

PURSUIT MINERALS LIMITED

ACN 128 806 977

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Wednesday, 24 October 2018

Time of Meeting

10.00 am (Perth time)

Place of Meeting

**Steinepreis Paganin Lawyers
Level 4, 16 Milligan Street
Perth WA 6001**

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser 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 5.00pm (Perth time) on Friday, 19 October 2018.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**Meeting**) of the Shareholders of Pursuit Minerals Limited ACN 128 806 977 (**Company**) will be held on Wednesday, 24 October 2018, commencing at 10.00am (Perth time) at **Steinepreis Paganin Lawyers, Level 4, 16 Milligan Street Perth WA 6001**. Registration will commence immediately prior to the Meeting.

An online version of the Company's 2018 Annual Report can be downloaded or viewed at www.pursuitminerals.com.au. The 2018 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy.

This Notice of Meeting incorporates, and should be read together with, the Explanatory Memorandum and Proxy Form. Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in both this Notice of Meeting and the Explanatory Memorandum.

ORDINARY BUSINESS

Receipt of financial statements and reports

To receive and consider the Directors' report, the Auditor's report and the financial statements of the Company for the financial year ended 30 June 2018.

Resolutions

1. Adoption of Remuneration Report (non-binding resolution)

To consider and if thought fit, 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 adoption of the Remuneration Report for the financial year ended 30 June 2018 as set out in the Company's 2018 Annual Report"

Note: Under the Corporations Act, 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 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:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the person is the Chair of the Meeting 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 if though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

2. Re-election of Director, Mr Ian Wallace

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

"That, for the purpose of clause 14.2 of the Constitution and for all other purposes, Mr Ian Wallace, a Director, retires by rotation, and being eligible, is re-elected as a Director."

3. Election of Director, Mr Matthew O'Kane

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

"That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Matthew O'Kane, a Director who was appointed casually on 8 May 2017, retires, and being eligible, is elected as a Director."

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, Shareholders ratify the issue of 9,562,998 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.

5. 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 6,537,047 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.

6. Approval to issue up to 50,000,000 shares to Exempt Investors

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 50,000,000 Shares to Exempt Investors and/or their nominees, 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 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.

7. Issue of Options to PAC Partners

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 4,032,000 Options to PAC Partners 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 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. Issue of Incentive Options to Mr Matthew O'Kane

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 10.14 and for all other purposes, approval is given for the Company to issue up to 1,000,000 Incentive Options to Mr Matthew O'Kane (or his nominee) under the Incentive Options Plan in accordance with the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director who is eligible to participate in the Incentive Option Plan, and any associates of those Directors. 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, provided the Chair is not excluded from voting on this Resolution, 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.

Voting Prohibition Statement:

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

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

However, provided the Chair is not excluded from voting on this Resolution, the above prohibition does not apply if:

- (a) the proxy is the Chair; and

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

SPECIAL BUSINESS

9. Approval of additional 10% 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, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) (**10% Placement Capacity**) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions 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 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 will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

ATTENDANCE AND VOTING AT THE MEETING

Voting entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that Shareholders who are on the Company's share register at 5.00pm (Perth time) on Friday, 19 October 2018 shall, for the purposes of the Meeting, be entitled to attend and vote at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. Resolutions 1 to 8 are Ordinary Resolutions and Resolution 9 is a Special Resolution.

The passing of each Resolution arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder who is present in person or by proxy, corporate representative or attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, corporate representative or attorney, will have one vote for each Share held by that person.

Voting by proxy

A Shareholder who is entitled to attend and vote at this Meeting may appoint a proxy to attend and vote on the Shareholder's behalf. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise.

A Proxy Form accompanies this Notice. To be valid, the Proxy Form must be received no later than 10.00am (Perth time) on Monday, 22 October 2018, being 48 hours prior to the commencement of the Meeting.

To record a valid proxy vote, a Shareholder will need to complete and lodge the Proxy Form at the share registry of the Company, Security Transfer Australia Limited in accordance with the instructions set out in the proxy form.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each of the Resolutions by marking either **For**, **Against** or **Abstain** on the voting form for each item of business. As explained further below, your vote on Resolution 1 may not be counted if you do not direct your proxy how to vote.

Pursuant to section 250BB of the Corporations Act, an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- (a) 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);
- (b) 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;
- (c) 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
- (d) 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).

Under section 250BC of the Corporations Act, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of a company's members;
- (b) the appointed proxy is not the Chair of the meeting;
- (c) at the meeting, a poll is duly demanded on the Resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) 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.

Undirected proxies

Please note that if the Chair of the Meeting is appointed as your proxy (or becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on the Resolutions even though they may be connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company, which includes the Chair. If you appoint the Chair as your proxy you can direct the Chair to vote for or against or abstain from voting on any of Resolutions by marking the appropriate box on the Proxy Form.

The Chair intends to vote undirected proxies in favour of each item of business.

Please also note that if you appoint a Director or a member of the Key Management Personnel (or their Closely Related Parties) as your proxy, in accordance with section 250R (5) of the Corporations Act you

must direct your proxy how to vote on Resolution 1, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Voting by corporate representative

A Shareholder or proxy that is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative.

Evidence of the appointment of a corporate representative must be in accordance with section 250D of the Corporations Act and be lodged with the Company before the Meeting or at the registration desk on the day of the Meeting.

Voting by attorney

A Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf.

An attorney need not be a holder of Shares.

An instrument conferring the power of attorney or a certified copy of the authority must be produced to the Company at least 48 hours prior to the commencement of the Meeting.

DATED 21 September 2018

**BY ORDER OF THE BOARD
PURSUIT MINERALS LIMITED**

**STEPHEN KELLY
COMPANY SECRETARY**

EXPLANATORY MEMORANDUM

IMPORTANT NOTICE

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Pursuit Minerals Limited to be held on 24 October 2018 at 10.00 am (Perth time). This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the Resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider the Resolutions.

If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Words or expressions used in the Notice of Meeting and in this Explanatory Memorandum are defined in the Glossary. Unless otherwise stated, all references to sums of money, '\$' and 'dollars' are references to Australian currency.

This Explanatory Memorandum is dated 21 September 2018.

BACKGROUND TO THE RESOLUTIONS

ORDINARY BUSINESS

Receipt of financial statements and reports

This item does not require voting by Shareholders. It is intended to provide an opportunity for Shareholders to raise questions on the financial statements and reports. The Company's auditor will be present at the Meeting and available to answer any questions.

In addition to asking questions at the Meeting, Shareholders may address written questions to the Chair of the Meeting about the management of the Company or to the Company's Auditor, Bentleys, if the question is relevant to:

1. the content of the Auditor's report; or
2. the conduct of its audit of the financial statements to be considered at the Meeting.

Note: Under section 250PA(1) of the Corporations Act a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

Written questions for Bentleys Audit & Corporate (WA) Pty Ltd must be delivered by 10 October 2018 to the address listed on the Proxy Form attached to this Notice of Meeting.

1. Resolution 1 – Adoption of Remuneration Report (non-binding resolution)

1.1 Background

The Annual Report for the year ended 30 June 2018 contains a Remuneration Report that sets out the remuneration policy of the Company and the remuneration details for each Director and for each member of the Company's senior executive management team.

An electronic copy of the 2018 Annual Report is available to download or view on the Company's website at www.pursuitminerals.com.au. The 2018 Annual Report has also been sent by post to those Shareholders who have previously elected to receive a hard copy.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the

vote of the Company. Shareholders should note that the vote on Resolution 1 is advisory only and, subject to the matters outlined below, will not bind the Company or the Directors. However, the Directors will take the outcome of the vote into consideration when reviewing the Company's remuneration policy.

1.2 Two strikes

If 25% or more of votes that are cast on this non-binding Resolution are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of these annual general meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days (**Spill Meeting**), at which:

- (a) all of the Company's Directors (other than the Managing Director) cease to hold office immediately before the end of the Spill Meeting; and
- (b) Resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting will be put to the vote at the Spill Meeting.

The approval threshold for the Spill Resolution is 50% or more of votes that are cast on the Spill Resolution.

At the 2017 Annual General Meeting, over 75% of votes cast were in favour of the Remuneration Report.

1.3 Board Recommendation

The Board unanimously recommends that Shareholders vote **FOR** Resolution 1.

The Chair intends to vote undirected proxies in favour of Resolution 1.

2. Resolution 2 – Re-election of Director, Mr Ian Wallace

2.1 Background

The Constitution sets out the requirements for determining which Directors are to retire by rotation at an annual general meeting.

Mr Ian Wallace, who has served as a director since 14 August 2017, retires by rotation and seeks re-election.

2.2 Qualifications

Ian Wallace has a 30 year plus year career in mining, project development and exploration across base and precious metals, coal and seam gas. Ian Wallace has held Business, Commercial, Stakeholder Engagement Specialist and Tenure roles with various companies including Avalon Minerals, Meridian Minerals, Anglo American, BHP Billiton, Pancontinental Mining and Renison Goldfields. He has extensive experience in the negotiation and management of joint ventures, acquisitions and divestments across an international mix of resource projects. Ian Wallace also has many successes with the acquisition, granting and optimisation of exploration and production tenures by working with Government agencies throughout Australia and a number of overseas jurisdictions. As well as the Government processes, he also has extensive experience as a stakeholder engagement specialist working with Indigenous people, property owners and the communities in which exploration, mining and production has been undertaken.

2.3 Independence

If elected, the board considers Mr Wallace will be an independent director.

2.4 Board Recommendation

The Board recommends that Shareholders vote **FOR** Resolution 2.

The Chair intends to vote undirected proxies in favour of Resolution 2.

3. Resolution 3 – Election of Director, Mr Matthew O’Kane

3.1 Background

The Constitution allows the Directors to appoint at any time a person to be a Director either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to the Constitution and ASX Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Matthew O’Kane, having been appointed by other Directors on 8 May 2017 in accordance with the Constitution, will retire in accordance with the Constitution and ASX Listing Rule 14.4 and being eligible, seeks election from Shareholders.

3.2 Qualifications

Mr O’Kane is currently the CFO of Crater Gold, an ASX listed gold explorer and producer, as well as providing CFO services to a Hong Kong SFC licensed institutional brokerage and asset management firm. He also provides consulting services to minerals and commodities businesses and is a Director of Northern Territories Resources Pty. Ltd, which owns a significant base metal project in Australia, and a Director of Azarga Uranium Corporation, a TSX listed uranium development company. He was the CFO of a large private commodities trading firm in Hong Kong from August 2014 to August 2016 and was the CFO of Celsius Coal Limited from May 2013 to August 2014, an Australian coal mining company listed on the Australian Stock Exchange. Prior to joining Celsius Coal Limited, Mr. O’Kane was the CFO of SouthGobi Resources Limited, a coal production and development company listed on the Toronto Stock Exchange and the Hong Kong Stock Exchange, from July 2011 to November 2012 and the VP Commercial Operations and Investor Relations of SouthGobi Resources Limited from January 2011 to June 2011. From 2006 to January 2011, Mr. O’Kane was the Finance Director and Executive Director of Volvo Car Australia Pty Ltd., a fully owned subsidiary of Volvo Cars Sweden.

3.3 Independence

Mr O’Kane has no interests, position, association or relationship that might influence, or reasonably be perceived to influence, in a material respect his capacity to bring an independent judgement to bear on issues before the board and to act in the best interest of the entity and its security holders generally.

If elected, the board considers Mr O’Kane will be an independent director.

3.4 Board recommendation

The Board recommends that Shareholders vote **FOR** Resolution 3.

The Chair intends to vote undirected proxies in favour of Resolution 3.

4. Resolutions 4 to 9 – Resolutions relating to share capital

Resolutions 4 to 9 (inclusive) are Resolutions relating to the Company's share capital as set out below:

- Resolution 4 – Ratification of prior issue of 9,562,998 Shares
- Resolution 5 – Ratification of prior issue of 6,537,047 Shares
- Resolution 6 – Approval to issue up to 50 million Shares.
- Resolution 7 – Approval to issue up to 4,032,000 options to PAC Partners
- Resolution 8 – Approval to issue 1,000,000 incentive options to Matthew O'Kane
- Resolution 9 – Approval of additional 10 per cent placement capacity under Listing Rule 7.1A

Table 1 below sets out the potential dilutionary impact of Resolutions 4 to 9 (inclusive) on the Share capital of the Company.

Table 1 – Potential Dilutionary Effect of Resolutions 4 to 9

Resolution Number	Description	Shares (number)	Shares (cumulative)	% (at issue)	% (after issue of all Shares per Resolution)	Options and Performance Rights (number)	Options and Performance Rights (cumulative)	% (at issue)	% (fully diluted)	Total equities (number)	Total equities (cumulative)
4 and 5	Current issued capital (including Shares to be ratified pursuant to Resolutions 4 and 5)	81,470,513	81,470,513	100%	56%	40,500,000	40,500,000	100%	33%	121,970,513	121,970,513
6	Approval to issue up to 50 million Shares	50,000,000	131,470,513	38%	91%	-	40,500,000	0%	24%	50,000,000	171,970,513
7	Issue of Options to PAC Partners	-	131,470,513	0%	91%	4,032,000	44,532,000	9%	25%	4,032,000	176,002,513
8	Issue of Incentive Options to Matthew O'Kane	-	131,470,513	0%	91%	1,000,000	45,532,000	2%	26%	1,000,000	177,002,513
9	Approval of additional 10% placement capacity under ASX Listing Rule 7.1A	13,147,051	144,617,564	9%	100%	-	45,532,000	0%	24%	13,147,051	190,149,564

The above tables reflect the maximum number of equity securities that may be issued by the Company if the relevant Resolution is approved and assuming that no other equity securities are issued by the Company.

Refer explanatory information for each of the Resolutions included in this Notice of Meeting for additional information.

5. Resolutions 4 and 5 – Ratification of prior issue of Shares

5.1 Background

On 7 June 2018, the Company issued a placement of 16,100,045 Shares at an issue price of \$0.10 per Share to sophisticated and exempt investors pursuant to section 708(8) of the Corporations Act. The allottees were professional and sophisticated applicants as determined by the Board, and broking firms who participated in the placement, none of whom are related parties of the Company.

9,562,998 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and 6,537,047 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 30 November 2017.

Resolutions 4 and 5 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

5.2 Resolution 4 – ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits the Company (subject to certain exceptions such as pro-rotas issues) from issuing or agreeing to issue equity securities (such as Shares and Options) representing more than 15% of the Company's total issued securities, during a rolling 12-month period, without Shareholder approval (15% Threshold).

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 Company will retain the flexibility to issue equity securities in the future up to the 15% annual capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.3 Resolution 5 – 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 this Resolution, 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. Although, it is noted that the Company's use of the 10% annual placement capacity following this Meeting remains conditional on this Resolution being passed by the requisite majority.

5.4 Technical information

In accordance with the requirements of Listing Rule 7.5, the following information is provided in relation to Resolutions 4 and 5:

- (a) 16,100,045 Shares were issued on the following basis:
 - (i) 9,562,998 Shares were issued pursuant to ASX Listing Rule 7.1; and
 - (ii) 6,537,047 Shares were issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price was \$0.10 per Share under both the issue of Shares the subject of Resolutions 4 and 5;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company and issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to sophisticated and exempt investors pursuant to section 708(8) of the Corporations Act. None of these subscribers are related parties of the Company; and
- (e) \$1,610,005 was raised under the placement, the funds raised have been used by the Company to facilitate an exploration drilling program at the Company's Paperbark and Bluebush lead zinc projects in Northern Queensland and the acquisition and analysis geological data relating to the Company's vanadium projects in Sweden and Finland.

5.5 Board Recommendation

The Board recommends that Shareholders vote FOR Resolutions 4 and 5.

The Chair intends to vote undirected proxies in favour of Resolutions 4 and 5.

6 Resolution 6 – Approval to issue up to 50 million shares to Exempt Investors

6.1 Background

This Resolution seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to a maximum of 50,000,000 Shares to various Exempt Investors or their nominees to raise funds for the Project Development and for general working capital purposes (Placement). Shares issued under the Placement will be at least 80% of the VWAP for the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue was made.

Listing Rule 7.1 prohibits the Company (subject to certain exceptions in Listing Rule 7.2) from issuing or agreeing to issue equity securities representing more than 15% of the Company's total issued securities, during a rolling 12-month period, without Shareholder approval (15% Threshold).

The Company is planning to undertake exploration and development programs on the Company's projects, focussing on the Company's vanadium projects in Finland and Sweden (Project Development).

Approximately 80% of the Placement funds will be directed towards the Company's Project Development, with the balance applied to working capital expenses and general business running costs.

If Shareholder approval is not obtained, depending on the available placement capacity at the time, some of the Shares may still be issued pursuant to Listing Rule 7.1, which allows the Company to issue up to 15% of its total ordinary Share capital without Shareholder approval during the following 12-month period.

If Shareholders approve the Placement, the Company will have the flexibility to issue further securities up to the 15% Threshold over the following 12-month period.

On the basis that Shareholder approval for this Resolution is obtained, the issue of the 50,000,000 Shares will not be counted as a new issue for the purposes of calculating the 15% Threshold.

6.2 *Information required by the Listing Rules*

Listing Rule 7.3 requires that the information listed below be provided to Shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

Table 1: ASX Listing Rule 7.3 Disclosure

Maximum number of securities issued	50,000,000 Shares.
Issue Price	The issue price will be at least 80% of the VWAP for the Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the issue was made.
Issue date / date by which the entity will issue the securities	The Shares are proposed to be issued as soon as practicable after the date of the Meeting, and in any event not later than 19 January 2019 being 3 months after the date of the Meeting. The allotment may occur progressively in tranches as subscriptions are received by the Company.
Terms of Securities	The Shares issued are fully paid ordinary shares in the capital of the Company that rank equally in all respects with the Company's existing Shares on issue.
Name of allottees or basis on which determined	Exempt Investors or their nominees, being sophisticated and professional Investors or other parties who are exempt from the disclosure requirements by virtue of an exception in section 708 of the Corporations Act. The Directors will determine to whom the Shares will be issued but these persons will not be related parties of the Company. The Company reserves the right to pay any broker or other adviser a commission or fee on all monies raised from any investors introduced by that adviser.
Use of Funds	The Company is planning to undertake exploration and development programs on the Company's projects, focussing on the Company's vanadium projects in Finland and Sweden. Approximately 80% of the funds raised will be primarily directed towards the Company's Project Development. In addition to the Project Development, the Company will apply approximately 20% of the funds raised to working capital expenses and general business running costs.

6.3 *Dilutionary impact of Resolution 6*

The dilutionary impact of the Placement under this Resolution is detailed above in Table 1. It is estimated that the issue of Shares under the Placement may account for up to 24% of the Company's securities on a fully diluted basis, assuming that all Resolutions are approved, and relevant securities issued. If other Resolutions are not approved, the dilutionary effect of the issue may be greater.

The Company wishes to progress forward with its program to acquire (and increase its equity stake incrementally under earn-in provisions) and develop the Company's projects. The Company will require a significant amount of funding to carry out these programs in the future and will announce the details to the market as appropriate under the Listing Rules. While this Resolution may have a dilutionary effect if passed, the Company considers that the Placement will provide the Company with a possible funding option for its future capital and expenditure requirements.

6.4 *Impact of Shareholder approval*

Importantly, Shareholders should note that:

- Shareholder approval is sought for the issue of the Shares; however
- if Shareholder approval is not obtained for this Resolution, some of the Shares may still be issued pursuant to Listing Rule 7.1, assuming there is available placement capacity. Such an issue would not be constrained by the terms (including the issue price) stated in this Resolution.

Accordingly, if:

- **this Resolution is passed** the future issues of the Shares will not reduce the Company's available placement capacity under Listing Rule 7.1 (and 7.1 A if applicable). Assuming that no other Equity Securities are issued, no options are exercised but that Resolutions 4-9 are approved, the Company will be able to issue an additional 27,518,751 new Shares without Shareholder approval in the following 12 months and without relying on any exceptions to the 15% Threshold;
- **this Resolution is not approved** the Company's capacity under Listing Rule 7.1 will be impacted to the extent of the Shares. The Company will only be able to issue new Shares without Shareholder approval in the following 12 months to the extent of its remaining Placement Capacity.

Voting exclusion statements are included in the Notice.

6.5 *Directors Recommendation*

The Board recommends that Shareholders vote **FOR** Resolution 6.

The Chair intends to vote undirected proxies in favour of Resolution 6.

7 **Resolution 7 – Approval to issue options to PAC Partners**

7.1 *Background*

This Resolution seeks Shareholder approval for the issue of up to 4,032,000 Options in consideration for services to be provided by PAC Partners in connection with the provision of corporate broking and advisory services on the following terms:

- (a) 1,992,000 Options with an exercise price of \$0.20 and an expiry date of 28 February 2021. The options and any Shares issued on exercise of the Options are subject to voluntary escrow until 23 August 2019; and

- (b) Up to 2,040,000 Options with an exercise price of \$0.25 and an expiry date of 14 August 2021. The Options will vest on the Company's Share price achieving a 30-day VWAP on or before 23 August 2019 and are subject to voluntary escrow until 23 August 2019.

The Company has engaged PAC Partners to act as Lead Manager for a future capital raising to be undertaken by the Company at a time, and on terms that are yet to be determined and to provide general corporate advisory services to the Company. In consideration for services provided in connection with the engagement, the Company will pay to PAC Partners a monthly retainer of \$4,000 (plus GST) and a capital raising fee of 6% of the gross proceeds raised under any capital raising. The Company has also agreed, subject to Shareholder approval, to issue to PAC Partners the options described above.

The effect of this Resolution will be to allow the Company to issue the Options 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 issue of the Options:

- (a) the maximum number of Options to be issued is 4,032,000;
- (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). The issue of the Options may occur progressively in tranches as services are provided by PAC Partners;
- (c) the Options will be issued for nil cash consideration, in consideration for services to be provided by brokers in connection with the Capital Raising;
- (d) the Options will be issued to PAC Partners who have been engaged by the Company to assist with capital raising activities and to provide general financial advisory services to the Company. PAC Partners are not a related party 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 issue of the Options as they are being issued in consideration for corporate broking and advisory services to be provided by PAC Partners.

7.3 Directors Recommendation

The Board recommends that Shareholders vote **FOR** Resolution 7.

The Chair intends to vote undirected proxies in favour of Resolution 7.

8. Resolution 8 – Issue of incentive options to Matthew O'Kane

8.1 Background

The Company has agreed, subject to obtaining Shareholder approval, to issue a maximum of 1,000,000 Incentive Options to a Director Matthew O'Kane (or his nominee). The Incentive Options will have an exercise price that is 135% of the closing price of the Company's shares on the trading day immediately prior to the date on which the Incentive Options are issued and an expiry date that is three years after the issue date of the Incentive Options.

8.2 *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 issue of the Incentive Options constitutes the giving of a financial benefit and Mr Matthew O'Kane, (the **Related Party**) is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Matthew O'Kane) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Incentive Options because the proposed issue to Mr O'Kane is considered reasonable remuneration in the circumstances and was agreed as part of his remuneration package which was negotiated on an arm's length basis.

8.3 *ASX Listing Rule 10.14*

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

8.4 *Technical information required by ASX Listing Rule 10.14*

Pursuant to and in accordance with the requirements of ASX Listing Rule 10.14, the following information is provided in relation to the proposed issue of the Incentive Options:

- (a) Mr O'Kane is a related party of the Company by virtue of being a Director of the Company;
- (b) the maximum number of Incentive Options (being the nature of the financial benefit being provided) to be issued is 1,000,000.
- (c) the Incentive Options will be issued for nil cash consideration; accordingly, no funds will be raised;
- (d) the Incentive Option Plan was approved by Shareholders on 30 June 2017. No Incentive Options have been issued under the Incentive Option Plan to persons referred to in ASX Listing Rule 10.14 (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (e) as at the date of this Notice, the Related Party is the only person covered by ASX Listing Rule 10.14 that the Board has declared to be eligible to be issued Incentive Options under the Incentive Options Plan (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained);
- (f) no loans are being provided in connection with the issue of the Incentive Options;
- (g) the Incentive Options will be issued on the terms and conditions set out in Schedule 2; and

- (h) the Incentive Options will be issued to the Related Party no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Incentive Options will be issued on one date.

Approval pursuant to ASX Listing Rule 7.1 is not required to issue the Incentive Options to the Related Party as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the issue of Incentive Options to the Related Party will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

8.5 *Directors Recommendation*

The Board (with Mr O'Kane abstaining) recommends that Shareholders vote FOR Resolution 8.

The Chair intends to vote undirected proxies in favour of Resolution 8.

9. **Resolution 9 – Approval of additional 10% placement capacity**

9.1 *General*

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**) without using the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$5,947,347 as at 5 September 2018.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

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

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

This Resolution 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 12 for it to be passed. The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

9.2 *ASX Listing Rule 7.1A*

(a) **Period**

An approval under ASX Listing Rule 7.1A must be for a period commencing on the date of the Annual General Meeting at which the approval is obtained and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 or 11.2.

(b) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an Annual General Meeting.

(c) **Equity Securities**

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

The Company, as at the date of the Notice, has on issue 3 classes of Equity Securities, being Shares, Options and Performance Rights. Only the Company's Shares are quoted.

(d) **Formula for calculating 10% Placement Capacity**

Listing Rule 7.1A.2 provides that eligible entities that have obtained Shareholder approval at an AGM may issue or agree to issue, during the 12-month period after the date of the AGM, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

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

- plus, the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- plus, the number of partly paid shares that became fully paid in the previous 12 months;
- plus, the number of Shares issued in the previous 12 months with approval of Shareholders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval; and
- less the number of Shares cancelled in the previous 12 months.

D is 10%.

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

(e) **Listing Rule 7.1 and Listing Rule 7.1A**

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

At the date of this Notice, the Company has on issue 81,470,513 Shares. The Company therefore has a capacity to issue:

- (a) 12,220,576 Equity Securities under Listing Rule 7.1; and
- (b) 8,147,051 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 3(c) below).

9.3 *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 9:

(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 in paragraph 9.2(a)(i) 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 Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) 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) (after which date, an approval under Listing Rule 7.1A ceases to be valid), **(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 this Resolution 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 Table 2 below.

Table 2 shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), based on 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.

Table 2 – Potential dilutionary impact of Resolution 9

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A(2))	Dilution			
	Issue Price (per Share)	\$0.0365 (50% decrease in issue price)	\$0.073 (issue price)	\$0.09125 (25% increase in issue price)
131,470,513 (Current Variable "A")	Shares issued - 10% voting dilution	13,147,051 Shares	13,147,051 Shares	13,147,051 Shares
	Funds Raised	\$479,867	\$959,735	\$1,199,668
197,205,770 (50% increase in Variable 'A')*	Shares issued - 10% voting dilution	19,720,576 Shares	19,720,576 Shares	19,720,576 Shares
	Funds Raised	\$719,801	\$1,439,602	\$1,799,503
262,941,026 (100% increase in Variable 'A')*	Shares issued - 10% voting dilution	26,294,102 Shares	26,294,102 Shares	26,294,102 Shares
	Funds Raised	\$959,735	\$1,919,469	\$2,399,337

**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 ASX Listing Rule 7.1.*

Table 2 uses the following assumptions:

- There are currently 131,470,513 Shares on issue comprising:
 - 81,470,513 on issue as at the date of this Notice of Meeting; and
 - 50,000,000 Shares which will be issued if Resolution 7 is passed.
- The current issue price set out above is the closing price of the Shares on the ASX on 12 September 2018, being \$0.073.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. 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.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

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 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 issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for exploration on the Company's exploration projects located in Sweden and Finland and for general working capital purposes; or
- (ii) as non-cash consideration for the acquisition of new resources assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

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

(e) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients 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 recipients 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 circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

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

(f) *Previous Approval under ASX Listing Rule 7.1A and disclosure required by ASX Listing Rule 7.3A.6*

The Company has previously obtained approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 30 November 2017.

In accordance with ASX Listing Rule 7.3A.6, the Company makes the following disclosure:

- (i) During 12 month period preceding the date of the Meeting, the Company issued 6,537,047 Equity Securities pursuant to ASX Listing Rule 7.1A on 7 June 2018 at an issue price of \$0.10 per share to sophisticated investors. The funds raised of \$653,705 from this issue have been, or will be, utilised by the Company for costs associated with the exploration and development of the Group's exploration tenements in Australia, Finland and Sweden and for general corporate costs;
- (ii) This issue is the subject of Resolutions 4 and 5 in this Notice of Meeting in which ratification of the issue is sought; and
- (iii) The Company issued a further 9,562,998 Shares during the 12-month period preceding the date of the Meeting, which represents approximately 15% of the total diluted number of Equity Securities on issue in the Company at 24 October 2017.

Table 3 provides further details of the issues of Equity Securities by the Company in the 12-month period preceding the date of the Meeting:

Table 3 – Issues of Equity Securities since 15 October 2017

Date	Quantity	Class	Recipients	Issue price and discount to Market Price	Form of consideration	Use of funds or intended use of funds for remaining consideration
7 June 2018	16,100,045 (9,562,998 shares issued under Listing Rule 7.1 and 6,537,047 shares issued under Listing Rule 7.1A)	Fully paid ordinary shares	Sophisticated investors	Issue price \$0.10	Cash	80% of funds raised to be allocated to the development of the Company's exploration projects and 20% of funds raises allocated to costs of the raising and corporate costs.

(g) *Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A*

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.5A for release to the market.

9.4 *Voting Exclusion*

A voting exclusion statement is included in this 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 this Resolution.

9.5 *Directors Recommendation*

The Directors recommend that Shareholders vote in favour of Resolution 9.

The Chair intends to vote undirected proxies in favour of Resolution 9.

Glossary

In this Explanatory Memorandum and the Notice of Meeting:

10% Placement Capacity has the meaning given in Section 9.1.

AUD, \$, AU\$ are references to the Australian Dollar;

Annual General Meeting or Meeting means the annual general meeting of the Company to be convened by this Notice of Meeting (unless the context otherwise requires);

Associate(s) has the meaning given in the Corporations Act;

ASX means the Australian Securities Exchange or ASX Limited ACN 008 624 691;

Auditor means Bentleys Audit & Corporate (WA) Pty Ltd

Board means the board of Directors of the Company at the date of this Notice;

Chair means the chair of the Meeting;

Closely Related Party of a member of the Key Management Personnel for an entity, includes:

1. a spouse or child of the member;
2. a child of the member's spouse;
3. a dependent of the member or of the member's spouse;
4. 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 dealings with the entity;
5. a company the member controls; or
6. a person prescribed as such by the *Corporations Regulations 2001* (Cth);

Company means Pursuit Minerals Limited ACN 128 806 977;

Constitution means the constitution of the Company in effect at the time of the Meeting;

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

Directors means the directors of the Company being as at the date of this Notice of Meeting, being Peter Wall, Matthew O'Kane, Jeremy Read and Ian Wallace;

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Memorandum means this explanatory memorandum that accompanies and forms part of the Notice of Meeting;

Financial Report means the 30 June 2018 financial report of the Company, a copy of which was lodged with ASX on 21 September 2018 under the announcement "Annual Report to Shareholders";

Incentive Options means the options proposed to be issued to Matthew O'Kane pursuant to Resolution 8 on the terms and conditions set out in Schedule 2.

Incentive Option Plan means the Incentive Option Plan approved by Shareholders on 30 June 2017;

Key Management Personnel means 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);

Listing Rules means the official Listing Rules of ASX;

Notice of Meeting means the notice of annual general meeting dated 21 September 2018 which this Explanatory Memorandum accompanies and in which the Resolutions are set out;

Options means the options proposed to be issued to PAC Partners pursuant to Resolution 8 on the terms and conditions set out in Schedule 2.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Proxy Form means a valid proxy form for this Annual General Meeting (unless the context otherwise requires);

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2018 contained in the Financial Report;

Resolution or **Resolutions** means the resolutions referred to in the Notice of Meeting;

Share means a fully paid ordinary share in the Company;

Shareholder means a holder of Shares;

Spill Meeting has the meaning given in Resolution 1; and

Spill Resolution has the meaning given in Resolution 1.

Variable A means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

SCHEDULE 1

TERMS AND CONDITIONS OF OPTIONS TO BE ISSUED TO PAC PARTNERS

1. Each option entitles the holder to one ordinary share in the Company.
2. The following Options are to be issued:
 - (i) 1,992,000 Options with an exercise price of \$0.20 and an expiry date of 28 February 2021. The options and any Shares issued on exercise of the Options are subject to voluntary escrow until 23 August 2019; and
 - (ii) Up to 2,040,000 Options with an exercise price of \$0.25 and an expiry date of 14 August 2021. The Options will vest on the Company's Share price achieving a 30-day VWAP on or before 23 August 2019 and are subject to voluntary escrow until 23 August 2019.
3. Options not exercised before the expiry of the exercise period will lapse.
4. Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price per option in cleared funds.
5. The Company will not apply to ASX for official quotation of the options.
6. The Company will make application for official quotation on ASX of new shares allotted on exercise of the options. Those shares will participate equally in all respects with existing issued ordinary shares, and new shares allotted on exercise of the options will qualify for dividends declared after the date of their allotment.
7. Options can only be transferred with Board approval, except that if at any time before expiry of the exercise period the option holder dies, the legal personal representative of the deceased option holder may:
 - (i) elect to be registered as the new holder of the options;
 - (ii) whether or not he or she becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted; and
 - (iii) if the deceased has already exercised options, pay the exercise price in respect of those options.
8. An option holder may only participate in new issues of securities to holders of ordinary shares in the Company if the option has been exercised and shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give prior notice to the option holder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
9. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
10. If the Company makes a rights issue (other than a bonus issue), the exercise price of options on issue will be reduced according to the following formula:

$$A = O - \frac{E [P - (S + D)]}{(N + 1)}$$

Where:

A = the new exercise price of the option;

O = the old exercise price of the option;

E = the number of underlying ordinary shares into which one option is exercisable;

P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex-rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);

S = the subscription price for a security under the pro rata issue;

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

11. If, during the currency of the options the issued capital of the Company is reorganised, those options will be reorganised to the extent necessary to comply with ASX Listing Rules.

SCHEDULE 2

TERMS AND CONDIITONS OF INCENTIVE OPTIONS TO BE ISSUED TO MATTHEW O'KANE

- (a) The Incentive Options are to be issued pursuant to the Incentive Option Plan approved by Shareholders on 30 June 2017.
- (b) **Issue price:** Unless the Options are quoted on the ASX, Options issued under the Option Plan will be issued for no more than nominal cash consideration.
- (c) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (d) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant (being an Eligible Participant to whom Options have been granted under the Option Plan or their nominee where the Options have been granted to the nominee of the Eligible Participant), resolve to waive any of the Vesting Conditions applying to Options due to:
 - (i) *Special Circumstances arising in relation to a Relevant Person in respect of those Options; or*
 - (ii) *a Change of Control occurring; or*
 - (iii) *the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.*
- (e) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
 - (i) *an unauthorised dealing in the Option;*
 - (ii) *a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option in the circumstances set out in paragraph (d) or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;*
 - (iii) *in respect of unvested Option only, an Eligible Participant ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option in the circumstances set out in paragraph (d) or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;*
 - (iv) *in respect of vested Options only, a relevant person ceases to be an Eligible Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be an Eligible Participant;*
 - (v) *the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;*
 - (vi) *the Company undergoes a Change of Control or a winding up resolution or order is made, and the Board does not exercise its discretion to vest the Option;*
 - (vii) *the expiry date of the Option.*
- (f) **Not transferrable:** Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (g) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer paragraph (i)) from the date of issue, rank on equal terms with all other Shares on issue.

- (h) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the Option Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (i) **Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all the Shares issued to an Eligible Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options. In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such restriction period determined.
- (j) **No Participation Rights:** There are no participating 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.
- (k) **Change in exercise price of number of underlying securities:** Unless specified in the offer of the Options and subject to compliance with the ASX Listing Rules, an Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.
- (l) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of an Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (m) **Amendments:** Subject to express restrictions set out in the Option Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Option Plan, or the terms or conditions of any Option granted under the Option Plan including giving any amendment retrospective effect.
- (n) **Trust:** The Board may, at any time, establish a trust for the sole purpose of acquiring and holding Shares in respect of which a Participant may exercise, or has exercised, vested Options, including for the purpose of enforcing the disposal restrictions and appoint a trustee to act as trustee of the trust. The trustee will hold the Shares as trustee for and on behalf of a Participant as beneficial owner upon the terms of the trust. The Board may at any time amend all or any of the provisions of the Option Plan to effect the establishment of such a trust and the appointment of such a trustee.

Definitions: Capitalised terms used in the above summary are as defined in the Option Plan, including:

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

Change of Control means:

- (a) a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in more than 50% of the Company's issued Shares;
- (b) a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- (c) in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

Relevant Person means:

- (a) in respect of an Eligible Participant, that person; and
- (b) in respect of a nominee of an Eligible Participant, that Eligible Participant.

Special Circumstances means:

- (a) a Relevant Person ceasing to be an Eligible Participant due to:
 - (i) *death or Total or Permanent Disability of a Relevant Person; or*
 - (ii) *Retirement or Redundancy of a Relevant Person;*
- (b) a Relevant Person suffering Severe Financial Hardship;
- (c) any other circumstance stated to constitute "Special Circumstances" in the terms of the relevant Offer made to and accepted by the Participant; or
- (d) any other circumstances determined by the Board at any time (whether before or after the Offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant.

«EFT_REFERENCE_NUMBER»

PURSUIT MINERALS LTD

ACN: 128 806 977

REGISTERED OFFICE:

LEVEL 11
216 ST GEORGES TERRACE
PERTH WA 6000

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Post_zone»

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

PUR

Holder Number:

«HOLDER_NUM

PROXY FORM

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

VOTE
ONLINELodge your proxy vote securely at www.securitytransfer.com.au

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

«ONLINE

SECTION A: Appointment of Proxy

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

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Wednesday 24 October 2018 at Steinepreis Paganin Lawyers, Level 4, 16 Milligan Street, Perth WA 6001 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*		For	Against	Abstain*
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6. Issue of Shares to Exempt Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director - Ian Wallace	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7. Issue of Options to Pac Partners	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Matthew O'Kane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Issue of Incentive Options - Matthew O'Kane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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 and 8 (except where I/we have indicated a different voting intention above) even though Resolutions 1 and 8 are connected directly or indirectly with the remuneration of a member of Key Management Personnel, which includes the Chair.

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Monday 22 October 2018.

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My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

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

To appoint a second Proxy you must:

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

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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

6. LODGEMENT OF PROXY

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

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

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

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

