
HIPO RESOURCES LTD**ACN 147 106 974****NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 11am

DATE: Friday, 30 November 2018

PLACE: The offices of Calder Roth & Co, Level 2, 34 Colin Street, West Perth, WA

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 3.00pm on 28 November 2018.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018.”

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

Voting Prohibition Statement:

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

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

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

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

3. RESOLUTION 2 – ELECTION OF DIRECTOR – MR SAMUEL JARVIS

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Samuel Jarvis, a Director who was appointed as an additional Director on 13 June 2018, retires, and being eligible, is elected as a Director.”

4. RESOLUTION 3 – ELECTION OF DIRECTOR – MR DANIEL SMITH

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

“That, for the purpose of clause 13.4 of the Constitution and for all other purposes, Mr Daniel Smith, a Director who was appointed as an additional Director on 13 June 2018, retires, and being eligible, is elected as a Director.”

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MAURICE FEILICH

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

“That, for the purpose of clause 13.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Maurice Feilich, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

6. RESOLUTION 5 – ISSUE OF ADVISER OPTIONS

“That pursuant to ASX Listing Rule 7.1, approval is given for the issue of 10,000,000 Adviser 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.

7. RESOLUTION 6 - RATIFICATION OF OPTION ISSUE

To consider and, if thought fit, to pass 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 11,087,500 Quoted Options on the terms and conditions set out in the Explanatory Statement be ratified.”

Voting Exclusion: The Company will disregard any votes cast in favour of the 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.

8. RESOLUTION 7 - RATIFICATION OF OPTION ISSUE

To consider and, if thought fit, to pass 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 7,000,000 Unlisted Options on 18 July 2018 on the terms and conditions set out in the Explanatory Statement be ratified.”

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 8 – ISSUE OF SHARES AND PERFORMANCE RIGHTS TO CROWN MINING SARL

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

“That, pursuant to ASX Listing Rule 7.1, approval is given for the issue of 25,000,000 Shares and 50,000,000 Performance Rights to Crown Mining SARL 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 a person who may obtain a benefit from the issue or any associates of those persons. However, the Company need not disregard a vote if it is cast by:

- a person identified as proxy for a person who is entitled to vote on the Resolution and the vote is cast in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote on the Resolution and the vote is cast in accordance with the directions on the proxy form to vote as the proxy decides.

10. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY

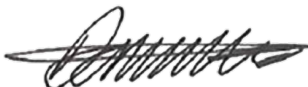
To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise 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 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.

Dated: 29 October 2018

By order of the Board



**Daniel Smith
Company Secretary**

VOTING

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 9486 4036.

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. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.hiporesources.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

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

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

At the Company's previous annual general meeting, the votes cast against the remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3. RESOLUTIONS 2 AND 3 – ELECTION OF DIRECTORS – SAMUEL JARVIS AND DANIEL SMITH

Clause 13.4 of the Company's 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, 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.

Samuel Jarvis and Daniel Smith, having been appointed by other Directors on 13 June 2018 in accordance with the Constitution and ASX Listing Rule 14.4, and being eligible, seeks election from Shareholders.

3.1 Qualifications and other material directorships

Name: Samuel Jarvis
Title: Independent Non-executive Director
Qualifications: BCom, BEng
Experience and expertise: Mr Jarvis has over 20 years' experience in the resources, bulk commodities and energy sectors and has Degrees in Economics and Engineering (Hons).

Name: Daniel Smith
Title: Independent Non-executive Director
Qualifications: BA, MAICD, GIA (Cert), RG146
Experience and expertise: Mr Smith has over 10 years' primary and secondary capital markets expertise, and has advised on a number of IPOs, RTOs and capital raisings on the ASX. Dan's focus is on commercial due diligence, transaction structuring, and investor and stakeholder engagement. He is currently a director and company secretary of ASX and AIM-listed Europa Metals Ltd and ASX-listed Lachlan Star Limited, and is also a company secretary of Taruga Minerals Limited and Vonex Limited.

3.2 Independence

If elected, the Board considers Mr Jarvis and Mr Smith will both be independent Non-executive Directors of the Company.

3.3 Board recommendation

The Board supports the election of Samuel Jarvis and Daniel Smith and recommends that Shareholders vote in favour of Resolutions 2 and 3.

4. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MAURICE FEILICH

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election. Further, clause 13.2 of the Company's Constitution requires at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

Maurice Feilich was last elected as a Director on 1 July 2017, retires by rotation and seeks re-election.

4.1 Qualifications and other material directorships

Name: Maurice Feilich
Title: Executive Chairman
Qualifications: BCom
Experience and expertise: Mr Feilich has been involved in investment markets for 30 years, commencing his career as an institutional derivative broker at McIntosh Securities (later Merrill Lynch) in 1998. He joined Tricom Equities in 2000 as Head of Equities, and in 2010 became a founding partner of Sanlam Private Wealth. Mr Feilich has a track record of success and solid networks in the small resources sector and he has provided capital markets and funding support to Hipo Resources since the Company's re-listing in November 2016.

4.2 Independence

If elected, the Board considers Mr Feilich will not be an independent Director of the Company as he is an executive of the Company.

4.3 Board recommendation

The Board supports the re-election of Maurice Feilich and recommends that Shareholders vote in favour of Resolution 4.

5. RESOLUTION 5 – ISSUE OF ADVISER OPTIONS TO 1620 CAPITAL

5.1 Background

Resolution 5 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 10,000,000 Adviser Options to 1620 Capital Pty Ltd (1620) (or its nominee). On 22 August 2018, the Company announced that it had signed an in-country services partnership with 1620, whereby 1620 would provide the Company with technical and exploration management services for the Company's DRC operations (TSA). As part of the TSA, in addition to reimbursing 1620 on a cost plus 10% basis for the provision of services with the DRC, the Company has agreed, subject to Shareholder approval, to issue 1620 (or its nominee) with 10,000,000 unlisted options (Adviser Options). The exercise of the Adviser Options is subject to various performance hurdles.

5.2 ASX Listing Rule Requirements

Resolution 5 seeks Shareholder approval pursuant to Listing Rule 7.1 to issue the Adviser Options. 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.

The effect of Resolution 5 will be to allow the Company to issue the Adviser Options during the period of 3 months after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), without using the Company's 15% annual placement capacity.

5.3 Technical Information required by ASX Listing Rule 7.4

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3.

(a) the Company will issue a maximum of 10,000,000 Adviser Options;

- (b) the Adviser Options will be issued by no later than 3 months (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the Adviser Options will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue;
- (d) the Adviser Options will be issued to 1620 Capital Pty Ltd. This entity is not a related party of the Company;
- (e) the Adviser Options are exercisable at a price of \$0.02 per Share, on or before 31 December 2020, subject to the achievement of the following milestones:
 - 3.3 million Adviser Options may be exercised once the Company's share price achieves a 10 day VWAP of \$0.04.
 - 3.3 million Adviser Options may be exercised once the Company's share price achieves a 10 day VWAP of \$0.07; and
 - 3.4 million Adviser Options may be exercised once the Company has obtained a maiden JORC compliant resource at either the Kamola Lithium Project or the two Cobalt licenses (PR 13283 and 13284).

The terms and conditions of the Adviser Options are set out in **Annexure B**.

- (f) A voting exclusion statement is included in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolution 5.

6. RESOLUTIONS 6 AND 7 - RATIFICATION OF OPTION ISSUES

6.1 Background

On 20 July 2018, the Company announced the issue of:

- (a) 11,087,500 Quoted Options; and
- (b) 7,000,000 unlisted Options,

which fell within the Company's 15% placement capacity under ASX Listing Rule 7.1.

Resolutions 6 and 7 seeks Shareholder ratification, pursuant to Listing Rule 7.4, of the issue of these Options.

A summary of ASX Listing Rule 7.1 is set out in Section 5.2 above.

6.2 Technical Information required by ASX Listing Rule 7.4

- (a) In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 6:
 - (i) Number of Options Issued: 11,087,500 Quoted Options.
 - (ii) Issue Price: The Options were issued for nil consideration.

- (iii) Terms: The terms and conditions of the Options are attached as **Annexure A** to this Notice of Meeting.
 - (iv) Allottees: The Quoted Options were issued on a pro rata basis to holders of the 2017 Convertible Notes. The allottees are not Related Parties of the Company.
 - (v) Use of Funds: No funds were raised from the issue. The Quoted Options are exercisable at a price of \$0.02 per Share, on or before 30 June 2020.
 - (vi) Date of Issue: The Quoted Options were issued on 20 July 2018.
 - (vii) A voting exclusion statement is included in the Notice of General Meeting.
- (b) In accordance with Listing Rule 7.5 the following information is provided in relation to Resolution 7:
- (i) Number of Options Issued: 7,000,000 unlisted Options.
 - (ii) Issue Price: The Options were issued for nil consideration.
 - (iii) Terms: The terms and conditions of the Options are attached as Annexure D to this Notice of Meeting.
 - (iv) Allottees: The Options were issued to a services provider of the Company. The allottee is not a Related Party of the Company.
 - (v) Use of Funds: No funds were raised from the issue. The Options are exercisable at a price of \$0.02 per Share, on or before 31 October 2020, subject to the achievement of the following milestones:
 - (A) 2,000,000 unlisted options convertible into ordinary Shares upon the Company achieving a 10day VWAP of \$0.045 per share;
 - (B) 2,500,000 unlisted options convertible into ordinary Shares upon the Company achieving a 10day VWAP of \$0.065 per share; and
 - (C) 2,500,000 unlisted options convertible into ordinary Shares upon the Company achieving a 10 day VWAP of \$0.085 per share.
 - (vi) Date of Issue: The Options were issued on 20 July 2018.
 - (vii) A voting exclusion statement is included in the Notice of General Meeting.

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolutions 6 and 7.

The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolutions 6 and 7.

7. RESOLUTION 8 – ISSUE OF SHARES AND PERFORMANCE RIGHTS TO CROWN MINING SARL

7.1 Background

On April 2018, the Company announced that it had entered into an exclusive option period (“**Option Agreement**”) whereby the Company could earn a 60% interest in a joint venture (“**JV**”), subject to the agreement of the final acquisition terms, with Crown Mining Sarl (“**Crown**”), the owner of the highly prospective Kamola lithium project in the Democratic Republic of the Congo.

The parties have finalised all key terms of the formal joint venture whereby the Company will earn a 60% interest in the Kamola lithium project through the right to spend US\$5,000,000 of exploration and development expenditure at the Kamola lithium project over the next 3 years and the issue of a combination of fully paid ordinary shares and performance rights. The Company is scheduled to execute the formal joint venture agreement with Crown during the week commencing 29 October 2018. Specifically, the agreed terms are as follows:

- (a) The issue of 25,000,000 Shares to Crown (or their nominee) on signing of the JV agreement (with 12,500,000 of the Shares to be subject to 6 months voluntary escrow);
- (b) The issue of 25,000,000 Performance Rights convertible into ordinary shares on a one for one basis, on or before 31 December 2021, upon completion of a drilling program which demonstrates spodumene bearing mineralisation with minimum average grades of 1.2% Li₂O in an intersection of not less than 50 metres in one or more holes; and
- (c) The issue of 25,000,000 Performance Rights convertible into ordinary shares on a one for one basis, on or before 31 December 2021, upon a minimum inferred JORC resource of 50 million tonnes at a minimum average grade of 1.2% Li₂O being declared at the Kamola lithium project.

Resolution 8 seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 25,000,000 Shares in the Company to Crown (or their nominee) upon the signing of the JV agreement and is conditional upon Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 50,000,000 Performance Rights to Crown (or their nominee).

A summary of ASX Listing Rule 7.1 is set out in Section 5.2 above.

7.2 Technical Information required by ASX Listing Rule 7.1

- (a) The following information is provided in accordance with the requirements of ASX Listing Rule 7.3, in relation to the issue of Shares.
 - (i) the Company will issue a maximum of 25,000,000 Shares;
 - (ii) the Shares will be issued by no later than 3 months after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
 - (iii) the Shares will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue;
 - (iv) the Shares will be issued to Crown Mining Sarl (or their nominee). This entity is not a related party of the Company;
 - (v) the Shares will be issue on the same terms as, and rank equally in all respects with the existing Shares issued in the capital of the Company;
 - (vi) A voting exclusion statement for Resolution 8 is included in the Notice of Meeting.
- (b) The following information is provided in accordance with the requirements of ASX Listing Rule 7.3, in relation to the issue of Performance Rights.
 - (i) the Company will issue a maximum of 50,000,000 Performance Rights;
 - (ii) the Performance Rights will be issued by no later than 3 months after the date of the Meeting (or a later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);

- (iii) the Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised from the issue;
- (iv) the Performance Rights will be issued to Crown Mining Sarl (or their nominee). This entity is not a related party of the Company;
- (v) the Performance Rights will convert into ordinary shares on a one for one basis, on or before 31 December 2021, subject to the achievement of the following milestones:
 - (A) 25,000,000 Performance Rights will convert into ordinary shares on a one for one basis upon completion of a drilling program which demonstrates spodumene bearing mineralisation with minimum average grades of 1.2% Li₂O in an intersection of not less than 50 metres in one or more holes; and
 - (B) 25,000,000 Performance Rights will convert into ordinary shares on a one for one basis upon a minimum inferred JORC resource of 50 million tonnes at a minimum average grade of 1.2% Li₂O being declared at the Kamola lithium project.

The terms and conditions of the Performance Rights are set out in **Annexure C**.

- (vi) A voting exclusion statement for Resolution 8 is included in the Notice of Meeting.

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolutions 8.

The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolutions 8.

8. RESOLUTION 9 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

8.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity (as defined below) may seek shareholder approval by special resolution passed at an annual general meeting to have the capacity to issue up to that number of Equity Securities (as defined below) equal to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual 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.

As at the date of this Notice, 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 \$4.89 million (based on the number of Shares on issue and the closing price for the Company's Shares on 19 October 2017).

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. As at the date of this Notice, the Company currently has 2 classes of quoted Equity Securities on issue, being Shares (ASX: HIP) and Options (ASX:HIPO).

If Shareholders approve Resolution 9, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2. Listing Rule 7.1A.2 provides that eligible entities which

have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of fully paid ordinary shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid ordinary shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;
- (c) plus the number of fully paid ordinary shares issued in the 12 months with approval of holders of shares under Listing Rule 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;
- (d) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%.

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

Resolution 9 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 9 for it to be passed.

8.2 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:

- (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 section 8.2(b), 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).
- (c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. If Resolution 9 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the market

price of Shares and the number of Equity Securities on issue as at 12 September 2018. The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Issue Price (per Share)	\$0.008 50% decrease in Issue Price	\$0.015 Current Issue Price	\$0.03 50% increase in Issue Price
386,510,456 (Current)	10% voting dilution	38,651,045 Shares	38,651,045 Shares	38,651,045 Shares
	Funds raised	\$309,208.36	\$579,765.68	\$1,159,531.35
579,765,684 (50% increase)	10% voting dilution	57,976,568 Shares	57,976,568 Shares	57,976,568 Shares
	Funds raised	\$463,812.54	\$869,648.52	\$1,739,297.04
773,020,912 (100% increase)	10% voting dilution	77,302,091 Shares	77,302,091 Shares	77,302,091 Shares
	Funds raised	\$618,416.73	\$1,159,531.365	\$2,319,062.73

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

The table above uses the following assumptions:

1. There are currently 386,510,456 existing Shares on issue as at the date of this Notice.
2. The issue price set out above is \$0.015 being closing price of the Shares on the ASX on 19 October 2018.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company's current Variable A is 382,760,456. The Company issued 3,750,000 shares on 20 July 2018, that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1. Resolution 8 of this Notice of Meeting seeks Shareholder approval pursuant to Listing Rule 7.4 to ratify the issue of these securities pursuant to Listing Rule 7.1. If the Resolution is passed, Variable A will increase in accordance with the formula outlined in ASX Listing Rule 7.1A(2).
5. 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.
6. 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.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
8. 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%.
9. 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 costs associated with ongoing due diligence and exploration activities at its cobalt and lithium projects in the Democratic Republic of the

Congo. In addition, the Company may in future choose to evaluate new project opportunities or investments and may use the funds raised for a resulting acquisition of new assets and/or investments (including expenses associated with such acquisition); or

- (ii) as non-cash consideration for the acquisition of new assets and/or investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

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

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

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**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 30 November 2017. The total number of Equity Securities issued by the Company in the 12 months preceding the date of this Annual General Meeting is 216,408,585. The percentage those Equity Securities represent of the total number of Equity Securities on issue at the commencement of that 12 month period is 127.22%. The table at Annexure D details all issues of Equity Securities by the Company during the 12 months preceding the date of this Notice as required by Listing Rule 7.3A.

(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 must give to ASX:

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

8.3 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 Shareholders to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 9.

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of Resolution 9.

The Chairman intends to exercise all undirected proxies **IN FAVOUR** of Resolution 9.

GLOSSARY

\$ means Australian dollars.

Adviser Options means the issue of 10,000,000 unlisted Options to 1620 Capital Pty Ltd (or its nominee) per the ASX announcement dated 22 August 2018.

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

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.

Chair means the chair of the Meeting.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Hipo Resources Limited (ACN 147 106 974).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

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 Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

Option means an option to acquire a Share.

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

Performance Right means the right to acquire a Share, subject to satisfaction of any performance milestones vesting, and the corresponding obligation of the Company to provide the Share, under a binding contract made by the Company and the holder of the Performance Right.

Proxy Form means the proxy form accompanying the Notice.

Quoted Option means an Option quoted on the ASX as (ASX:HIPO), which entitles the holder to convert into a Share in the Company at an exercise price of \$0.02 each on or before 30 June 2020 (**Annexure A**).

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

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.

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

Shareholder means a registered holder of a Share.

Variable A means “A” as set out in the calculation in Section 8.2.

VWAP means the volume weighted average price.

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

Annexure A

Resolution 7 - Terms and Conditions of Quoted Options

1. ENTITLEMENT

Each Option will entitle the holder to subscribe for one fully paid ordinary share in the Company (**Share**).

All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then existing Shares.

2. EXERCISE PRICE

The exercise price is \$0.02 each (**Exercise Price**).

Each Option shall entitle the holder to acquire one Share upon payment of the Exercise Price to the Company.

3. EXERCISE OF OPTIONS

The Options may be exercised at any time prior to 30 June 2020 (**Expiry Date**) in whole or in part, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the exercise price in immediately available funds for the number of Shares in respect of which the Options are exercised.

An Option not exercised on or before the Expiry Date will lapse.

Shares allotted and issued pursuant to the exercise of the Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Options in respect of those Shares, on the above terms and conditions not more than ten business days after the receipt of a duly completed form of notice of exercise and the exercise amount in immediately available funds in Australian dollars in respect of the Options exercised.

4. QUOTATION

The Options are quoted on ASX with the ticker code HIPO.

Provided the Company is listed on ASX at the time, application will be made for official Quotation of the Shares issued upon exercise of Options not later than five Business Days after the date of allotment.

5. TRANSFER

The Options are quoted and are therefore transferable.

6. PARTICIPATION AND ENTITLEMENTS

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of Securities offered to shareholders during the currency of the Options.

However, the Company must give notice to the holders of Options of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules so as to give holders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

7. REORGANISATION OF SHARE CAPITAL

In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Options shall be changed to the

extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

8. BONUS ISSUE

If, from time to time, before the expiry of the Options the Company makes a pro-rata issue of Shares to shareholders for no consideration, 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 date for calculating entitlements to the pro-rata issue.

9. PRO-RATA ISSUE

If the Company makes a pro-rata issue of Securities (except a bonus issue) to shareholders (other than an issue in lieu or in satisfaction of dividends or by way of a dividend reinvestment) the exercise price of an Option shall be reduced according to the following formula:

$$O' = O - (E(P - (S + D))) / (N + 1)$$

where:

- O' = the new exercise price for an Option
- O = the old exercise price for an Option
- E = the number of underlying Securities into which an Option is exercisable.
- P = the average market price per security (weighed by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlements date.
- S = The subscription price for a security under the pro-rata issue.
- D = The dividend due but not yet paid under the existing underlying securities (except those to be issued under the pro-rata issue).
- N = The number of securities with rights or entitlements that must be held to receive a right to one new security.

Annexure B

Resolution 5 - Terms and Conditions of Adviser Options

1. ENTITLEMENT

Each Option will entitle the holder to subscribe for one fully paid ordinary share in the Company (**Share**).

All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then existing Shares.

2. EXERCISE PRICE

The exercise price is \$0.02 each (**Exercise Price**).

Each Option shall entitle the holder to acquire one Share upon payment of the Exercise Price to the Company.

3. EXERCISE OF OPTIONS

The Options may be exercised at any time prior to 31 December 2020 (**Expiry Date**), subject to the achievement of the relevant performance hurdles (**Performance Hurdles**), in whole or in part, by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the exercise price in immediately available funds for the number of Shares in respect of which the Options are exercised.

An Option not exercised on or before the Expiry Date will lapse.

Shares allotted and issued pursuant to the exercise of the Options will be allotted and issued, and a holding statement or share certificate provided to the holders of Options in respect of those Shares, on the above terms and conditions not more than ten business days after the receipt of a duly completed form of notice of exercise and the exercise amount in immediately available funds in Australian dollars in respect of the Options exercised.

4. PERFORMANCE HURDLES

- a) 3.3 million options may be exercised once the Company's share price achieves a 10 day VWAP of \$0.04.
 - b) 3.3 million options may be exercised once the Company's share price achieves a 10 day VWAP of \$0.07; and
 - c) 3.4 million options may be exercised once the Company has obtained a maiden JORC resource at either the Kamola Lithium Project or the two Cobalt licenses (PR 13283 and 13284).
-

5. QUOTATION

Application will not be made to ASX for official quotation of the Options.

Provided the Company is listed on ASX at the time, application will be made for official Quotation of the Shares issued upon exercise of Options not later than five Business Days after the date of allotment.

6. TRANSFER

The Options are quoted and are therefore transferable.

7. PARTICIPATION AND ENTITLEMENTS

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of Securities offered to shareholders during the currency of the Options.

However, the Company must give notice to the holders of Options of any new issue before the record date for determining entitlements to the issue in accordance with the Listing Rules so as to give holders the opportunity to exercise their Options before the date for determining entitlements to participate in any issue.

8. REORGANISATION OF SHARE CAPITAL

In the event of a reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of holders of Options shall be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

9. BONUS ISSUE

If, from time to time, before the expiry of the Options the Company makes a pro-rata issue of Shares to shareholders for no consideration, 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 date for calculating entitlements to the pro-rata issue.

10. PRO-RATA ISSUE

If the Company makes a pro-rata issue of Securities (except a bonus issue) to shareholders (other than an issue in lieu or in satisfaction of dividends or by way of a dividend reinvestment) the exercise price of an Option shall be reduced according to the following formula:

$$O' = O - (E(P - (S + D))) / (N + 1)$$

where:

O' = the new exercise price for an Option

O = the old exercise price for an Option

E = the number of underlying Securities into which an Option is exercisable.

P = the average market price per security (weighed by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-rights date or ex-entitlements date.

S = The subscription price for a security under the pro-rata issue.

D = The dividend due but not yet paid under the existing underlying securities (except those to be issued under the pro-rata issue).

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

ANNEXURE C – TERMS AND CONDITIONS OF THE PERFORMANCE RIGHTS

- (a) **(Entitlement)** Each Performance Right entitles the holder (**Holder**) to subscribe for one fully paid ordinary share in the capital of the Company (**Share**) upon satisfaction of the Milestone (defined below) and issue of the Conversion Notice (defined below) by the Holder.
- (b) **(Notice of satisfaction of Milestone)** The Company shall give written notice to the Holder promptly following satisfaction of a Milestone (defined below) or lapse of a Performance Right where the Milestone is not satisfied.
- (c) **(No voting rights)** A Performance Right does not entitle the Holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (d) **(No dividend rights)** A Performance Right does not entitle the Holder to any dividends.
- (e) **(No rights to return of capital)** A Performance Right does not entitle the Holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) **(Rights on winding up)** A Performance Right does not entitle the Holder to participate in the surplus profits or assets of the Company upon winding up.
- (g) **(Not transferable)** A Performance Right is not transferable.
- (h) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed in a manner consistent with the applicable ASX Listing Rules and Corporations Act at the time of reorganisation.
- (i) **(Application to ASX)** The Performance Rights will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Rights into Shares, the Company must apply for the official quotation of a Share issued on conversion of a Performance Right on ASX within the time period required by the ASX Listing Rules.
- (j) **(Participation in new issues)** A Performance Right does not entitle a Holder (in their capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (k) **(No other rights)** A Performance Right gives the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Rights

- (l) **(Milestone)** A Performance Right in the relevant class will be able to be converted into a Share by a Holder, on or before 31 December 2021, subject to satisfaction of:
 - (i) 25,000,000 Performance Rights will convert into ordinary shares on a one for one basis upon completion of a drilling program which demonstrates spodumene bearing mineralisation with minimum average grades of 1.2% Li₂O in an intersection of not less than 50 metres in one or more holes; and
 - (ii) 25,000,000 Performance Rights will convert into ordinary shares on a one for one basis upon a minimum inferred JORC resource of 50 million tonnes at a minimum average grade of 1.2% Li₂O being declared at the Kamola lithium project.
- (m) **(Conversion Notice)** A Performance Right may be converted by the Holder giving written notice to the Company (**Conversion Notice**) prior to the date that is 3 years from the date of issue of the Performance Right. No payment is required to be made for conversion of a Performance Right to a Share.

- (n) **(Lapse)** If the Milestone is not achieved by the required date or the Conversion Notice not given to the Company by the required date, then the relevant Performance Right will automatically lapse.
- (o) **(Issue of Shares)** The Company will issue the Share on conversion of a Performance Right within 10 Business Days following the conversion or such other period required by the ASX Listing Rules.
- (p) **(Holding statement)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Performance Right within 10 Business Days following the issue of the Share.
- (q) **(Ranking upon conversion)** The Share into which a Performance Right may convert will rank pari passu in all respects with existing Shares.

ANNEXURE D

ISSUES OF EQUITY SECURITIES BY THE COMPANY OVER THE LAST 12 MONTHS

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price¹	Total Cash Consideration²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
1 June 2018	139,355,723 Fully paid ordinary shares	Fully paid ordinary shares	28,925,000 Shares were issued to Convertible note holders. 27,500,000 Shares were issued to conversion of loans 10,500,000 shortfall shares issued to M. Feilich (or nominee) and S. Grant-Rennick (or nominee) 72,430,723 shortfall shares issued to professional and sophisticated investors.	Shares issued at \$0.02 per share	\$2,787,114	\$2,787,114 Funds used towards ongoing due diligence and exploration activities at its projects within the Democratic Republic of the Congo, as well as its initial investment in Next Battery, as announced to ASX 29 August 2018.	N/A	N/A	N/A
1 June 2018	82,930,723 Fully paid ordinary shares	Fully paid ordinary shares	Shares were issued to unrelated sophisticated investors under the rights issue shortfall placement	Shares issued at \$0.02 per share	\$1,658,614	~\$650,000 Funds used towards ongoing due diligence and exploration activities at its projects within the Democratic Republic of the Congo	used for exploration funding, due diligence on lithium projects, and working capital.	N/A	N/A

Date of Issue	Number of Equity Securities Issued	Class of Equity Securities Issued and Summary of Terms of that Class	Names of Allottees or Basis on which Allottees Determined	Price at which Equity Securities Issued and Discount to Market Price ¹	Total Cash Consideration ²	Amount of Cash Spent and Use of Cash	Intended Use of Remaining Cash	Non-cash consideration	Current Value of Non-cash consideration
1 June 2018	55,215,362 Quoted options	Quoted options exercisable at \$0.02 on or before 30 June 2020	13,750,000 options were issued to conversion of loans 5,250,000 options issued to M. Feilich (or nominee) and S. Grant-Rennick (or nominee) 36,215,362 options shares issued to professional and sophisticated investors.	The Options were issued for nil consideration on a free attaching 1:2 basis to the Shares issued.	N/A – nil cash consideration. No funds were raised from the issue.	N/A	N/A	The Options were issued for nil consideration on a free attaching 1:2 basis to the Shares issued.	\$347,277.65
20 July 2018	3,750,000 Fully paid ordinary shares	Fully paid ordinary shares	Issued to professional and sophisticated investors.	Shares issued at \$0.02 per share Market price - \$0.02	\$75,000	Nil	Working Capital	N/A	N/A
20 July 2018	11,087,500 Quoted options	Quoted options exercisable at \$0.02 on or before 30 June 2020	Issue of options to holders of the 2017 convertible notes.	The Options were issued for nil consideration on a free attaching 1:2 basis to the Shares issued.	N/A – nil cash consideration. No funds were raised from the issue.	Nil	N/A	The Options were issued for nil consideration on a free attaching 1:2 basis to the Shares issued.	\$69,734.96
20 July 2018	7,000,000 unlisted Options	Unlisted Options exercisable at \$0.02 on or before 31 October 2020 and subject to certain VWAP milestones.	Issued to service provider.	The Options were issued for nil consideration.	N/A – nil cash consideration. No funds were raised from the issue.	Nil	N/A	The Options were issued for nil consideration.	\$ 44,026.58

NOTES -

¹ Market price is the closing price on the trading platform, excluding special crossings, overnight sales and ETO exercises.

² Number of Equity Securities issued multiplied by the issue price less costs of the issue.

**PROXY FORM
ANNUAL GENERAL MEETING
HIPO RESOURCES LTD
ACN 147 106 974**

I/We

of:

being a Shareholder entitled to attend and vote at the Meeting, hereby appoint:

Name:

OR: the Chair of the Meeting as my/our proxy.

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at the offices of, Calder Roth & Co, Level 2, 34 Colin Street, West Perth, Western Australia, on Friday, 30 November 2017 at 11.00am, and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

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

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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

Voting on business of the Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of director – Samuel Jarvis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of director – Daniel Smith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of director – Maurice Feilich	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Ratification of Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Ratification of Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Issue of Shares and Performance Rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail in relation to this Proxy Form: YES NO

Instructions for completing Proxy Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked, the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(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 should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) post to Hipo Resources Limited, c/- Calder Roth & Co, PO Box 782, West Perth, WA 6872; or
 - (b) facsimile to the Company on facsimile number +61 8 9486 4799; or
 - (c) email to the Company at info@hiporesources.com.au,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.