
PARKWAY MINERALS NL

ABN 62 147 346 334

NOTICE OF ANNUAL GENERAL MEETING

TIME: 1.00pm WST

DATE: Thursday, 30 November 2017

PLACE: Level 1,
675 Murray Street
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, 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 (08) 9479 5386.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Parkway Minerals NL which this Notice of Annual General Meeting relates to will be held at 1.00pm WST on Thursday, 30 November 2017 at Level 1, 675 Murray Street, West Perth WA 6005.

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the question that the resolution be passed; and
- either of the following applies:
 - if a record of attendance is made for the meeting - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Parkway Minerals NL will be held at Level 1, 675 Murray Street, West Perth WA 6005 at 1.00pm WST on Thursday, 30 November 2017.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

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 4:00pm WST on 28 November 2017.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

REPORTS AND ACCOUNTS

To receive the financial report of the Company for the year ended 30 June 2017, together with the directors' report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING)

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the Company to adopt the remuneration report as contained in the Company’s annual financial report for the financial year ended 30 June 2017.”

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

Voting Prohibition Statement:

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

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

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – ADRIAN GRIFFIN

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

“That, for the purpose of ASX Listing Rule 14.4, section 11.3 of the Constitution and for all other purposes, Adrian Griffin, being a Director, retires by rotation and, being eligible, is hereby re-elected as a Director.”

RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 692,151 Shares to Dakota Minerals Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this resolution 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 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 resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 85,000,000 Shares to Exempt Investors on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this resolution 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 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 – APPROVAL FOR THE FUTURE PLACEMENT OF SHARES

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to that number of Shares which, when multiplied by the issue price, will raise up to \$3,000,000 on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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 6 – APPROVAL FOR THE ISSUE OF BROKER OPTIONS TO JB ADVISORY PTY LTD

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue 5,000,000 Class A Broker Options and 5,000,000 Class B Broker Options to JB Advisory Pty Ltd (and/or its nominees), and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed 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 7 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue and allotment of Equity Securities totaling up to 10% of the number of ordinary Shares on issue by way of placements over a 12 month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2; and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and any person who might obtain a benefit, other than a benefit solely in the capacity of an ordinary security holder, from the passing of this Resolution and any associates of those persons. 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 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 8 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR AND SENIOR MANAGEMENT FEE AND REMUNERATION SACRIFICE SHARE PLAN

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

“That, for the purpose of Exception 9(b) Listing Rule 7.2 and for all other purposes, Shareholders approve the Director and Senior Management Fee and Remuneration Sacrifice Share Plan and the issue of Shares to participants under that plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any Director or its nominee(s) (except one who is ineligible to participate in any employee incentive scheme of the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is permitted to vote in accordance with the direction on the Proxy Form as the proxy decides.

In addition, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone permitted to vote on this Resolution, even though it is connected with the remuneration of Key Management Personnel.

RESOLUTION 9 – APPROVAL TO PERMIT THE PARTICIPATION OF ADRIAN GRIFFIN IN THE DIRECTOR AND SENIOR MANAGEMENT FEE AND REMUNERATION SACRIFICE SHARE PLAN

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Adrian Griffin (or his nominee(s)) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any Director or its nominee(s) (except one who is ineligible to participate in any employee incentive scheme of the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is permitted to vote in accordance with the direction on the Proxy Form as the proxy decides.

In addition, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone permitted to vote on this Resolution, even though it is connected with the remuneration of Key Management Personnel.

RESOLUTION 10 – APPROVAL TO PERMIT THE PARTICIPATION OF PATRICK MCMANUS IN THE DIRECTOR AND SENIOR MANAGEMENT FEE AND REMUNERATION SACRIFICE SHARE PLAN

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Patrick McManus (or his nominee(s)) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any Director or its nominee(s) (except one who is ineligible to participate in any employee incentive scheme of the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is permitted to vote in accordance with the direction on the Proxy Form as the proxy decides.

In addition, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone permitted to vote on this Resolution, even though it is connected with the remuneration of Key Management Personnel.

RESOLUTION 11 – APPROVAL TO PERMIT THE PARTICIPATION OF CHEW WAI CHUEN IN THE DIRECTOR AND SENIOR MANAGEMENT FEE AND REMUNERATION SACRIFICE SHARE PLAN

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Chew Wai Chuen (or his nominee(s)) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any Director or its nominee(s) (except one who is ineligible to participate in any employee incentive scheme of the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is permitted to vote in accordance with the direction on the Proxy Form as the proxy decides.

In addition, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone permitted to vote on this Resolution, even though it is connected with the remuneration of Key Management Personnel.

RESOLUTION 12 – APPROVAL TO PERMIT THE PARTICIPATION OF NATALIA STRELTSOVA IN THE DIRECTOR AND SENIOR MANAGEMENT FEE AND REMUNERATION SACRIFICE SHARE PLAN

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

“That, for the purpose of Listing Rule 10.14 and for all other purposes, the Company is authorised to issue Shares to Natalia Streltsova (or her nominee(s)) pursuant to the Director and Senior Management Fee and Remuneration Sacrifice Share Plan, on the terms and conditions and in the manner set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any Director or its nominee(s) (except one who is ineligible to participate in any employee incentive scheme of the Company) and any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- (a) a person as a proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) the Chair as proxy for a person who is permitted to vote in accordance with the direction on the Proxy Form as the proxy decides.

In addition, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel (or any of their Closely Related Parties) as proxy where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone permitted to vote on this Resolution, even though it is connected with the remuneration of Key Management Personnel.

RESOLUTION 13 – RATIFICATION OF THE ISSUE OF SHARES TO JB ADVISORY PTY LTD

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the issue of 2,640,000 Shares to JB Advisory Pty Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this resolution 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 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 14 – CANCELLATION OF SHARES ISSUED TO DIRECTORS

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

“That, for the purpose of Section 256C(2) of the Corporations Act, and for all other purposes, approval be given for the Company to make a selective reduction of its capital and cancel 5,720,763 Shares with effect from the date that is 14 days after this Resolution is lodged with ASIC, on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by any person who is to receive consideration as part of the reduction or whose liability to pay amounts unpaid on the Shares is to be reduced, if the Resolution is passed 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 15 – APPROVAL FOR THE ISSUE OF SHARES TO ADRIAN GRIFFIN

Note: Resolution 15 is conditional on, and subject to, Resolution 14 being passed. Resolution 15 will be deemed to have been withdrawn and the result of the vote on

Resolution 15 will not be valid if Resolution 14 is not passed. Please refer to the Explanatory Statement for further information.

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

“That, subject to Resolution 14 being passed, for the purposes of Listing Rule 10.11, and for all other purposes, approval be given for the issue of 1,096,051 Shares to Adrian Griffin at on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by Adrian Griffin, if the Resolution is passed, and any associates of Adrian Griffin. 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 16 – APPROVAL FOR THE ISSUE OF SHARES TO PATRICK MCMANUS

Note: Resolution 16 is conditional on, and subject to, Resolution 14 being passed. Resolution 16 will be deemed to have been withdrawn and the result of the vote on Resolution 16 will not be valid if Resolution 14 is not passed. Please refer to the Explanatory Statement for further information.

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

“That, subject to Resolution 14 being passed, for the purposes of Listing Rule 10.11, and for all other purposes, approval be given for the issue of 3,349,035 Shares to Patrick McManus on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by Patrick McManus, if the Resolution is passed, and any associates of Patrick McManus. 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 17 – APPROVAL FOR THE ISSUE OF SHARES TO CHEW WAI CHUEN

Note: Resolution 17 is conditional on, and subject to, Resolution 14 being passed. Resolution 17 will be deemed to have been withdrawn and the result of the vote on Resolution 17 will not be valid if Resolution 14 is not passed. Please refer to the Explanatory Statement for further information.

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

“That, subject to Resolution 14 being passed, for the purposes of Listing Rule 10.11, and for all other purposes, approval be given for the issue of 666,763 Shares to Chew Wai Chuen on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by Chew Wai Chuen, if the Resolution is passed, and any associates of Chew Wai Chuen. 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 18 – APPROVAL FOR THE ISSUE OF SHARES TO NATALIA STRELTSOVA

Note: Resolution 18 is conditional on, and subject to, Resolution 14 being passed. Resolution 18 will be deemed to have been withdrawn and the result of the vote on Resolution 18 will not be valid if Resolution 14 is not passed. Please refer to the Explanatory Statement for further information.

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

“That, subject to Resolution 14 being passed, for the purposes of Listing Rule 10.11, and for all other purposes, approval be given for the issue of 608,914 Shares to Natalia Streltsova on the terms and conditions set out in the Explanatory Statement.”

Voting Prohibition Statement:

The Company will disregard any votes cast on this Resolution by Natalia Streltsova, if the Resolution is passed, and any associates of Natalia Streltsova. 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.

DATED: 27 OCTOBER 2017

BY ORDER OF THE BOARD



**ELIZABETH HUNT
COMPANY SECRETARY
PARKWAY MINERALS NL**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Level 1, 675 Murray Street, West Perth WA 6005 at 1.00pm WST on Thursday, 30 November 2017.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2017 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The audited financial statements for the year ended 30 June 2017 included an emphasis of matter in the audit report. The basis for the emphasis of matter was the material uncertainty regarding the Company's ability to continue as a going concern. Please refer to the 2017 Annual Report for further details.

2. RESOLUTION 1 – REMUNERATION REPORT (NON-BINDING RESOLUTION)

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.

If at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2018 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the Company (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the general meeting (**Spill Meeting**) within 90 days of the Company's 2018 annual general meeting. All of the Directors who were in office when the Company's 2018 directors' report 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 is approved will be the directors of 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 2017 Annual Report.

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

3. RESOLUTION 2 – RE-ELECTION OF ADRIAN GRIFFIN

ASX Listing Rule 14.4 and section 11.3 of the Constitution provide that a director of an entity must not hold office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

A retiring Director is eligible for re-election. The Directors to retire at any annual general meeting must be those who have been longest in office since their last election but, as between persons who became Directors on the same day, those to retire must (unless they otherwise agree among themselves) be determined by lot.

Adrian Griffin retires and seeks re-election in accordance with ASX Listing Rule 14.4 and section 11.3 of the Constitution. Details regarding Mr Griffin are set out below.

Adrian Griffin, an Australian-trained mining professional, has had exposure to metal mining and processing worldwide during a career spanning more than three decades. A pioneer of the lateritic nickel processing industry, he has helped develop extraction technologies for a range of minerals over the years. Today, Adrian specialises in mine management and production. He is a former Chief Executive Officer of Dwyka Diamonds Limited, an AIM- and ASX-listed diamond producer, was a founding director and executive of Washington Resources Limited and also a founding director of Empire Resources Limited, Ferrum Crescent Limited and Reedy Lagoon Corporation Limited. Moreover, Mr Griffin was a founding director of ASX-listed Northern Minerals, of which company he is currently a non-executive director. He is also managing director of ASX-listed Lithium Australia NL.

Other listed company directorships during the last 3 years:

Northern Minerals Ltd (Director June 2006 – present), Reedy Lagoon Corporation Ltd (Director June 2014 –present) and Lithium Australia NL (Director February 2011 – present).

Adrian Griffin is also a member of the Audit & Risk Committee, Remuneration Committee (Chairman) and the Nomination Committee.

The Directors (other than Mr Griffin) recommend Shareholder's vote in favour of the re-election of Adrian Griffin.

4. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES

4.1 Background

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 692,151 Shares to Dakota Minerals Limited on the terms set out below.

The 692,151 Shares were issued on 24 February 2017 as acquisition consideration for the exploration licences associated with the Lake Barlee project.

4.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

In addition, Shareholders passed a special resolution under Listing Rule 7.1A at the Company's last annual general meeting which provides the Company with an additional capacity to issue quoted equity securities up to 10% of its issued capital.

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

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

4.3 Technical information required by Listing Rule 7.4 for the Share ratification

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share ratification:

- (a) 692,151 Shares were issued;
- (b) the deemed issue price per Share was \$0.0217;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the allottee of the Shares was Dakota Minerals Limited which is not a related party of the Company; and
- (e) No cash was raised via the issue of the Shares as they were issued a consideration for the acquisition of tenements.

4.4 Directors' recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 3. The Board believes that the ratification of the issue of the Shares the subject of Resolution 3 is beneficial for the Company. The Board recommends Shareholders vote in favour of Resolution 3 as it provides the Company with the flexibility to issue, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without shareholder approval.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES

5.1 Background

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 85,000,000 Shares to Exempt Investors on the terms set out below.

On 20 September 2017, The Company completed a placement of 85,000,000 Shares of which 50,470,385 were issued from the Company's 15% placement capacity under ASX Listing Rule 7.1 and the balance of 34,529,615 Shares issued from the Company's 10% placement capacity under ASX Listing Rule 7.1A.

By ratifying the issue of the Shares issued, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Approval for the renewal of the Company's 10% placement capacity under ASX Listing Rule 7.1A is sought in Resolution 7.

5.2 ASX Listing Rules 7.1, 7.1A and 7.4

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in Section 4.2.

5.3 Technical information required by Listing Rule 7.4 for the Share ratification

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share ratification:

- (a) 85,000,000 Shares were issued;
- (b) the issue price per Share was \$0.01;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the allottees of the Shares were Exempt Investors of which none are a related party of the Company; and
- (e) a total of \$850,000 was raised via the issue of the Shares which will be used to fund the exploration programme planned for the next 12 months at Lake Barlee.

5.4 Directors' recommendation

None of the Directors has a material personal interest in the subject matter of Resolution 4. The Board believes that the ratification of the issue of the Shares 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, subject to the limits under the ASX Listing Rules, further securities during the next 12 months without shareholder approval.

6. RESOLUTION 5 – APPROVAL FOR THE FUTURE PLACEMENT OF SHARES

6.1 General

This Resolution seeks Shareholder approval for the issue of that number of Shares which, when multiplied by the issued price, will raise up to \$3,000,000 (**Placement**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of this Resolution will be to allow the Company to issue the Shares pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

6.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 4.2 above.

6.3 Technical information required by ASX Listing Rule 7.1

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

- (i) the maximum number of Shares to be issued is up to that number of Shares which, when multiplied by the issue price, equals \$3,000,000;

- (ii) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur progressively;
- (iii) the issue price will be not less than 80% of the average market price for Shares calculated over the 5 days on which sales in the Shares were recorded before the date on which the issue is made or, if there is a prospectus, over the last 5 days on which sales in the securities were recorded before the date the prospectus is signed;
- (iv) the persons to whom the Shares will be issued are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the Placement. The persons will not be related parties of the Company;
- (v) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (vi) the Company intends to use the funds raised from the Placement as follows:

Use of Funds	\$
Advancing Lake Barlee exploration programme	\$2,000,000
Exploration at Dandaragan Trough	\$500,000
Dinner Hill feasibility study	\$500,000
Total	3,000,000

6.4 Voting Dilution

Any issue of Shares under the Placement will dilute the interests of Shareholders who do not receive any Shares under the Placement.

The volume weighted average price (**VWAP**) for Shares on the 5 days on which sales in Shares were recorded before 10 October 2017 was \$0.010 (1.0 cent). The lowest issue price (i.e. maximum discount) of not less than 80% of this volume weighted average price would be \$0.008 (0.8 cents) per Share.

Accordingly, set out below is a worked example of the number of Shares that may be issued under the Resolution based on an assumed issue price of \$0.010 (being the Share price as at 9 October 2017), and \$0.008 and \$0.009 (being 80% and 90% of the VWAP for Shares on the 5 days on which sales in Shares were recorded before 10 October 2017, respectively).

Assumed issue price	Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to this Resolution	Current Shares on issue as at the date of this Notice	Increased number of Shares on issue assuming the Company issued the maximum amount pursuant to this Resolution	Dilution effect on existing Shareholders
\$0.010	300,000,000	444,144,634	744,144,634	68%
\$0.009	333,333,333	444,144,634	777,477,967	75%

\$0.008	375,000,000	444,144,634	819,144,634	84%
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The table above uses the following assumptions:

- The total number of Shares on issue is 444,144,634
- The Company issues the maximum possible number of Shares under the Placement.
- Figures have been rounded up to the nearest whole number.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

Assuming no Options are exercised or other Shares are issued and the maximum number of Shares as set out in the worked example above are issued, the number of Shares on issue would increase from 444,144,634 (being the number of Shares on issue as at the date of this Notice) to 819,144,634 and the shareholding of existing Shareholders would be diluted by 84%.

The Company notes that the above workings are examples only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

6.5 Directors' Recommendation

None of the Directors have a material personal interest in the subject matter of this Resolution. The Board recommends that Shareholders vote in favour of this Resolution as it will enable the Company to fund its ongoing operations and commitments.

7. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF OPTIONS TO JB ADVISORY PTY LTD

Resolution 6 seeks Shareholder approval for the issue and allotment of 5,000,000 Class A Broker Options and 5,000,000 Class B Broker Options.

The 10,000,000 Broker Options are to be issued for services in relation to the placement completed on 20 September 2017.

The effect of this Resolution will be to allow the Company to issue the Broker Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% placement capacity.

7.1 ASX Listing Rules 7.1 and 7.4

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 4.2 above.

7.2 Technical information required by ASX Listing Rule 7.3

For the purposes of ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6:

- (i) the number of securities allotted by the Company will be 5,000,000 Class A Broker Options exercisable at \$0.02 and 5,000,000 Class B Broker Options exercisable at \$0.04 on or before 20 September 2019;
- (ii) the Options will be issued at a deemed price of \$Nil each;
- (iii) the terms and conditions of the Broker Options are set out in Annexure A. The Company does not intend to apply for quotations of the Broker Options;

- (iv) the Options will be issued at the same date, no later than 3 months after the date of the Meeting;
- (v) the allottees of the Broker Options will be JB Advisory Pty Ltd (and/or its nominees); and
- (vi) no cash will be raised via the issue of the Broker Options as they were issued for services in relation to the placement completed in September 2017. The proceeds from any future exercise of the Broker Options are intended to be applied towards meeting working capital requirements of the Company relevant at, or about, the time of the exercise of the Broker Options at the discretion of the Board.

7.3 Directors' recommendation

None of the Directors has a material personal interest in the subject matter of this Resolution. The Board recommends Shareholders vote in favour of the Resolution as it will conserve the Company's 15% placement capacity.

8. RESOLUTION 7 – APPROVAL FOR ADDITIONAL PLACEMENT CAPACITY

8.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities totalling up to 10% of its issued capital over a period up to 12 months after the entity's annual general meeting (**10% Placement Capacity**).

Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed.

An Eligible Entity for the purposes of Listing Rule 7.1A is an entity that is not included in the SRP/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an Eligible Entity.

If Shareholders approve Resolution 7, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 7.2 below).

The effect of Resolution 7 will be to allow the Directors to issue Equity Securities totalling up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during a period of up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

The Board believes that Resolution 7 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this resolution.

8.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

The Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has three classes of quoted Equity Securities on issue being its 346,887,810 Shares (fully paid ordinary); 35,960,024 partly paid Shares paid to \$0.001 and unpaid \$0.049 (**Partly Paid Shares**); and options expiring 30 November 2018, exercisable at \$0.07 (**Quoted Options**).

8.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date, the date on which the Equity Securities are issued.

(b) **Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- 12 months after the date of the Annual General Meeting; and
- the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

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

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.005 (50% decrease in current issue price)	Funds raised based on issue price of \$0.010 (Current issue price)	Funds raised based on issue price of \$0.015 (50% increase in current issue price)
444,144,634 (Current)	44,414,463	\$222,072	\$444,144	\$666,216
666,216,951 (50% increase)*	66,621,695	\$333,108	\$666,216	\$999,325
888,289,268 (100% increase)*	88,828,927	\$444,144	\$888,289	\$1,322,433

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current Shares on issue are the Shares on issue as at 10 October 2017 and does not include any Shares that may be issued under the share purchase plan that is being undertaken by the Company as at the date of this Notice and as first announced to ASX on 21 September 2017.
2. The current issue price set out above is the last price at which Shares were traded prior to 10 October 2017 (being \$0.010).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares (it does not include Partly Paid Shares or Quotes Options even though those securities may be issued under the 10% Placement Capacity). It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) **Purpose of Issue under 10% Placement Capacity**

The Company may decide to issue Equity Securities under the 10% Placement Capacity to raise funds for the purpose of advancing any of its projects, including the Dinner Hill Project, Dandaragan Trough Project and Lake Barlee Project. Funds may also be raised to fund working capital requirements of the Company relevant at, or about, the time of the issue.

The Company may also issue Equity Securities for non-cash consideration, such as for the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will release a valuation of the non-cash consideration that demonstrates that the deemed issue price of the Equity Securities complies with Listing Rule 7.1A.3.

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

(e) **Allocation under the 10% Placement Capacity**

The allottees of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the Company's circumstances, including, but not limited to, its financial position and solvency;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company obtained approval under ASX Listing Rule 7.1A at its previous annual general meeting on 29 November 2016. In accordance with Listing Rule 7.3A.6, since 29 November 2016, the Company has issued 94,621,846 Shares which represents 16% of the total number of Equity Securities on issue on 29 November 2016. The Equity Securities issued during this time were as follows:

Issue date	Equity Securities	Persons issued to or basis of issue	Price, discount, amount raised and use of funds or value of non-cash consideration
24 February 2017	2,750,569 fully paid ordinary shares	Directors pursuant to Director Fee & Remuneration Sacrifice Plan	Shares issued at a deemed issue price of \$0.0236 each (no discount) to Directors in lieu of cash remuneration payments. As at 26 October 2017, the shares have a market price of \$0.01 per share. The current value of the

			shares issued to the Directors is \$27,505.69.
24 February 2017	692,151 fully paid ordinary shares	Vendors of the Lake Barlee Project	Shares issued at a deemed issue price of \$0.0217 each (no discount) to vendors of the Lake Barlee Project as detailed in Resolution 3. As at 26 October 2017, the shares have a market price of \$0.01 per share. The current value of the shares issued to the vendors is \$6,921.51.
29 June 2017	5,903,947 fully paid ordinary shares	Directors pursuant to Director Fee & Remuneration Sacrifice Plan	Shares issued at a deemed issue price of \$0.0137 each (no discount) to Directors in lieu of cash remuneration payments. As at 26 October 2017, the shares have a market price of \$0.01 per share. The current value of the shares issued to the Directors is \$59,039.47.
29 June 2017	275,179 fully paid ordinary shares	Directors pursuant to Director Fee & Remuneration Sacrifice Plan	Shares issued at a deemed issue price of \$0.014 each (no discount) to Directors in lieu of cash remuneration payments. As at 26 October 2017, the shares have a market price of \$0.01 per share. The current value of the shares issued to the Directors is \$2,751.79.
20 September 2017	85,000,000 fully paid ordinary shares	Exempt Investors under the Placement.	Price \$0.01 Discount: 14% Amount raised: \$850,000 Amount spent: \$nil Use of funds spent and remaining: Exploration and associated activities on the Lake Barlee Project Value of non-cash consideration: n/a

8.4 Voting Exclusion

A voting exclusion statement is included in the Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

9. RESOLUTIONS 8 TO 12 – APPROVAL TO ISSUE SHARES UNDER THE DIRECTOR AND SENIOR MANAGEMENT FEE AND REMUNERATION SACRIFICE SHARE PLAN

9.1 General

The Board has recently prepared an amended Director and Senior Management Fee and Remuneration Sacrifice Share Plan (**Plan**) under which Directors and senior management of the Company who are eligible to be offered shares without prospectus disclosure (**Senior Managers**) may elect to sacrifice part of their directors' fees or consulting fees to acquire Shares in the Company. Under the Plan, the relevant Director or Senior Manager will receive the remainder of

their directors' fees or consulting fees in cash. As such, the Shares will be issued for nil cash consideration and no funds will be raised as a result.

The Plan replaces the Director and Senior Management Fee and Remuneration Sacrifice Share Plan approved by Shareholders on 25 November 2013. The only material differences between the Plans are set out below.

Term	Previous Plan	New Plan
Maximum percentage of annual directors' fees or executive remuneration that may be sacrificed per annum.	30%	50%
Aggregate value of Shares that may be issued for all executive directors of the Company from time to time per annum.	\$82,500	\$200,000

As approval of Shareholders is being sought for the Company to adopt the Plan, and issue Shares pursuant to the Plan, Shareholder approval under Listing Rule 7.1 is not required, in accordance with Exception 9(b) of Listing Rule 7.2.

Resolution 8 seeks Shareholder approval of the Plan.

Resolutions 9 to 12 seek Shareholder approval for the issue of Shares to Directors under the Plan for the purposes of Listing Rule 10.14.

The Board considers that the issue of Shares to Directors and Senior Managers in lieu of cash payments for fees is reasonable in the circumstances given the necessity to maintain the Company's cash reserves. The Plan will also help to align the interests of Directors and Senior Managers with those of Shareholders by encouraging Director and Senior Manager Share ownership in the Company. Accordingly, the Board considers that approval of Resolutions 9 to 12 for the purposes of Chapter 2E of the Corporations Act is not necessary in the circumstances as it is considered that any benefits to the Directors under the Plan fall within the 'reasonable remuneration' exception in section 211 of the Corporations Act.

If approved at the General Meeting, any Shares issued pursuant to the approvals in Resolutions 9 to 12 must be issued within three years of the date of this General Meeting.

If Resolution 8 is approved, but any of Resolutions 9 to 12 are not approved with respect to the specified Director, then that Director will be excluded from participating in the Plan (but approved Directors and Senior Managers can still participate). If Resolutions 9 to 12 are approved but Resolution 8 is not, then those Directors and Senior Managers will be able to participate in the Plan, but such Shares will (on issue) count towards the Company's 15% placement capacity under Listing Rule 7.1. If neither Resolution 8 nor Resolutions 9 to 12 are passed, then only Senior Managers of the Company (and not Directors) will be able to participate in the Plan and any Shares issued will count towards the Company's 15% placement capacity under Listing Rule 7.1.

In the event Shareholder approval is not obtained for Resolutions 8 to 12, the fees or salaries that accrue to Directors will continue to be paid in cash.

The following information is provided to assist Shareholders in assessing Resolutions 8 to 12. This information has been provided in an aggregated form for ease of understanding as the information in respect of each Resolution is materially similar and to avoid the Notice being unnecessarily long.

9.2 Listing Rule 7.1

Broadly, Listing Rule 7.1 provides that a company may not issue equity securities if those securities will, in themselves or when aggregated with the equity securities issued by the company during the previous 12 months, exceed 15% of the number of equity securities on issue at the commencement of that 12 month period unless the issue falls within one of the nominated exceptions or approval of the company's shareholders in general meeting is obtained.

Exception 9(b) of Listing Rule 7.2 provides for an exception to Listing Rule 7.1 where the issue of securities are made under an employee incentive scheme that has been approved by shareholders within three years before the date securities are issued under the scheme.

9.3 Listing Rule 10.14 and 10.15A

In addition to Listing Rule 7.1, Listing Rule 10.14 restricts the issue of securities under an employee incentive scheme to Directors without the prior approval of shareholders.

In order to comply with Listing Rule 10.14, the notice convening the meeting at which approval will be sought must comply with either Listing Rule 10.15 or 10.15A. Where shares may be issued later than 12 months following a meeting, the notice must comply with the requirements of Listing Rule 10.15A. Accordingly, in order for Directors to participate in the Plan and be issued Shares later than 12 months following the Meeting, Shareholder approval is being sought for the purposes of Listing Rule 10.14 and the information required by Listing Rule 10.15A is set out below.

As required by the Listing Rules (including Exception 9 of Listing Rule 7.2 and Listing Rule 10.15A), and to assist Shareholders in considering Resolutions 8 to 12, the Company provides the following information in relation to the Plan.

9.4 Principal terms of the Plan

Subject to Shareholder approval, it is proposed that present and future Directors and certain Senior Managers as chosen by the Board, be offered the opportunity to participate in the Plan and be able to elect to sacrifice part of their directors' fees or executive remuneration to acquire Shares under the Plan.

If Resolutions 9 to 12 are approved, it is anticipated that participation in the Plan will be made available to the Directors from 30 November 2017. Offers to participate may be extended to Senior Managers in the future as the Board considers appropriate.

The principal terms of the Plan are as follows:

(a) Participation

Participation in the Plan is voluntary. All Directors in office from time to time are eligible to participate (unless participation by a Director would be contrary to law or be unduly onerous). In the event that a Director elects to participate in the Plan, participation at the elected level (i.e. percentage of fees sacrificed) will be mandatory for a period of 12 months.

Where a Director has opted to participate in the Plan and, before the Shares relating to that period have been issued, the Director ceases to be a Director of the Company, the Director will either be issued a number of Shares or an amount in cash calculated based on the fees sacrificed up to the date on which the participant ceased to be a Director.

Currently there are four Directors who are each eligible to participate: Patrick McManus (managing director), Adrian Griffin (non-executive chairman), Natalia Streltsova (non-executive director) and Chew Wai Chuen (non-executive director).

Invitations to participate in the Plan may be extended to Senior Managers at the Board's discretion.

(b) **Commencement date**

Subject to Shareholder approval being obtained, the terms of the Plan commence from 30 November 2017 and the Directors can sacrifice their respective directors' fees from that date.

(c) **Minimum and maximum participation**

Participants in the Plan may elect the percentage (up to a maximum of 50%) of their annual directors' fees or executive remuneration (as applicable) they wish to sacrifice per annum.

The Plan restricts payments being made if they would result in the Company exceeding:

- (i) the maximum aggregate remuneration for non-executive directors approved by Shareholders under Listing Rule 10.17 from time to time; and
- (ii) an aggregate amount of \$200,000 worth of Shares per annum for all executive directors of the Company from time to time (currently the Company has only one executive director, Patrick McManus).

The Plan does not extend to amounts payable in respect of Goods and Services Tax (**GST**). If the Company is liable to pay GST to participating Directors in respect of the provision of services, then it will do so in cash.

(d) **Timing of acquisition and number of Shares**

Entitlement to Shares will accrue on a monthly basis and the number of Shares to be issued will be determined at the end of each month based on the amount sacrificed divided by the volume weighted average price of the Company's Shares trading on the ASX over the five (5) Trading Days immediately preceding the end of the month.

Allocation of Shares will be made at six (6) month intervals. If the Company is unable to issue Shares at the end of a six (6) month period without breaching the Company's share trading policy (**Share Trading Policy**) or an applicable law, Shares will then be issued as soon as practicable in compliance with the Share Trading Policy and all applicable laws.

(e) **Shares acquired**

Participating Directors and Senior Managers will receive fully paid ordinary shares in the Company that rank equally in all respects with other issued fully paid shares in the Company.

(f) **Restriction periods**

There will be no restriction period applicable to Shares issued under the Plan although Shares will only be issued in compliance with the Company's Share Trading Policy and all applicable laws.

(g) **Acquisition costs**

It is not envisaged that there will be any costs to Directors or Senior Managers to acquire Shares under the Plan. There will be no loan made available to Directors or Senior Managers in relation to the acquisition of Shares under the Plan.

If Shares are not able to be allocated to a participating Director or Senior Manager (e.g. because of legal impediments applicable at the time), the issue of Shares may be delayed or alternatively, at the Board's discretion, be paid to the Director or Senior Manager in cash.

(h) **Details of Shares issued under Plan**

As the Plan has not yet commenced, no Shares have yet been issued or otherwise acquired under it.

Details of any Shares issued under the Plan will be published in the Company's Annual Report relating to the period in which Shares have been issued, with a statement that approval for the issue of Shares was obtained under Listing Rule 10.14.

If Resolution 8 is approved by Shareholders, Shares will not be issued under the Plan after 3 years from the date of the General Meeting without obtaining Shareholder approval.

(i) **Waiver of Listing Rules**

The Company has obtained the following waivers from ASX in relation to the approvals sought under Resolutions 9 to 12 (i.e. to permit Director participation in the Plan):

- (i) a waiver of Listing Rule 10.15A.2 to permit this Notice to omit the maximum number of Shares that may be acquired by Directors under the Plan (given that such details cannot be accurately determined at this time); and
- (ii) a waiver of Listing Rule 10.15A.8 to permit this Notice to state that the Plan applies to the Directors in office from time to time and

who become entitled to participate in the Plan (rather than having to set out the names of all such people who may be or become eligible to participate in the Plan).

9.5 Potential Shares to be issued under the Plan

Set out below are some examples of the number of Shares that may be issued to Directors and Senior Managers under the Plan, based on various assumed prices for Shares. These are examples only and Shareholders should be aware that the actual number of Shares to be issued to Directors and Senior Managers may vary, based on the prevailing Share price at the time the number of Shares to be issued is calculated, and the percentage of fees (or executive remuneration) each Director or Senior Manager elects to sacrifice.

The total amount of annual directors' fees and executive remuneration currently being paid to the eligible directors is \$465,000 (\$275,000 to the executive director with the remaining \$190,000 being paid to the non-executive directors in varying proportions).

If each of the Directors elect to sacrifice the maximum amount permitted of 50% for a 12 month period, this will result in a maximum salary sacrifice value of \$232,500 for all Directors (based on current director fees and executive remuneration). Based on a Share price of 1.0 cents per ordinary share (being the closing market price on 10 October 2017), the total number of Shares that could be issued to Directors if they sacrificed the full 50% of their current fees would be 23,250,000. This would dilute current shareholders by the percentages set out below based on the Company's current share capital:

Description	Ordinary fully paid shares	Dilution
Current share capital	444,144,634	4.97%

Based on each Director sacrificing 50% of their current fees for the 12 month period ending 30 June 2018 and a Share price of 1.0 cents per ordinary share, each Director will be issued approximately the number of Shares detailed below:

Director	Annual directors fees and salary paid to Director	Amount sacrificed during the period (based on 50% of fees foregone for the period)	Number of Shares to be issued (based on a price of 1.0 cents per ordinary share)
Adrian Griffin	\$90,000	\$45,000	4,500,000
Patrick McManus	\$275,000	\$137,500	13,750,000
Chew Wai Chuen	\$50,000	\$25,000	2,500,000
Natalia Streltsova	\$50,000	\$25,000	2,500,000
Total			

Set out below is a further table showing the maximum dilution assuming the fees paid to each of the non-executive directors are increased to the maximum currently permitted under Listing Rule 10.17 (being \$400,000) and the executive

directors are increased to the maximum permitted under the Plan (being \$200,000). Again, based on a Share price of 1 cent per Share, the total number of ordinary shares that could be issued to Directors if they sacrificed the full 50% and increased their fees to the maximum permitted under the Listing Rules and the restriction on executive directors under the Plan (being \$200,000) would be 40,000,000 Shares. This would dilute current shareholders as follows:

Description	Ordinary fully paid shares	Dilution
Current share capital	444,144,634	8.26%

The trading history of the Shares on the ASX in the 12 months preceding the preparation of this Notice is set out below.

	Date	Price
Highest	11 October 2016	\$0.030
Lowest	20 June 2017	\$0.008
Last	10 October 2017	\$0.010

While the Plan provides for the number of Shares to be issued to be calculated at the end of each month during the period, it is not practical for such specific calculations to be made for the purposes of this Explanatory Memorandum (particularly because such calculations would be forward looking and inherently uncertain). Accordingly, for the purposes of the calculations set out in the tables above, it is assumed that the price used is the price for each month of the period.

10. RESOLUTION 13 – RATIFICATION OF THE ISSUE OF SHARES TO JB ADVISORY PTY LTD

Resolution 13 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 2,640,000 Shares to JB Advisory Pty Ltd on the terms set out below.

The 2,640,000 Shares will be issued before the date of the Meeting in lieu of cash to be paid for services in relation to the placement completed on 20 September 2017.

10.1 ASX Listing Rules 7.1, 7.1A and 7.4

A summary of ASX Listing Rules 7.1, 7.1A and 7.4 is set out in Section 4.2 above.

10.2 Technical information required by Listing Rule 7.4 for the Share ratification

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Share ratification:

- (i) 2,640,000 Shares are to be issued;
- (ii) the deemed issue price per Share will be \$0.01;
- (iii) the Shares to be issued are all fully paid ordinary shares in the capital of the Company and are to be issued on the same terms and conditions as the Company's existing Shares;
- (iv) the allottee of the Shares will be JB Advisory Pty Ltd (and/or its nominees); and

- (v) no cash will be raised via the issue of the Shares as they are to be issued in lieu of cash to be paid for services in relation to the placement completed in September 2017.

10.3 Directors' recommendation

None of the Directors has a material personal interest in the subject matter of this Resolution. The Board recommends Shareholders vote in favour of the Resolution as it will conserve the Company's 15% placement capacity.

11. RESOLUTION 14 – CANCELLATION OF SHARES ISSUED TO DIRECTORS

7.1 Background

On 24 February 2017, the Company issued 1,818,167 Shares at a deemed issue price of \$0.0236 each to the Directors under the new Director and Senior Management Fee and Remuneration Sacrifice Share Plan (**Plan**). On 29 June 2017, the Company issued 3,902,596 Shares at a deemed issue price of \$0.0137 each to the Directors under the Plan. At the time that the Shares were issued, the Plan had not been approved by Shareholders.

Each of the Directors is a related party for the purposes of section 228 of the Corporations Act. Accordingly, the issue of Shares to the Directors without prior Shareholder approval was in breach of Listing Rule 10.11. The Company wishes to advise Shareholders that the breach was an administrative oversight and internal steps have been taken to avoid such a breach re-occurring in the future. The Company notes that if the relevant Shares are not cancelled and re-issued to the Directors, the Directors will be paid \$96,374.31 cash in lieu of the relevant Shares.

Further to discussions with ASX regarding this matter, the Company is seeking to remedy the breach by cancelling the 5,720,763 Shares issued to the Directors, and is seeking Shareholder approval to re-issue the Shares to the Directors. Resolutions 15 to 18 seek Shareholder approval to re-issue the Shares to the Directors for the purposes of Listing Rule 10.11.

As Resolution 14 is a special resolution, at least 75% of the votes cast on Resolution 14 must be cast in favour of the Resolution in order for it to be passed.

7.2 Section 256C(2) of the Corporations Act

To enable the Company to make the capital reduction by cancelling the Shares issued to the Directors, section 256C(2) of the Corporations Act requires a special resolution of the Shareholders passed at a general meeting.

The capital reduction proposed for the Company is a selective reduction because the terms of the reduction will not be the same for all Shareholders. Only the following Shares that were issued to Directors will be cancelled:

- 1,096,051 Shares issued to Adrian Griffin;
- 3,349,035 Shares issued to Patrick McManus;
- 666,763 Shares issued to Chew Wai Chuen; and
- 608,914 Shares issued to Natalia Streltsova.

Section 256B of the Corporations Act provides that a company may reduce its share capital by cancelling the shares for no consideration if the reduction:

- is fair and reasonable to the Company's Shareholders;
- does not materially prejudice the Company's ability to pay its creditors; and
- is approved by shareholders under section 256C of the Corporations Act.

The Directors believe the proposed capital reduction is fair and reasonable to Shareholders as a whole because the Shares in question were inadvertently issued without Shareholder approval in contravention of Listing Rule 10.11. The Directors also believe that the proposed capital reduction will not materially prejudice the Company's ability to pay its creditors as those Shares will, subject to Shareholder approval under Resolutions 15 to 18, be re-issued to the Directors at the same deemed issue price as they were previously issued.

Therefore, the Directors consider it appropriate and necessary to cancel the 5,720,763 Shares issued to the Directors, and seek Shareholder approval to re-issue the Shares to the Directors for the purposes of Listing Rule 10.11 pursuant to Resolutions 15 to 18.

There is no information known to the Company that is material to the decision on how to vote on Resolution 14 other than what has been disclosed in this Notice.

Pursuant to the Corporations Act, the Company may cancel the Shares 14 days after the lodgement of this Resolution (once it has been approved by Shareholders) with ASIC.

7.3 Directors' recommendations

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

12. RESOLUTIONS 15 TO 18 – APPROVAL FOR THE ISSUE OF SHARES TO DIRECTORS

12.1 Background

Resolutions 15 to 18 seek Shareholder approval for the issue of 1,818,167 Shares with a deemed issue price of \$0.0236 each and 3,902,596 Shares with a deemed issue price of \$0.0137 each under the new Director and Senior Management Fee and Remuneration Sacrifice Share Plan. These Resolutions are conditional on, and subject to, Resolution 14 being passed. Resolutions 15 to 18 will be deemed to have been withdrawn and the result of the vote on Resolutions 15 to 18 will not be valid if Resolution 14 is not passed. The Company notes that if the relevant Shares are not cancelled and re-issued to the Directors, the Directors will be paid \$96,374.31 cash in lieu of the relevant Shares.

The Shares to be issued under Resolutions 15 to 18 are as follows:

- 348,346 Shares with a deemed issue price of \$0.0236 each and 747,705 Shares with a deemed issue price of \$0.0137 each issued to Adrian Griffin;
- 1,064,387 Shares with a deemed issue price of \$0.0236 each and 2,284,648 Shares with a deemed issue price of \$0.0137 each issued to Patrick McManus;
- 211,910 Shares with a deemed issue price of \$0.0236 each and 454,853 Shares with a deemed issue price of \$0.0137 each issued to Chew Wai Chuen; and

- 193,524 Shares with a deemed issue price of \$0.0236 each and 415,390 Shares with a deemed issue price of \$0.0137 each issued to Natalia Streltsova.

12.2 Listing Rule 10.11

Listing Rule 10.11 provides that a company must not issue Equity Securities to a related party without the approval of holders of ordinary securities. Further, exception 14 of Listing Rule 7.2 states that approval pursuant to Listing Rule 7.1 is not required if shareholder approval is obtained under Listing Rule 10.11.

Each of the Directors is a related party for the purposes of section 228 of the Corporations Act. If Resolutions 15 to 18 are approved, the Shares will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1 as those securities, once issued, will be excluded from the calculations under Listing Rule 7.1.

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolutions 15 to 18:

(a) **Names of the persons**

- Adrian Griffin (and/or his nominees);
- Patrick McManus (and/or his nominees);
- Chew Wai Chuen (and/or his nominees); and
- Natalia Streltsova (and/or her nominees).

(b) **Maximum number of securities to be issued**

5,720,763 Shares, which will be issued to the Directors as follows:

Recipient	Shares
Adrian Griffin	<ul style="list-style-type: none"> • 348,346 with a deemed issue price of \$0.0236 each • 747,705 with a deemed issue price of \$0.0137 each
Patrick McManus	<ul style="list-style-type: none"> • 1,064,387 with a deemed issue price of \$0.0236 each • 2,284,648 with a deemed issue price of \$0.0137 each
Chew Wai Chuen	<ul style="list-style-type: none"> • 211,910 with a deemed issue price of \$0.0236 each • 454,853 with a deemed issue price of \$0.0137 each
Natalia Streltsova	<ul style="list-style-type: none"> • 193,524 with a deemed issue price of \$0.0236 each • 415,390 with a deemed issue price of \$0.0137 each
Total	5,720,763

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

It is anticipated that the Shares will be issued to the Directors approximately 15 days after the General Meeting as the Shares to be cancelled under Resolution 14 can only be cancelled at least 14 days after the lodgement of the Resolution (once it has been approved by Shareholders) with ASIC. In any event, however, no Shares will be issued to the Directors later than 1 month after the Meeting (other than to the extent permitted by any waiver or modification of the Listing Rules).

(d) **Issue price of the securities**

1,818,167 Shares will have a deemed issue price of \$0.0236 each and 3,902,596 Shares will have a deemed issue price of \$0.0137 each.

(e) **Terms of the issue**

The Shares issued will rank equally in all respects with other Shares on issue.

(f) **Intended use of funds raised**

No cash was raised via the issue of the Shares as they were issued pursuant to the new Director and Senior Management Fee and Remuneration Sacrifice Share Plan.

12.3 **Directors' recommendations**

The following Directors have a material personal interest in the subject matter of the relevant Resolutions and abstain from providing a recommendation on how to vote as follows:

- Adrian Griffin abstains from providing a recommendation in relation to Resolution 15;
- Patrick McManus abstains from providing a recommendation in relation to Resolution 16;
- Chew Wai Chuen abstains from providing a recommendation in relation to Resolution 17; and
- Natalia Streltsova abstains from providing a recommendation in relation to Resolution 18.

To the extent that the Directors have not abstained from providing a recommendation on how to vote on resolutions 15 to 18, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 15 to 18.

GLOSSARY

In this Explanatory Statement, the following terms have the following meaning:

2017 Annual Report means the Company's annual report for the year ended 30 June 2017, which can be downloaded from the Company's website at potashwest.com.au.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 724 791) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules or **Listing Rules** means the official Listing Rules of ASX.

Board means the board of directors of the Company.

Broker Option means a Class A and/or Class B Broker Option, as the context requires..

Class A Broker Options means an Option on the terms and conditions set out in Annexure A with an exercise price of \$0.02.

Class B Broker Options means an Option on the terms and conditions set out in Annexure A with an exercise price of \$0.04.

Closely Related Party of a member of the Key Management Personnel means:

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

Company means Parkway Minerals NL (ABN 62 147 346 334).

Constitution means the Company's constitution.

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

Director mean a director of the Company.

Equity Securities has the meaning given in the Listing Rules.

Exempt Investor means a professional and/or sophisticated investor for the purpose of section 708 of the Corporations Act.

Explanatory Statement means the explanatory statement to this Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those 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.

Meeting or **General Meeting** or **Annual General Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means the notice of meeting accompanying this Explanatory Statement.

Option means an option to acquire a Share.

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2017 Annual Report.

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

Shareholder means a shareholder of the Company.

VWAP means the volume weighted average price of the Shares.

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

ANNEXURE A – TERMS OF BROKER OPTIONS

(a) **Entitlement**

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

(b) **Expiry Date**

Each Option will expire at 5.00pm (WST) on 20 September 2019 (**Expiry Date**).

(c) **Exercise Price**

Each Option will have an exercise price (**Exercise Price**) as follows:

- (i) each Class A Option will have an exercise price equal to \$0.02; and
- (ii) each Class B Option will have an exercise price equal to \$0.04.

(d) **Exercise period and lapsing**

Subject to clause (i) (Shareholder and regulatory approvals), Options may be exercised at any time after the date of issue and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

(e) **Exercise Notice and payment**

Options may be exercised by notice in writing to the Company (**Exercise Notice**) together with payment of the Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Payment in connection with the exercise of Options must be in Australian currency, and made payable to the Company in cleared funds.

(f) **Shares issued on exercise**

Shares issued on exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

(g) **Quotation of Shares**

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

Subject to clause (i) (Shareholder and regulatory approvals), within 5 business days after the later of the following:

- (i) receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price in cleared funds for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (ii) the date that the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Exercise Notice and payment of the Exercise Price in cleared funds for each Option being exercised by the Company.

the Company will allot and issue the Shares pursuant to the exercise of the Options and, to the extent that it is legally able to do so:

- (iii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (iv) apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

If the Company is unable to lodge a notice that complies with section 708A(5)(e) of the Corporations Act then the Company may, in its absolute discretion, issue the Shares after the lodgement of a disclosure document issued by the Company complying with Part 6D.2 of the Corporations Act in respect of an offer of Shares (**Cleaning Prospectus**) or, if agreed by the holder, issue the Shares after the holder signs an undertaking not to deal in the Shares until the earlier of: (a) the Company issuing a Cleansing Prospectus; and (b) 12 months from issue, and agrees to a holding lock being placed on the Shares for this period.

(i) **Shareholder and regulatory approvals**

Despite any other provision of these terms and conditions, exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

(k) **Adjustment for bonus issues of Shares**

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

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

(l) **Adjustment for rights issue**

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the Exercise Price.

(m) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) Quotation

The Company will not apply for quotation of the Options on ASX.

(o) Transferability

Options can only be transferred with the prior written consent of the Company, which consent may be withheld in the Company's sole discretion.

PARKWAY MINERALS NL
ABN 62 147 346 334

APPOINTMENT OF PROXY
PARKWAY MINERALS NL
ABN 62 147 346 334

ANNUAL GENERAL MEETING

I/We

of

Appoint being a member of Parkway Minerals NL entitled to attend and vote at the Annual General Meeting, hereby

Name of proxy

OR the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, 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 to be held at Level 1, 675 Murray Street, West Perth WA 6005 at 1.00pm WST on Thursday, 30 November 2017, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 8 to 12 and 14 to 18 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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

Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Director – Adrian Griffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval for the Future Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval for the Issue of Options to JB Advisory Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval for Additional Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval to Issue Shares Under the Director and Senior Management Fee and Remuneration Sacrifice Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval to Permit the Participation of Adrian Griffin in the Director and Senior Management Fee and Remuneration Sacrifice Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval to Permit the Participation of Patrick McManus in the Director and Senior Management Fee and Remuneration Sacrifice Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Approval to Permit the Participation of Chew Wai Chuen in the Director and Senior Management Fee and Remuneration Sacrifice Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Approval to Permit the Participation of Natalia Streltsova in the Director and Senior Management Fee and Remuneration Sacrifice Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 Approval for the Issue of Shares to JB Advisory Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 14 Cancellation of Shares Issued to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15 Approval for the Issue of Shares to Adrian Griffin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16 Approval for the Issue of Shares to Patrick McManus	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17 Approval for the Issue of Shares to Chew Wai Chuen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 18 Approval for the Issue of Shares to Natalia Streltsova	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

PARKWAY MINERALS NL
ABN 62 147 346 334

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

E-mail Address: _____ **Consent for contact by e-mail** YES NO

PARKWAY MINERALS NL
ABN 62 147 346 334

1. A shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of section 127 of the Corporations Act. section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - Directors of the company;
 - a Director and a company secretary of the company; or
 - for a proprietary company that has a sole Director who is also the sole company secretary – that Director.

For the Company to rely on the assumptions set out in section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed and either:
 - (a) send the proxy form by post to Parkway Minerals NL, PO Box 1088, West Perth, Western Australia 6984; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (08) 9475 0847,

so that it is received not later than 1.00pm on 28 November 2017.

Proxy forms received later than this time will be invalid.