length of service with the Company;
- (ii) the contribution made by the Eligible Employee to the Company;
- (iii) the potential contribution of the Eligible Employee to the Company; or
- (iv) any other matter the Board considers relevant.

(d) Number of Plan Options

The number of Plan Options to be offered to an Eligible Participant will be determined by the Board in its discretion and in accordance with the rules of the Option Plan, applicable law and the ASX Listing Rules.

(e) Conversion

Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company.

(f) Consideration

Options issued under the Plan will be issued for consideration determined by the Board on a case by case basis. This may include Options issued for nil or nominal cash consideration.

(g) Exercise Price

The exercise price for Plan Options offered under the Option Plan will be determined by the Board at its sole discretion.

(h) Exercise Conditions

Options may be made subject to Exercise Conditions as determined by the Board in its discretion and in accordance with the Rules and applicable law and the Listing Rules.

(i) Exercise of Plan Options

A participant in the Option Plan will be entitled to exercise their Options in respect of which the exercise conditions have been met provided the Plan Options have not lapsed and the exercise of the Plan Options will not result in the Company contravening the relevant ASIC Relief. A holder may exercise Plan Options by delivering an exercise notice to the Company Secretary along with the Plan Options certificate, and paying the applicable exercise price (if any) of the Plan Options multiplied by the number of Plan Options proposed to be exercised.

Within ten Business Days of receipt of the required items, the Company will, subject to the ASX Listing Rules, issue to the participant the relevant number of Shares.

(j) Death, permanent disability, retirement or redundancy

If the participant in the Option Plan dies, becomes permanently disabled or permanently retires or is made redundant from the workforce as an employee of the Company prior to the lapse of the Plan

Options, the participant, or the participant's legal personal representative, will be entitled to exercise their Plan Options in accordance with the Option Plan rules for the period commencing on the date of the cessation event and ending on the first to occur of the date of lapsing of the Plan Options and the date which is six months after the date of the cessation event.

(k) Lapse of Options

Plan Options held by a participant in the Option Plan will lapse immediately if:

- (i) the expiry date of the Plan options has passed;
- (ii) the exercise conditions attaching to the Plan Options are unable to be met; or
- (iii) the holder ceases to be an Eligible Participant and any exercise conditions have not been met by the date the relevant person ceases to be an Eligible Participant (Ceasing Date) or where the options are not exercised within a three month period after the Ceasing Date.

(l) Participation in Rights Issues and Bonus Issues

The Plan Options granted under the Option Plan do not give the holder any right to participate in new issues unless Shares are issued pursuant to the exercise of the relevant Plan Options prior to the record date for determining entitlements to such issue.

If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Option Exercise Price shall be reduced according to the formula specified in the Listing Rules.

In the event of a bonus issue of Shares being made pro-rata to Shareholders, (other than an issue in lieu of dividends), the number of Shares issued on exercise of each Option will include the number of bonus Shares that would have been issued if the Option had been exercised prior to the record date for the bonus issue. No adjustment will be made to the exercise price per Share of the Option.

(m) Reorganisation

If at any time the capital of the Company is reorganised, the terms of the Options will be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.

(n) Limitation on Offers

The Company must take reasonable steps to ensure that the number of Shares to be received on exercise of Options offered under an Offer when aggregated with:

- (i) the number of Shares that would be issued if each outstanding offer for Shares, units of Shares or options to acquire Shares under an employee share scheme were to be exercised or accepted; and
- (ii) the number of Shares issued during the previous 5 years from the exercise of Options issued under the Plan (or any other employee share plan extended only to Eligible Participants), does not exceed 5% of the total number of Shares on issue at the time of an Offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with ASIC Class Order 02/184).

(o) Takeover Bid or Change of Control – "Trigger Event"

Notwithstanding any other Rule, upon the occurrence of a Trigger Event, the Board may determine:

- (i) that the Options may be exercised at any time from the date of such determination, and in any number until the date determined by the Board acting bona fide so as to permit the holder to participate in any change of control arising from a Trigger Event, provided that the Board will forthwith advise in writing each holder of such determination. Thereafter, the Options shall lapse to the extent they have not been exercised; or
- (ii) to use their reasonable endeavours to procure that an offer is made to holders of Options on like terms (having regard to the nature and value of the Options) to the terms proposed under the Trigger Event in which case the Board shall determine an appropriate period during which the holder may elect to accept the offer and, if the holder has not so elected at the end of that period, the Options shall immediately become exercisable and if not exercised within 10 days, shall lapse.

(p) Restriction Period

The Board may, in its discretion, determine that a restriction period will apply to some or all of the Shares issued to a participant on exercise of the Plan Options.

SCHEDULE 4 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The terms and conditions of the Options the subject of Resolutions 6(a),(b),(c) and (d) are set out below.

- (a) Each Option entitles the holder to subscribe for one fully paid ordinary share upon exercise of the Option.
- (b) Each Option shall be issued for no consideration.
- (c) The amount payable upon exercise of each Option will be equal to the higher of 1.5 cents and 100% (rounded down to the nearest one tenth of a cent) of volume weighted average price of the Shares over a period of 10 Trading Days ending on the Trading Day immediately before the date of the Annual General Meeting ("Exercise Price").
- (d) The Options will expire at 5pm WST on a date that is 3 years from the date of issue ("Expiry Date").
- (e) The Options may be exercised at any time until the Expiry Date ("Exercise Period").
- (f) The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate ("Notice of Exercise") and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.
- (g) A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds ("Exercise Date").
- (h) Within 15 Business Days after the later of the following:
 - (i) the Exercise Date; and
 - (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,but in any case no later than 20 Business Days after the Exercise Date, the Company will:
 - (iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
 - (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (v) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (h)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (i) Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
- (j) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (k) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (l) In the event of any pro-rata issue of securities (except a Bonus Issue) the exercise price of the Options will be adjusted in accordance with ASX Listing Rule 6.22.2.
- (m) The Options are not transferable, without the prior written consent of the Company.
- (n) Whereby the employee or contractor resigns voluntarily, the Options must be exercised within 3 months of the holder ceasing to be employed or contracted by the Company.

SCHEDULE 5 – VALUATION OF DIRECTOR OPTIONS

The Options to be issued to Directors (Director Options) pursuant to Resolution 6(a),(b),(c) and (d) have been valued by management.

Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value, as follows:

Director	Simon Noon	Richard Monti	Peter Harold	Andrew Parker
Exercise price	The higher of 1.5 cents and a 100% premium (rounded down to the nearest one tenth of a cent) of volume weighted average price of the Shares over a period of 10 Trading Days ending on the Trading Day immediately before the date of the Annual General Meeting.			
Market value on the ASX of underlying Shares at time of setting exercise price	\$0.007	\$0.007	\$0.007	\$0.007
Exercise price premium to market value	At least 100%			
Expiry date	3 years from date of issue			
Expected volatility	75%			
Risk free interest rate	2.10%			
Annualised dividend yield	Nil			
Value of each Option	\$0.00216			
Number of Options proposed per Resolutions 6(a),(b),(c) and (d) respectively	8,500,000	4,000,000	4,000,000	4,000,000
Aggregate value of Options	\$18,324	\$8,623	\$8,623	\$8,623

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

«EFT_REFERENCE_NUMBER»

PACIFICO MINERALS LIMITED

ACN: 107 159 713

REGISTERED OFFICE:LEVEL 10
553 HAY STREET
PERTH WA 6000**SHARE REGISTRY:**Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au«Post_zone»
«Company_code» «Sequence_number»«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

PMY

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE
ONLINE**Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm WST on Wednesday 22 November 2017 at Level 10, 553 Hay Street, PERTH, WESTERN AUSTRALIA and at any adjournment 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 6(a)-(d) (inclusive) (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 6(a)-(d) (inclusive) are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

For the avoidance of doubt, Mr Richard Monti, in his capacity as Chairman, is prohibited from exercising undirected proxies on Resolution 6(B).

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 6(a)-(d) (inclusive) by marking the appropriate box in Section B below.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. ADOPTION OF REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(A) ISSUE OF OPTIONS TO SIMON NOON	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RE-ELECTION OF MR RICHARD MONTI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(B) ISSUE OF OPTIONS TO RICHARD MONTI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. APPROVAL OF 10% PLACEMENT FACILITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(C) ISSUE OF OPTIONS TO PETER HAROLD	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6(D) ISSUE OF OPTIONS TO ANDREW PARKER	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. RE-APPROVAL OF EMPLOYEE INCENTIVE OPTION PLAN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 2:00pm WST on Monday 20 November 2017.

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My/Our contact details in case of enquiries are:

Name:

Number:

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1 and 6(A)-(D) (inclusive), by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1 and 6(A)-(D) (inclusive).

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as they see fit on that item, to the extent they are able in accordance with the Corporations Act. For the avoidance of doubt, Mr Richard Monti, in his capacity as Chairman, is prohibited from exercising undirected proxies on Resolution 6(B).

5. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms in the same envelope.

6. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

7. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

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530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.