
MUSTANG RESOURCES LIMITED

ACN 090 074 785

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 10:00am (WST)
DATE: 2 October 2018
PLACE: Conference Suite
Level 9, St Martins Centre
40 St Georges Terrace
Perth, Western Australia

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on 30 September 2018.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1

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, Shareholders ratify the issue of 138,636,845 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or an associate of that person. 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES – LISTING RULE 7.1A

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, Shareholders ratify the issue of 12,745,980 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue, or an associate of that person. 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.

3. RESOLUTION 3 – ISSUE OF PLACEMENT 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 7,278,019 Shares (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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.

4. RESOLUTION 4 – ISSUE OF PLACEMENT OPTIONS

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 79,330,422 Options (on a pre-Consolidation basis) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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.

5. RESOLUTION 5 – PARTICIPATION OF RELATED PARTY IN PLACEMENT – REGIUS RESOURCES GROUP 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 10.11 and for all other purposes, approval is given for the Company to issue up to 14,556,040 Shares and 7,278,020 Options (on a pre-Consolidation basis) to Regius Resources Group Ltd (or its nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Regius Resources Group Ltd (and its nominee) or any of their associates. 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.

6. RESOLUTION 6 – PARTICIPATION OF RELATED PARTY IN PLACEMENT – DR BERNARD OLIVIER

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 10.11 and for all other purposes, approval is given for the Company to issue up to 1,455,604 Shares and 727,802 Options (on a pre-Consolidation basis) to Dr Bernard Olivier (or his nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Dr Bernard Olivier (and his nominee) or any of their associates. 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.

7. RESOLUTION 7 – ISSUE OF OPTIONS – ADVISORS

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 87,336,244 Options (on a pre-Consolidation basis) to Advisors on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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.

8. RESOLUTION 8 – ISSUE OF OPTIONS – JETT CAPITAL

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 3,087,591 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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.

9. RESOLUTION 9 – 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, Shareholders ratify the issue of 2,730,605 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or 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.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

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, Shareholders ratify the issue of 6,000,000 Advisor Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or 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.

11. RESOLUTION 11 – 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, Shareholders ratify the issue of 1,632,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or 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.

12. RESOLUTION 12 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 157(1)(a) and for all other purposes, approval is given for the name of the Company to be changed to New Energy Minerals Ltd.”

13. RESOLUTION 13 – CONSOLIDATION OF CAPITAL

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

“That, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that:

- (a) every 10 Shares be consolidated into 1 Share;*
- (b) every 10 Options be consolidated into 1 Option;*
- (c) every 10 Performance Rights be consolidated into 1 Performance Right; and*
- (d) every 10 Convertible Notes be consolidated into 1 Convertible Note,*

and, where this Consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security (as the case may be).”

Dated: 30 August 2018

By order of the Board

Robert Marusco
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and 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.

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

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

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

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9217 2400.

EXPLANATORY STATEMENT

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

1. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF SHARES ISSUED UNDER AUGUST PLACEMENT

1.1 General

On 13 August 2018, the Company announced it had received formal commitments in respect of a proposed capital raising of approximately \$2,400,000 (before costs), to be completed through the issue of 174,672,488 Shares at an issue price of \$0.01374 per Share together with 1 free attaching Option for every 2 Shares subscribed for and issued (**Capital Raising**).

On 21 August 2018, the Company issued a portion of the Shares the subject of the Capital Raising without prior Shareholder approval. 138,636,845 Shares were issued pursuant to the Company's 15% annual placement capacity under ASX Listing Rule 7.1 and 12,745,980 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A, which was approved by Shareholders at the annual general meeting held on 24 November 2017.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

It is intended that an additional 7,278,019 Shares will be issued to investors under the Capital Raising at a date following the Meeting, in respect of which Shareholder approval is sought pursuant to Resolution 3. Refer to section 2 for further information. Whilst the Company had previously announced on 13 August 2018 that a total of 20,040,000 Shares would be issued using the Company's 7.1A capacity, 7,278,019 of those Shares will now be issued post-Meeting (at the request of the relevant investor receiving these Shares).

The issue of the free-attaching Options under the Capital Raising remains subject to Shareholder approval (and is the subject of Resolution 4).

Further, and subject to Shareholder approval being obtained under Resolutions 5 and 6, it is intended that certain Directors of the Company will also participate in the Capital Raising with the issue of 16,011,644 Shares at an issue price of \$0.01374 per Share together with 1 free attaching Option for every 2 Shares subscribed for and issued, to raise \$220,000 (before costs). Refer to Sections 4 and 5 for further information.

All issues of Securities related to the Capital Raising (including those contemplated by Resolutions 3 to 7), and the issue of Options contemplated by Resolution 8, will be made on a pre-Consolidation basis.

1.2 Resolution 1 – ASX Listing Rule 7.1

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

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

By ratifying this issue the subject of Resolution 1, 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 without the requirement to obtain prior Shareholder approval.

1.3 Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 2, the base figure (ie variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

1.4 Technical information required by ASX Listing Rule 7.5

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

- (a) 151,382,825 Shares were issued on the following basis:
 - (i) 138,636,845 Shares were issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 12,745,980 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.01374 per Share under both issues of Shares pursuant to ASX Listing Rule 7.1 and ASX Listing Rule 7.1A;
- (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 Shares were issued to sophisticated and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue will be used for upgrade drilling, assays, metallurgical testing and a scoping study in relation to the Caula Vanadium-Graphite Project in Northern Mozambique, and for general working capital purposes.

2. RESOLUTION 3 – ISSUE OF PLACEMENT SHARES

2.1 General

Resolution 3 seeks Shareholder approval for the issue of up to 7,278,019 Shares at an issue price of \$0.01374 per Share to raise up to \$100,000 (before costs), as part of the Capital Raising (**Share Placement**).

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

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

2.2 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 Share Placement:

- (a) the maximum number of Shares to be issued is 7,278,019;
- (b) 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 on the same date;
- (c) the issue price will be \$0.01374 per Share;
- (d) the Shares will be issued to sophisticated and professional investors. None of these subscribers are related parties of the Company;
- (e) 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
- (f) the Company intends to use the funds raised from the Share Placement for the same purposes as all other funds raised under the Capital Raising as set out in Section 1.4 of this Explanatory Statement.

3. RESOLUTION 4 – ISSUE OF OPTIONS TO PARTICIPANTS IN PLACEMENT

3.1 General

Resolution 4 seeks Shareholder approval for the issue of up to 79,330,422 Options for nil cash consideration to subscribers in the Capital Raising on the basis of 1 Option for every 2 Shares subscribed for and issued (**Option Placement**).

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

The effect of Resolution 4 will be to allow the Company to issue the Options under the Capital Raising during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 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 Option Placement:

- (a) the maximum number of Options to be issued is 79,330,422;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the issue price of the Options will be nil as they will be free attaching to the Shares issued pursuant to the Capital Raising on a 1:2 basis;
- (d) the Options will be issued to the subscribers in the Capital Raising the subject of Resolutions 1 and 2 on the basis of 1 Option for every 2 Shares subscribed for and issued;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the Option Placement as the Options are being issued for nil cash consideration.

4. RESOLUTION 5 – PARTICIPATION OF RELATED PARTY IN PLACEMENT – REGIUS RESOURCES GROUP LTD

4.1 General

As noted in Section 1.1 above, subject to obtaining Shareholder approval, certain Directors of the Company wish to participate in the Capital Raising, including Regius Resources Group Ltd, an entity controlled by Mr Cobus van Wyk and Mr Christiaan Jordaan (each being a Director of the Company).

Resolution 5 seeks Shareholder approval for the in the issue of up to 14,556,040 Shares and 7,278,020 Options to Regius Resources Group Ltd (or its nominee) arising from the participation by Regius Resources Group Ltd (or its nominee) in the Capital Raising (**Regius Participation**).

4.2 Chapter 2E of the Corporations Act

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

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

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

The Regius Participation will result in the issue of Shares and Options which constitutes giving a financial benefit and Regius Resources Group Ltd is a related party of the Company by virtue of being controlled by Directors, Mr Cobus van Wyk and Mr Christiaan Jordaan.

The Directors (other than Mr Cobus van Wyk and Mr Christiaan Jordaan who each have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Regius Participation because the Shares and Options will be issued to Regius Resources Group Ltd (or its nominee) on the same terms as Shares and Options issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

4.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

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

4.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Regius Participation:

- (a) the Shares and Options will be issued to Regius Resources Group Ltd (or its nominee), an entity controlled by Directors, Mr Cobus van Wyk and Mr Christiaan Jordaan;
- (b) the maximum number of Shares to be issued is 14,556,040 and the maximum number of Options to be issued is 7,278,020;
- (c) the Shares and Options will be issued no later than 1 month 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);
- (d) the issue price will be \$0.01374 per Share, being the same as all other Shares issued under the Capital Raising, and the issue price of the Options will be nil as they will be free attaching to the Shares issued pursuant to the Capital Raising on a 1:2 basis;
- (e) 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 the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) the funds raised from the issue of the Shares to Regius Resources Group Ltd, being \$200,000 (before costs), will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 1.4 of this Explanatory Statement, and no funds will be raised from the issue of the Options as the Options are being issued for nil cash consideration.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Regius Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options to Regius Resources Group Ltd (or its nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 6 – PARTICIPATION OF RELATED PARTY IN PLACEMENT – DR BERNARD OLIVIER

5.1 General

Subject to obtaining Shareholder approval, Dr Bernard Olivier, a Director, also wishes to participate in the Capital Raising.

Resolution 6 seeks Shareholder approval for the in the issue of up to 1,455,604 Shares and 727,802 Options to Dr Bernard Olivier (or his nominee) arising from the participation by Dr Bernard Olivier (or his nominee) in the Capital Raising (**Olivier Participation**).

5.2 Chapter 2E of the Corporations Act

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

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

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

The Olivier Participation will result in the issue of Shares and Options which constitutes giving a financial benefit and Dr Bernard Olivier is a related party of the Company by virtue of being a Director.

The Directors (other than Dr Bernard Olivier who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Olivier Participation because the Shares and Options will be issued to Dr Bernard Olivier (or his nominee) on the same terms as Shares and Options issued to non-related party participants in the Capital Raising and as such the giving of the financial benefit is on arm's length terms.

5.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

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

5.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Olivier Participation:

- (a) the Shares and Options will be issued to Dr Bernard Olivier (or his nominee);
- (b) the maximum number of Shares to be issued is 1,455,604 and the maximum number of Options to be issued is 727,802;

- (c) the Shares and Options will be issued no later than 1 month 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);
- (d) the issue price will be \$0.01374 per Share, being the same as all other Shares issued under the Capital Raising, and the issue price of the Options will be nil as they will be free attaching to the Shares issued pursuant to the Capital Raising on a 1:2 basis;
- (e) 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 the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) the funds raised from the issue of the Shares to Dr Bernard Olivier, being \$20,000 (before costs), will be used for the same purposes as all other funds raised under the Capital Raising as set out in Section 1.4 of this Explanatory Statement, and no funds will be raised from the issue of the Options as the Options are being issued for nil cash consideration.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Olivier Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options to Dr Bernard Olivier (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

6. RESOLUTION 7 – PLACEMENT OF OPTIONS – ADVISORS

6.1 General

Resolution 7 seeks Shareholder approval for the issue of up to 87,336,244 Options in consideration for lead broker services provided by DJ Carmichael and Jett Capital (**Advisors**) to the Company in relation to the Capital Raising (**Advisor Placement**). In addition to the issue of 87,336,244 Options (which is subject to Shareholder approval), the Advisors will also be receiving a fee of 6% of the total funds raised under the Capital Raising in connection with the provision of these services.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

The effect of Resolution 7 will be to allow the Company to issue the Options pursuant to the Advisor Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 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 Advisor Placement:

- (a) the maximum number of Options to be issued is 87,336,244;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Options will be issued for nil cash consideration in satisfaction of lead broker services provided by the Advisors to the Company in relation to the Capital Raising;

- (d) the Options will be issued to the Advisors, who are not related parties of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the Advisor Placement as the Options are being issued in consideration for services provided to the Company by the Advisors.

7. RESOLUTION 8 – ISSUE OF OPTIONS – JETT CAPITAL

7.1 General

Resolution 8 seeks Shareholder approval for the issue of up to 3,087,591 Options in consideration for professional services (being corporate advisory services) provided to the Company by Jett Capital (**Jett Option Placement**).

The Company has engaged Jett Capital as financial advisor to assist the Company with a range of corporate matters consisting of:

- (a) assisting the Company in devising structure(s) and process(es) for any transaction involving the Company;
- (b) assisting in meetings and negotiations with the Company and be available to discuss strategic alternatives and their financial implications with the Company;
- (c) assisting the Company in raising capital; and
- (d) assisting the Company in marketing strategic alternatives including but not limited to; offtake agreements, strategic investments, joint ventures, mergers, acquisitions, change of control transactions.

Pursuant to the terms of the engagement with Jett Capital, the Company is required to issue Options upon the draw down under the Arena Convertible Note Deed.

A summary of ASX Listing Rule 7.1 is set out in section 1.2 above.

The effect of Resolution 8 will be to allow the Company to issue the Options pursuant to the Jett Option Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

7.2 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 Jett Option Placement:

- (a) the maximum number of Options to be issued is 3,087,591;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Options will be issued for nil cash consideration in satisfaction of professional services (being corporate advisory services) provided by Jett Capital to the Company;

- (d) the Options will be issued to Jett Capital, who is not a related party of the Company;
- (e) the Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the Jett Option Placement as the Options are being issued in consideration for professional services (being corporate advisory services) provided by Jett Capital.

8. RESOLUTION 9 – RATIFICATION OF PRIOR ISSUE OF SHARES

8.1 General

On 16 May 2018, the Company issued 2,730,605 Shares in consideration for professional services provided to the Company.

Resolution 9 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.2.

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 without the requirement to obtain prior Shareholder approval.

8.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 2,730,605 Shares were issued for nil cash consideration in satisfaction of professional services provided to the Company at the following deemed issue prices:
 - (i) 1,913,043 Shares at a deemed issue price of \$0.023 each;
 - (ii) 613,247 Shares at a deemed issue price of \$0.0214 each; and
 - (iii) 204,315 Shares at a deemed issue price of \$0.07342 each;
- (b) 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;
- (c) the Shares were issued to:
 - (i) S3 Consortium Pty Ltd (1,932,043 Shares) for corporate advisory services provided to the Company, including company promotion, public relation and marketing campaign services;
 - (ii) MVP Capital Pty Ltd (613,247 Shares) for company secretarial services provided to the Company and in lieu of fees; and
 - (iii) Zenix Nominees Pty Ltd (204,315 Shares) for corporate advisory services provided to the Company, including capital raising services,who are not related parties of the Company; and

- (d) no funds were raised from this issue as the Shares were issued in consideration for professional services provided by the recipients.

9. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUE OF OPTIONS

9.1 General

On 8 June 2018, the Company issued 6,000,000 Options in consideration for professional services provided to the Company by Jett Capital pursuant to its engagement with the Company (as outlined in Section 7.1).

Resolution 10 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Options to Jett Capital (**Option Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.2.

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 without the requirement to obtain prior Shareholder approval.

9.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 6,000,000 Options were issued;
- (b) the Options were issued for nil cash consideration in satisfaction of professional services provided by Jett Capital;
- (c) the Options were issued on the terms and conditions set out in Schedule 3;
- (d) the Options were issued to Jett Capital, who is not a related party of the Company; and
- (e) no funds were raised from this issue as the Options were issued in consideration for services provided to the Company by Jett Capital.

10. RESOLUTION 11 – RATIFICATION OF PRIOR ISSUE OF SHARES

10.1 General

On 8 June 2018, the Company issued 1,632,000 Shares in consideration for professional services provided to the Company by Jett Capital pursuant to its engagement with the Company (as outlined in Section 7.1).

Resolution 11 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Share Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Section 1.2.

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 without the requirement to obtain prior Shareholder approval.

10.2 Technical information required by ASX Listing Rule 7.4

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

- (a) 1,632,000 Shares were issued;
- (b) the Shares were issued at a deemed issue price of \$0.02 and for nil cash consideration given the issue was in satisfaction of professional services provided to the Company in relation to graphite and vanadium offtake negotiations and marketing in Asia;
- (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 Shares were issued to Jett Capital who is not a related party of the Company; and
- (e) no funds were raised from this issue as the Shares were issued in consideration for professional services provided to the Company by Jett Capital.

11. RESOLUTION 12 – CHANGE OF COMPANY NAME

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 12 seeks the approval of Shareholders for the Company to change its name to New Energy Minerals Ltd.

If Resolution 12 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 12 is passed, the Company will lodge a copy of the special resolution with ASIC following the Meeting in order to effect the change.

12. RESOLUTION 13 – CONSOLIDATION OF CAPITAL

12.1 Background

The Company is proposing to undertake a Consolidation of its Securities on a 1:10 basis.

If Resolution 13 is passed and excluding any Securities which are yet to be issued pursuant to Resolutions 3 to 8 (but including the Shares the subject of Resolutions 1 and 2, which have already been issued under the Capital Raising as at the date of this Notice of Meeting), the number of:

- (a) Shares currently on issue will be reduced from 1,149,075,094 to 114,907,509 (subject to rounding);
- (b) Options currently on issue will be reduced from 221,737,720 to 22,173,772 (subject to rounding);
- (c) Performance Rights currently on issue will be reduced from 14,000,000 to 1,400,000 (subject to rounding); and

- (d) Convertible Notes currently on issue will be reduced from 2,500,000 to 250,000 (subject to rounding).

As noted in Section 1.1, all issues of Securities related to the Capital Raising (including those contemplated by Resolutions 3 to 7), and the issue of Options contemplated by Resolution 8, will be made on a pre-Consolidation basis.

12.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

12.3 Fractional entitlements

Not all Security Holders will hold that number of Securities which can be evenly divided by 10. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Security.

12.4 Taxation

It is not considered that any taxation implications will exist for Security holders arising from the Consolidation. However, Security holders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Consolidation.

12.5 Holding statements

From the date two Business Days after the Consolidation is approved by Shareholders, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to holders of those Securities.

It is the responsibility of each Security Holder to check the number of Securities held prior to disposal or exercise (as the case may be).

12.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure (assuming all Resolutions in this Notice are approved) is set out in the table below.

Capital Structure	Shares	Listed Options ³	Unlisted Options ³	Performance Rights ⁴	Convertible Notes ⁵
Current Securities (including Shares issued under Resolutions 1 and 2) ¹	1,149,075,094	61,938,095	159,799,625	14,000,000	2,500,000
Issue of Shares pursuant to Share Placement (Resolution 3) ²	7,278,019	-	-	-	-

Capital Structure	Shares	Listed Options ³	Unlisted Options ³	Performance Rights ⁴	Convertible Notes ⁵
Issue of Options pursuant to Option Placement (Resolution 4) ²	-	79,330,422	-	-	-
Issue of Shares and Options pursuant to Regius Participation (Resolution 5) ²	14,556,040	7,278,020	-	-	-
Issue of Shares and Options pursuant to Olivier Participation (Resolution 6) ²	1,455,604	727,802	-	-	-
Issue of Options pursuant to Advisor Placement (Resolution 7) ²	-	87,336,244	-	-	-
Issue of Options pursuant to Jett Option Placement (Resolution 8) ²	-	3,087,591	-	-	-
Total Securities on issue upon approval of all Resolutions	1,172,364,757	239,698,174	159,799,625	14,000,000	2,500,000
Total Securities on issue post 1 for 10 Consolidation of Securities (Resolution 13)	117,236,476	23,969,817	15,979,963	1,400,000	250,000

Notes:

1. This table has been prepared on the basis of the total issued capital set out in the Company's Appendix 3B lodged with ASX on 21 August 2018.
2. It is assumed that the Share Placement, the Option Placement, the Regius Participation, the Olivier Participation, the Advisor Placement and the Jett Option Placement are approved by Shareholders and fully subscribed and no other options, performance rights or convertible securities are on issue and are exercised.
3. The terms of these Options are set out in the table below.
4. Details of the performance milestone and expiry date for the Performance Rights are set out in the Company's Appendix 3B lodged with ASX on 21 August 2018.
5. Details of the conversion price and maturity dates of the Convertible Notes are set out in the Company's Appendix 3B lodged with ASX on 21 August 2018.

The effect the Consolidation will have on the terms of the Options is as set out in the tables below:

Options – Pre Consolidation

Terms*	Number
Listed Options (to be issued under the Capital Raising and to Advisors) exercisable at \$0.02 within 24 months of their date of issue	174,672,488
Unlisted Options (to be issued to Jett Capital under the Jett Option Placement) exercisable at \$0.0178 within 3 years of their date of issue	3,087,591
Listed Options (MUSOA) exercisable at \$0.035 on or before 25 January 2020	61,938,095
Unlisted Options exercisable at \$0.15 on or before 14 June 2019	8,000,000
Unlisted Options exercisable at \$0.075 on or before 21 June 2019	14,000,000
Unlisted Options exercisable at \$0.06 on or before 4 August 2019	7,500,000
Unlisted Options exercisable at \$0.0273 on or before 23 January 2020	2,662,879
Unlisted Options exercisable at \$0.0273 on or before 25 January 2020	729,771
Unlisted Options exercisable at \$0.10 on or before 9 March 2020	1,519,559
Unlisted Options exercisable at \$0.15 on or before 31 March 2020	3,000,000
Unlisted Options exercisable at \$0.20 on or before 31 March 2020	3,000,000
Unlisted Options exercisable at \$0.0715 on or before 20 July 2020	2,181,818
Unlisted Options exercisable at \$0.117 on or before 20 July 2020	13,333,333
Unlisted Options exercisable at \$0.1222 on or before 20 July 2020	12,765,957
Unlisted Options exercisable at \$0.117 on or before 15 September 2020	3,333,333
Unlisted Options exercisable at \$0.13 on or before 16 October 2020	1,800,000
Unlisted Options exercisable at \$0.0307 on or before 15 January 2021	7,500,000
Unlisted Options exercisable at \$0.0356 on or before 31 March 2021	5,000,000
Unlisted Options exercisable at \$0.0323 on or before 13 March 2021	25,723,472
Unlisted Options exercisable at \$0.0262 on or before 29 May 2021	41,749,503
Unlisted Options exercisable at \$0.0273 on or before 22 May 2021	6,000,000
Total Options on issue pre-Consolidation	399,497,799

Options – Post Consolidation

Terms	Number
Listed Options (to be issued under Capital Raising and to Advisors) exercisable at \$0.20 within 24 months of their date of issue	17,467,249
Unlisted Options (to be issued to Jett Capital under the Jett Option Placement) exercisable at \$0.178 within 3 years of their date of issue	308,759
Listed Options (MUSOA) exercisable at \$0.35 on or before 25 January 2020	6,193,810
Unlisted Options exercisable at \$1.50 on or before 14 June 2019	800,000
Unlisted Options exercisable at \$0.75 on or before 21 June 2019	1,400,000
Unlisted Options exercisable at \$0.60 on or before 4 August 2019	750,000
Unlisted Options exercisable at \$0.273 on or before 23 January 2020	266,288

Terms	Number
Unlisted Options exercisable at \$0.273 on or before 25 January 2020	72,977
Unlisted Options exercisable at \$1.00 on or before 9 March 2020	151,956
Unlisted Options exercisable at \$1.50 on or before 31 March 2020	300,000
Unlisted Options exercisable at \$2.00 on or before 31 March 2020	300,000
Unlisted Options exercisable at \$0.715 on or before 20 July 2020	218,182
Unlisted Options exercisable at \$1.17 on or before 20 July 2020	1,333,333
Unlisted Options exercisable at \$1.222 on or before 20 July 2020	1,276,596
Unlisted Options exercisable at \$1.17 on or before 15 September 2020	333,333
Unlisted Options exercisable at \$1.30 on or before 16 October 2020	180,000
Unlisted Options exercisable at \$0.307 on or before 15 January 2021	750,000
Unlisted Options exercisable at \$0.356 on or before 31 March 2021	500,000
Unlisted Options exercisable at \$0.323 on or before 13 March 2021	2,572,347
Unlisted Options exercisable at \$0.262 on or before 29 May 2021	4,174,950
Unlisted Options exercisable at \$0.273 on or before 22 May 2021	600,000
Total Options on issue post-Consolidation	39,949,780

12.7 Indicative timetable

If Resolution 13 is passed, the reduction of capital will take effect in accordance with the following timetable (as set out in Appendix 7A (paragraph 8) of the ASX Listing Rules):

Action	Date
Company announces Consolidation and sends out Notice of Meeting.	31 August 2018
Company tells ASX that Shareholders have approved the Consolidation.	2 October 2018
Last day for pre-Consolidation trading.	3 October 2018
Post-Consolidation trading starts on a deferred settlement basis.	4 October 2018
Last day for Company to register transfers on a pre-Consolidation basis.	5 October 2018
First day for Company to send notice to each holder of the change in their details of holdings.	8 October 2018
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	12 October 2018
Last day for Securities to be entered into holders' Security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	

GLOSSARY

\$ means Australian dollars.

Advisor Placement means the placement of Options to the Advisors, as contemplated by Resolution 7.

Advisors means the advisors to the Capital Raising, being DJ Carmichael and Jett Capital.

Arena means Arena Structured Private Investments (Cayman), LLC.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising has the meaning given in Section 1.1.

Chair means the chair of the Meeting.

Company means Mustang Resources Limited (ACN 090 074 785).

Constitution means the Company's constitution.

Consolidation means the 1 for 10 consolidation of the Company's Securities pursuant to Resolution 13.

Convertible Note Deed means the convertible note deed entered into between the Company and Arena as amended and announced to ASX on 8 January 2018, 22 May 2018 and 15 August 2018.

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

Directors means the current directors of the Company.

DJ Carmichael means DJ Carmichael Pty Limited (ABN 26 003 058 857, AFSL 232571).

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Jett Capital means Jett Capital Advisors, LLC.

Jett Option Placement has the meaning given in Section 7.1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Olivier Participation has the meaning given in Section 5.1.

Option means an option to acquire a Share.

Option Placement has the meaning given in Section 3.1.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share for a specified performance period and subject to satisfaction of a specified performance hurdle.

Proxy Form means the proxy form accompanying the Notice.

Regius Participation has the meaning given in Section 4.1.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means an equity security issued by the Company, including a Share, Option, Convertible Note and Performance Right.

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

Shareholder means a registered holder of a Share.

Share Placement has the meaning given in Section 2.1.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS UNDER CAPITAL RAISING (RESOLUTIONS 4 TO 7)

The terms of the issue of the Options are:

1. Subject to paragraph 7, each Option entitles the holder to one Share in the capital of the Company.
2. The Options may be exercised at any time prior to 5.00pm WST on the day immediately prior to the second anniversary of the date of issue.
3. Subject to paragraph 8, the exercise price of the Options is AUD \$0.02 each.
4. To exercise the Options, each Option holder must duly complete, execute and deliver to the Company an exercise notice in the form attached hereto as Exhibit A ("Notice of Exercise"). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must, among other things, state the number of Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
5. All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company will apply to the ASX in accordance with the Listing Rules for all Shares issued pursuant to the exercise of the Options to be admitted to quotation.
6. There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised other than in relation to a Bonus Issue.
7. If there is a bonus issue ("Bonus Issue") to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue ("Bonus Shares"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
8. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.
9. The Options are transferable subject to any restrictions imposed by ASX or under applicable securities laws.
10. The Options may not be exercised by or on behalf of a person in the United States unless the Options and the underlying Shares have been registered under the United State Securities Act of 1933, as amended, and applicable state securities laws, or exemptions from such registration requirements are available.

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS – JETT CAPITAL (RESOLUTION 8)

1. Subject to paragraph 7, each Option entitles the holder to one fully paid ordinary share (**Share**) in the capital of Mustang Resources Limited (**Company**).
2. The Options may be exercised at any time prior to 5.00pm (Australian WST) on the day immediately prior to the third anniversary of the date of issue.
3. Subject to section 8, the exercise price of the Options (**Exercise Price**) is \$0.0178 per Option.
4. To exercise the Options, the Option holder must duly complete, execute and deliver to the Company an exercise notice in the agreed form (**Notice of Exercise**). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must, among other things, state the number of Options exercised and the consequent number of Shares to be issued. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
5. All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares.
6. There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. The Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised other than in relation to a Bonus Issue.
7. If there is a bonus issue (**Bonus Issue**) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
8. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.
9. The Options are transferable, subject at all times to any transfer restrictions imposed by ASX or under applicable securities laws, including the Corporations Act 2001 (Cwlth) (**Act**).
10. The Options may not be exercised by or on behalf of a person in the United States unless the Options and the underlying Shares have been registered under the United State Securities Act of 1933, as amended, and applicable state securities laws, or exemptions from such registration requirements are available.

SCHEDULE 3 – TERMS AND CONDITIONS OF OPTIONS ISSUED TO JETT CAPITAL (RESOLUTION 10)

1. Subject to paragraph 7, each Option entitles the holder to one fully paid ordinary share (**Share**) in the capital of Mustang Resources Limited (**Company**).
2. The Options may be exercised at any time prior to 5.00pm (Australian WST) on 22 May 2021.
3. Subject to section 8, the exercise price of the Options (**Exercise Price**) is \$0.0273 per Option.
4. To exercise the Options, the Option holder must duly complete, execute and deliver to the Company an exercise notice in the agreed form (**Notice of Exercise**). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must, among other things, state the number of Options exercised and the consequent number of Shares to be issued. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
5. All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares.
6. There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. The Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised other than in relation to a Bonus Issue.
7. If there is a bonus issue (**Bonus Issue**) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
8. In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.
9. The Options are transferable, subject at all times to any transfer restrictions imposed by ASX or under applicable securities laws, including the Corporations Act 2001 (Cwlth) (**Act**).
10. The Options may not be exercised by or on behalf of a person in the United States unless the Options and the underlying Shares have been registered under the United State Securities Act of 1933, as amended, and applicable state securities laws, or exemptions from such registration requirements are available.