
Peninsula Mines Limited
ABN 56 123 102 974

Notice of General Meeting

TIME: 10.00am
DATE: Wednesday, 22 January 2020
PLACE: Level 2, 20 Kings Park Road, West Perth, Western
Australia

This Notice of General Meeting should be read in its entirety. If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretaries, Mr Eric Moore or Mr Bruce Waddell, on +61 8 6143 1840.

This page is left intentionally blank

Notice of Meeting to Shareholders

A general meeting of Shareholders of Peninsula Mines Limited will be held at the Company's office at Level 2, 20 Kings Park Road, West Perth, Western Australia on 22 January 2020 at 10.00am (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes in more detail the matters to be considered.

Please note that capitalised terms contained in this Notice of Meeting have the same meaning as set out in Schedule 1 of the Explanatory Memorandum accompanying this Notice of Meeting, unless the context otherwise requires.

1. Resolution 1 – Approval to issue Consideration Shares

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

"That, subject to each of the other Acquisition Resolutions being passed or the inter-conditionality of the other Acquisition Resolutions being waived by the Board, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 769,230,769 Consideration Shares to the Vendors (or their respective nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Vendors (and their respective nominees) and, otherwise, any 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 Shareholder) or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Ratification of prior issue of Tranche 1 Placement Shares

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

"That, subject to each of the other Acquisition Resolutions being passed or the inter-conditionality of the other Acquisition Resolutions being waived by the Board, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 152,530,000 Shares on 18 December 2019 to sophisticated and professional investors, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an associate of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 – Approval to issue Tranche 2 Placement Shares

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

"That, subject to each of the other Acquisition Resolutions being passed or the inter-conditionality of the other Acquisition Resolutions being waived by the Board, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,385,931,554 Shares to sophisticated and professional investors, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any 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 Shareholder) or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolution 4 – Participation of Director in Tranche 2 Placement – Richard Henning

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 19,230,800 Shares to Richard Henning (or his nominee), a director of the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Richard Henning (or his nominee) and, otherwise, any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Participation of Director in Tranche 2 Placement – Young Yu

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 19,230,800 Shares to Young Yu (or his nominee), a director of the Company, on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Young Yu (or his nominee) and, otherwise, any other person who will obtain a material benefit as a result of the proposed issue of securities (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval to issue Advisor Options

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

"That, subject to each of the other Acquisition Resolutions being passed or the inter-conditionality of the other Acquisition Resolutions being waived by the Board, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 100 million Advisor Options to Hartleys Limited (or its nominees), on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Hartleys Limited (and its nominees) and, otherwise, any 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 Shareholder) or any of their respective associates.

However, the Company need not disregard a vote cast in favour of this Resolution if it is cast by:

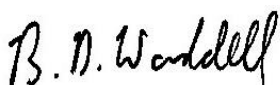
- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Approval to change Company name

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

"That, pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to "Xantippe Resources Limited" with effect from the date that ASIC alters the details of the Company's registration."

BY ORDER OF THE BOARD



**B D WADDELL
COMPANY SECRETARY
DATED: 18 December 2019**

Information for voting shareholders

Voting Entitlements

For the purpose of determining a person's entitlement to vote at the General Meeting, and in accordance with regulation 7.11.37 and 7.11.38 of the *Corporations Regulations 2011* (Cth), the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 4.00 pm (WST) on Monday, 20 January 2020.

On a poll, Shareholders have one vote for every Share held.

How to Vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, by fax or as an email attachment.

Voting in Person (or by Attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by Proxy

In accordance with section 249L of the Corporations Act, members (i.e. Shareholders) are advised that:

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

Each proxy will have the right to vote on a poll and also to speak at the Meeting.

The proxy can be either an individual or a body corporate.

Any instrument appointing a proxy must in accordance with the Constitution be received by the Company not less than 48 hours before the time for the meeting (i.e. it must be received by no later than 10.00am (WST) on Monday, 20 January 2020.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act. A proxy given by a foreign corporation must be executed in accordance with its constituent documents and the laws of that corporation's place of incorporation. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, or as an email attachment and by no later than 10.00am (WST) on Monday, 20 January 2020. If facsimile transmission or email together with an attachment is used, the power of attorney must be certified.

Directed Proxies

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

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

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

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - 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.

A proxy form is attached to this Notice of Meeting.

Undirected Proxies

If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit subject to any restrictions at law or under the Listing Rules.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit subject to any restrictions at law or under the Listing Rules.

If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on a poll called in relation to a Resolution and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Shareholders who return their Proxy Forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chair of the Meeting, that do not contain a direction how to vote will be used where possible to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting prohibition or exclusion laws or rules which apply to some of the proposed Resolutions (if any). These laws and rules (if any) are explained in this Notice.

Corporate Representatives

Any corporation which is a Shareholder may authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the Chair of the General Meeting) a natural person to act as its representative at the General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of Peninsula Mines Limited in relation to business to be conducted at the General Meeting to be held at the Company's office at Level 2, 20 Kings Park Road, West Perth, Western Australia at 10.00am (WST) on Wednesday, 22 January 2020.

Purpose of Explanatory Memorandum

The purpose of this Explanatory Memorandum is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions and Shareholders should seek their own financial or legal advice.

Notice to persons outside of Australia

This Explanatory Memorandum has been prepared in accordance with the Corporations Act and the Listing Rules, disclosure requirements and accounting standards. These laws, disclosure requirements and accounting standards may be different to those in other countries.

Forward looking statements

Certain statements in this Explanatory Memorandum relate to the future. These statements reflect views only as of the date of this Explanatory Memorandum. While Peninsula believes that the expectations reflected in the forward looking statements are reasonable, neither Peninsula nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Memorandum will actually occur.

Disclaimer

No person is authorised to give any information or make any representation in connection with the proposed transactions which is not contained in this Explanatory Memorandum. Any information which is not contained in this Explanatory Memorandum may not be relied on as having been authorised by Peninsula or the Board in connection with the proposed transactions.

Responsibility for information

The information contained in this Explanatory Memorandum has been prepared by Peninsula and is the responsibility of Peninsula.

ASX

A copy of the Notice of Meeting and Explanatory Memorandum has been lodged with ASX pursuant to the Listing Rules and the Corporations Act. Neither ASX nor any of their officers take any responsibility for the contents of the Notice and Explanatory Memorandum.

Definitions

Many capitalised terms used in this Explanatory Memorandum are defined in the Glossary in Schedule 1 unless the context otherwise requires.

Enquiries

All enquiries in relation to the contents of the Notice of Meeting or Explanatory Memorandum should be directed to the Company's Company Secretaries, Mr Eric Moore or Mr Bruce Waddell, telephone: +61 8 6143 1840.

1. Background to the proposed acquisition of Slipstream

1.1 Acquisition Resolutions

The Acquisition Resolutions (Resolutions 1, 2, 3 and 6, inclusive) are inter-conditional, meaning that each of them will only take effect if all of them are approved by the requisite majority of Shareholders' votes at the Meeting or the Board decides to waive the inter-conditional of an Acquisition Resolution.

The Board may, at its absolute discretion and subject to the Listing Rules and Corporations Act, elect to waive an Acquisition Resolution in the event a particular Acquisition Resolution is **not passed** but the Acquisition could still proceed without the relevant Acquisition Resolution and the Board considers that it is in the best interests of Shareholders that the Acquisition proceed.

If any of the Acquisition Resolutions are not approved at the Meeting and the Board does not decide to waive the inter-conditional of those Acquisition Resolutions, none of the Acquisition Resolutions will take effect and the Acquisition Agreement and other matters contemplated by the Acquisition Resolutions will not be completed.

1.2 Support from largest Shareholder, Aurora Minerals Ltd

The Acquisition comes with the support of Peninsula's largest Shareholder, Aurora Minerals Ltd, which has voting power in the Company of approximately 16.9%.

Aurora has provided the Company with a voting intention statement confirming that it intends to vote in favour of each of the Acquisition Resolutions.

1.3 The Acquisition

On 12 December 2019, the Company announced that it had entered into a binding agreement to acquire 100% of the issued capital of Slipstream from the Vendors, subject to the satisfaction of certain conditions precedent.

Pursuant to the Acquisition, 100% of Slipstream Shares will be transferred to the Company.

Slipstream is a private company incorporated in Australia in May 2017. Slipstream has entered into an agreement (the **Tenement Sale Agreement**) with well-known prospector Vernon Strange to acquire 100% legal and beneficial ownership in a package of 22 tenements, comprised of 20 prospecting licences, one (1) exploration licence and one (1) exploration licence application, each highly prospective for gold in the Southern Cross Greenstone Belt gold mining region of Western Australia covering approximately 76km² (collectively referred to as the **Tenements** or **Southern Cross Project**). The Tenements extend over a 30km contiguous strike, with large sections covering the main gold bearing structure in a proven greenstone gold belt. Further details regarding the Southern Cross Project is set out in Section 1.5.

A summary of the material terms and conditions of the Acquisition Agreement is set out in Section 1.6.

Slipstream also has the right to appoint a nominee as a non-executive director to sit on the Board from Completion, subject to receipt of a consent to act as a director from the nominee. As at the date of this Notice, Slipstream has not nominated such a person.

At the conclusion of the Acquisition, the Company also intends to change its name to Xantippe Resources Limited.

Both Slipstream and Strange are unrelated to each other and the Company. The Vendors are not associates and are unrelated to the Company. The Vendors are a mixture of entities or trusts controlled by the following: Geoffrey Stewart, Patrick Horsley, Dale Ferguson, Oscar Done, Peter Roberts and Greg Cunnold. No Vendor or their associates will hold more than 20% of the Company's issued share capital post-Completion.

This Notice of Meeting sets out the resolutions necessary to complete the Acquisition.

1.4 Existing activities of the Company

The Company was admitted to the official list of ASX on 15 August 2007. The main undertaking of the Company is mineral exploration (focussed on graphite in South Korea). The Company has interests in the following projects:

- (a) Gapyeong Graphite Project (South Korea) (actively exploring);
- (b) Eunha Flake Graphite Project (South Korea) (no work presently being undertaken);
- (c) Daewon and Yongwon Flake Graphite Projects (South Korea) (negotiating drill access agreements; further work planned);
- (d) Wolmyoeng Graphite Project (South Korea) (review of project's potential underway);
- (e) Ubeong Zinc-Lead-Copper Project (South Korea) (seeking joint venture partner); and
- (f) Osu Gold Project (South Korea) (seeking joint venture partner).

1.5 Southern Cross Project

The Southern Cross Project is located 380km east of Perth, Western Australia, south east of Southern Cross in the Yilgarn Goldfield.

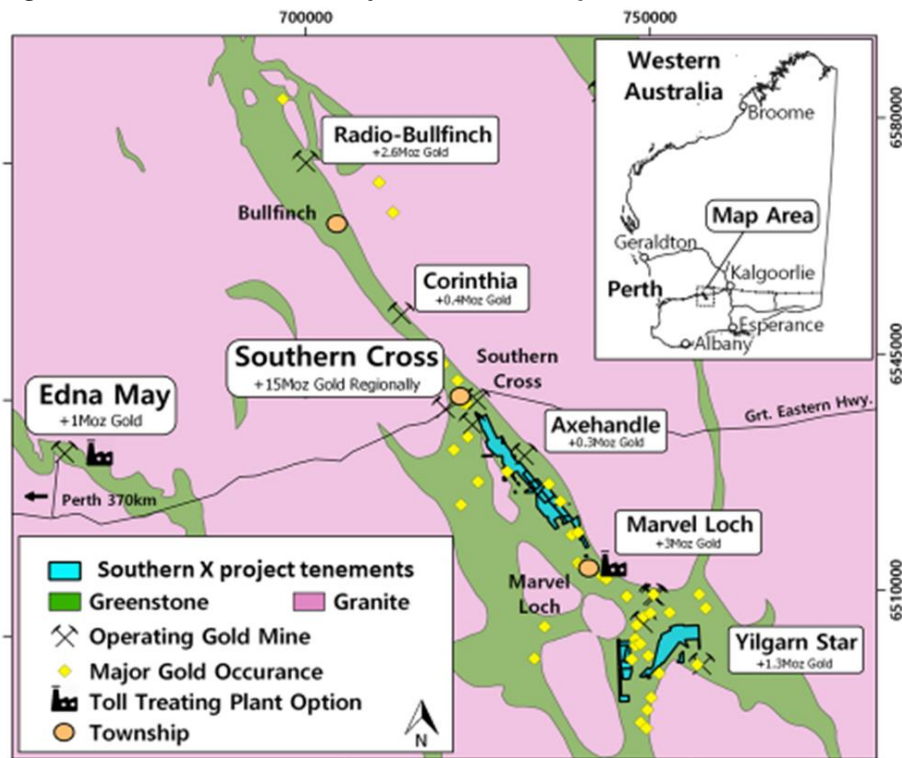
The contiguous tenements of the Southern Cross Project cover around 30km of strike of the Southern Cross Greenstone Belt mining region, which has historically produced around 15Moz gold, predominantly from the Marvel Loch and Southern Cross centres, both of which are in operation to varying extents.

The Southern Cross Project consists of a package of 22 tenements, comprised of 20 prospecting licences, one (1) exploration licence and one (1) exploration licence application, each highly prospective for gold in the Southern Cross Greenstone Belt gold mining region of Western Australia covering approximately 76km². When fully granted, the tenure will have a minimum annual expenditure of ~\$143,000 and ~\$16,000 in rents and rates; with all rents and rates currently paid up until August 2020. Further details regarding the Tenements are contained in Schedule 3 and the Company's ASX announcement dated 12 December 2019.

The project area is serviced by sealed roads, grid power, scheme water, rail and town amenities. Minjar operates the Marvel Loch plant nearby and Ramelius Resources operates the Edna May facility some 60 km to the west.

As part of its technical due diligence on the Southern Cross Project, the Company, together with an independent consulting geologist, undertook a site visit in mid-November 2019. Following the site visit, the Company is confident the Southern Cross Project has good potential to yield a Mineral Resource in the medium term and that this Mineral Resource will be attractive to either of two established mills in the vicinity.

Figure 1: Southern Cross Project Location Map



The area covered by the Southern Cross Project has been the subject of past exploration programs which have largely been tested through systematic grid-based style programmes, in many cases failing to adequately test the exploration targets. Details of previous drilling across various prospects are contained in the Company's ASX announcement dated 12 December 2019.

The area covered by the Southern Cross Project has been the subject of past exploration programmes which have largely been tested through broadly-spaced grid-style programmes that have failed to follow up on localised mineralisation.

Peninsula's first pass exploration strategy will focus on a number of prospects where high grade gold has already been identified; first RC drilling is planned to commence as soon as practical on the completion of geophysical surveys. The anticipated Q1 2020 programme is as follows:-

- (a) consolidate and validate the existing exploration information into an industry-standard relational database;
- (b) commission or acquire geophysical data, including magnetics and radiometrics, over the strike length of the greenstone belt and have this data professionally interpreted;
- (c) undertake field mapping, rock chip sampling and multi-element soil sampling using Rotary Air Blast (RAB) drilling, where appropriate, to target drill campaigns;
- (d) undertake a preliminary reverse circulation (RC) drilling campaign to depths of 150m on identified targets; and
- (e) interpret the results of the preliminary drilling campaign and plan a diamond and RC drilling campaign aimed at defining Mineral Resources.

Figure 2: Various prospects and select previous results

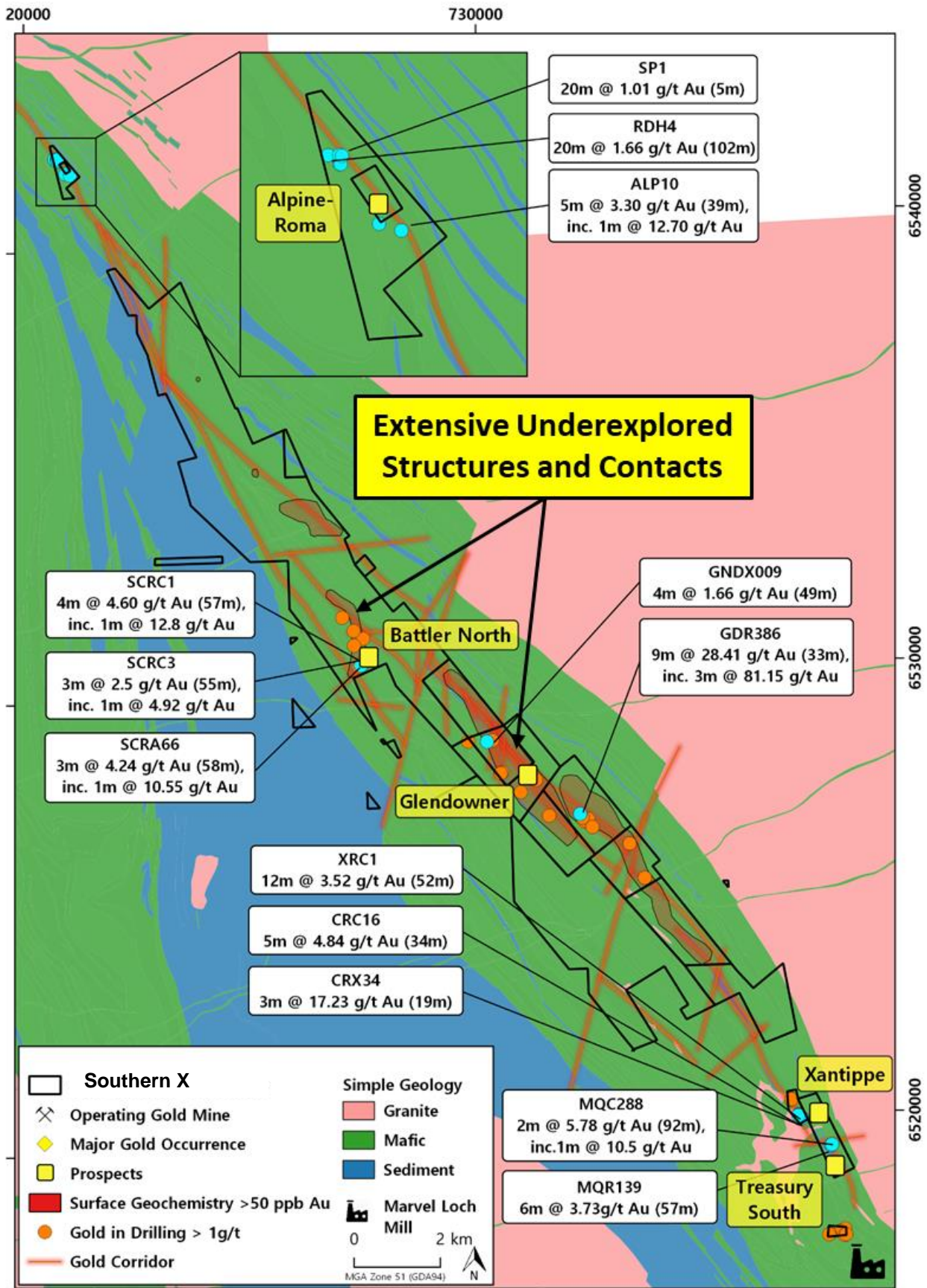


Figure 3: Tenure (red) in relation to historical drilling (black) with best drill holes for each prospect (yellow)

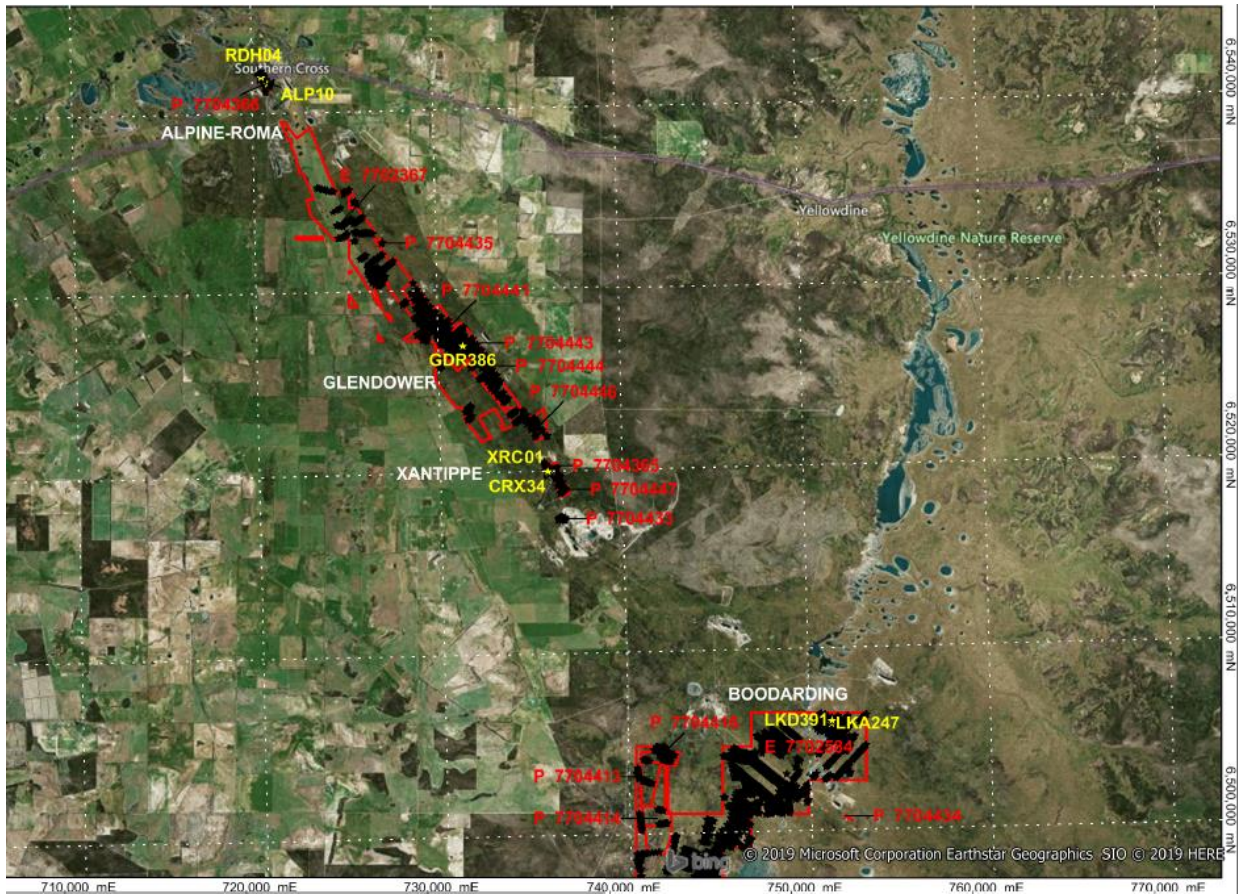


Figure 4: Tenure (red) and GSWA 1:500k Geology showing the major structures crosscutting fertile greenstones

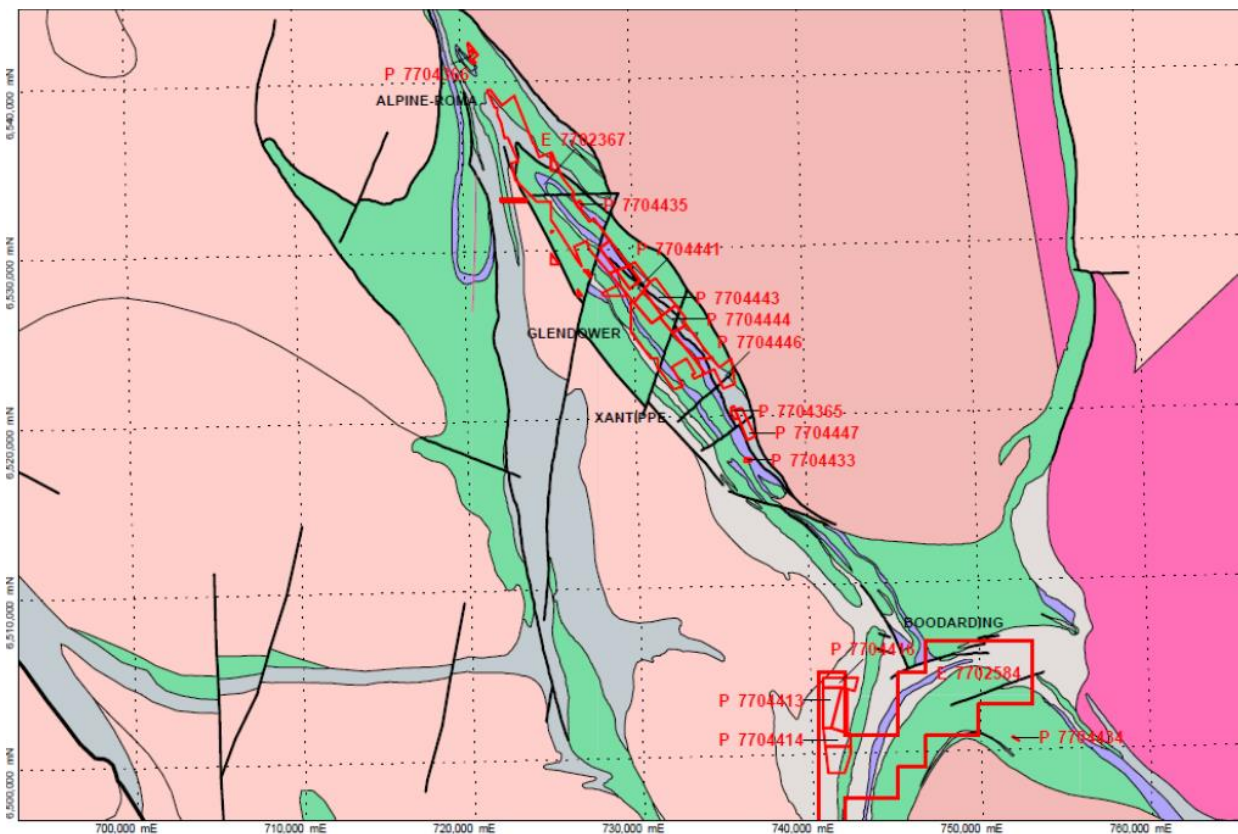
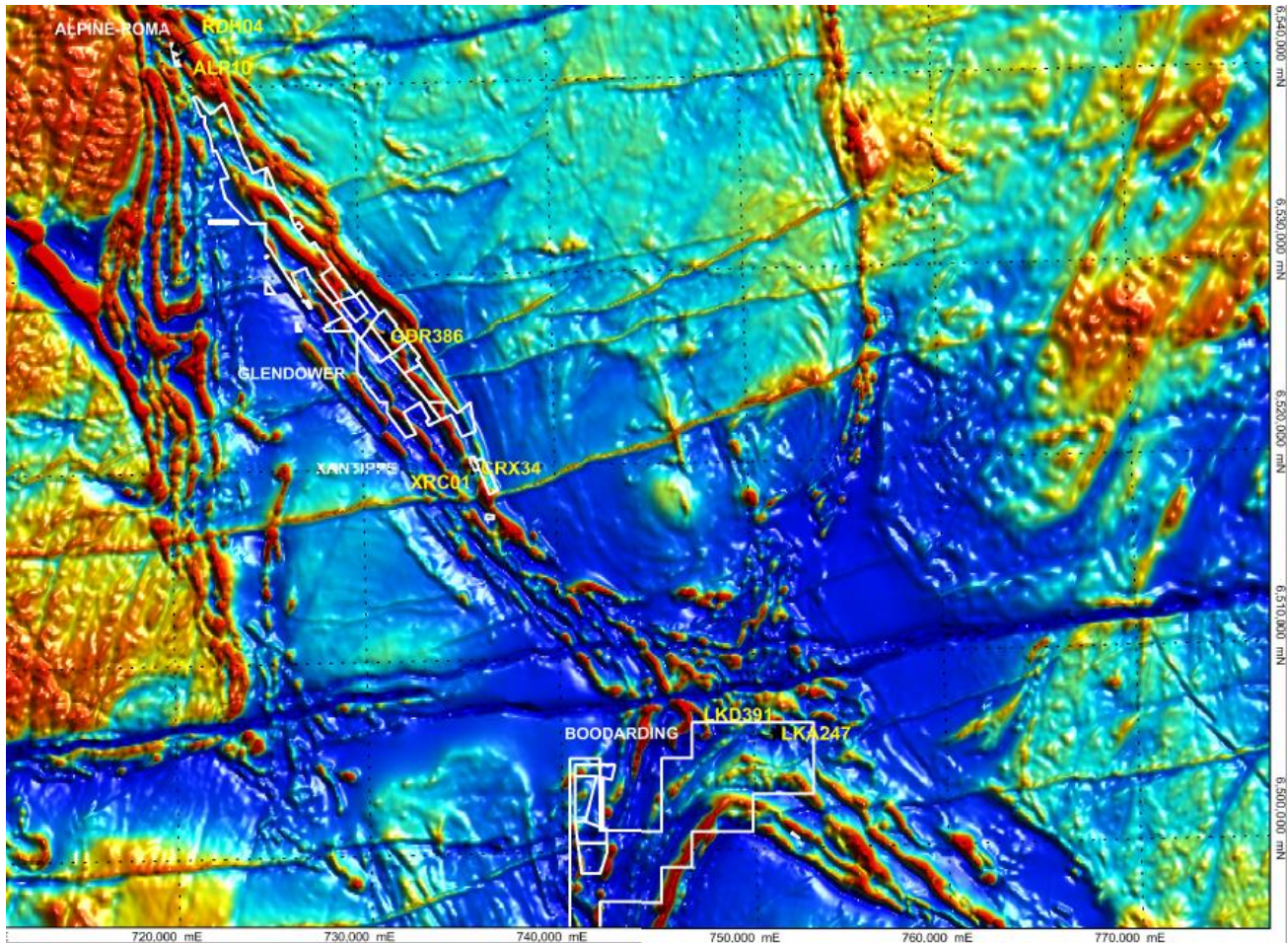


Figure 5: Tenure in relation to GSWA Regional Aeromagnetics (Returned to Pole)



The re-focusing of the Company's efforts towards a region with a rich gold mining history marks an exciting new chapter for the Company. This was determined by the sustained strength in the Australian gold price, and the existence of number of compelling high grade and shallow gold intersections already identified by historical drilling.

The focus on gold exploration in Western Australia is expected to improve the Company's appeal to a much broader group of equity investors, as already demonstrated by the strong support received for the share placement to support the Acquisition (as described in Section 1.8 below).

The Company will maintain its various interests in South Korea in good standing as it seeks joint venture partners or other alternatives for those assets. The Company intends to make the Southern Cross Project the primary focus of the Company in the foreseeable future.

1.6 Acquisition Agreement

(a) Consideration

In consideration for the issued capital of Slipstream, and subject to shareholder approval, Peninsula will provide the following consideration to the Vendors (proportionate to their Slipstream shareholding (50/50)) pursuant to the Acquisition Agreement:

- (i) \$25,000 non-refundable deposit on execution of the Acquisition Agreement;
- (ii) 769,230,769 Shares at a deemed issue price of \$0.0013 per Share for a deemed value of \$1 million; and
- (iii) \$75,000 cash on Completion.

In addition, as part of the transaction fee, the Company proposes to issue Hartleys Limited (or its nominees) with 100 million unlisted Options in Peninsula exercisable at \$0.0026 each on or before the date which is 3 years from the date of issue.

(b) **Conditions precedent**

Completion remains subject and conditional upon approval of the Acquisition Resolutions. Completion is not subject to any other conditions precedent.

If this conditions precedent is not satisfied on or before 7 February 2020, either party may terminate the Acquisition Agreement.

1.7 Tenement Sale Agreement

Pursuant to the Tenement Sale Agreement, Slipstream has agreed to acquire the Tenements for the following consideration:

- (a) an \$80,000 option payment, paid in December 2019, for the grant of an 18 month option to acquire the Tenements (**Tenement Option**). A second option period of 18 months is also available on a payment of an additional \$80,000, at Slipstream's election; and
- (b) on exercise of the Tenement Option:
 - (i) \$200,000 cash payment; and
 - (ii) grant by Slipstream of a 2% gross smelter return royalty.

Slipstream has paid the option payment referred to an (a) above, which Peninsula will repay to the Vendors upon Completion.

Slipstream may by notice to Strange elect to purchase the gross smelter return royalty for a price of \$400,000, or at Slipstream's election, if the Tenements are held by a company listed on a recognised stock exchange, ordinary shares in that company to the same value priced using a 1-month volume weighted average price.

1.8 Capital raising

On 12 December 2019, the Company announced that it had received binding commitments to raise up to a total of \$2 million (before costs) under a two-tranche placement to sophisticated and professional investors, via the issue of up to 1,538,461,554 Shares at an issue price of \$0.0013 per Share. The placement is subject to a minimum placement of \$1.5 million.

Funds raised under the placement will be used to fund all cash payments required to be paid to Slipstream pursuant to the Acquisition (as set out in Section 1.3), to fund initial exploration on the Tenements, including an initial round of RC drilling, and for working capital.

On 18 December 2019, 152,530,000 Shares (comprising the first tranche of the placement) were issued at an issue price of \$0.0013 per Share to raise approximately \$198,289 (**Tranche 1 Placement**). In respect of the Tranche 1 Placement, all Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

The second tranche of up to 1,385,931,554 Shares to be issued under the placement (at an issue price of \$0.0013 per Share to raise approximately \$1,801,711 (before costs)) (**Tranche 2 Placement**), is subject to Shareholder approval. In respect of the Tranche 2 Placement, a number of Directors (or their nominees) also intend to participate as follows:

Director	Number of Shares to be Issued	Amount to be Raised
Richard Henning	19,230,800	\$25,000
Young Yu	19,230,800	\$25,000
TOTAL	38,461,600	\$50,000

1.9 Board of Directors

The Board currently comprises:

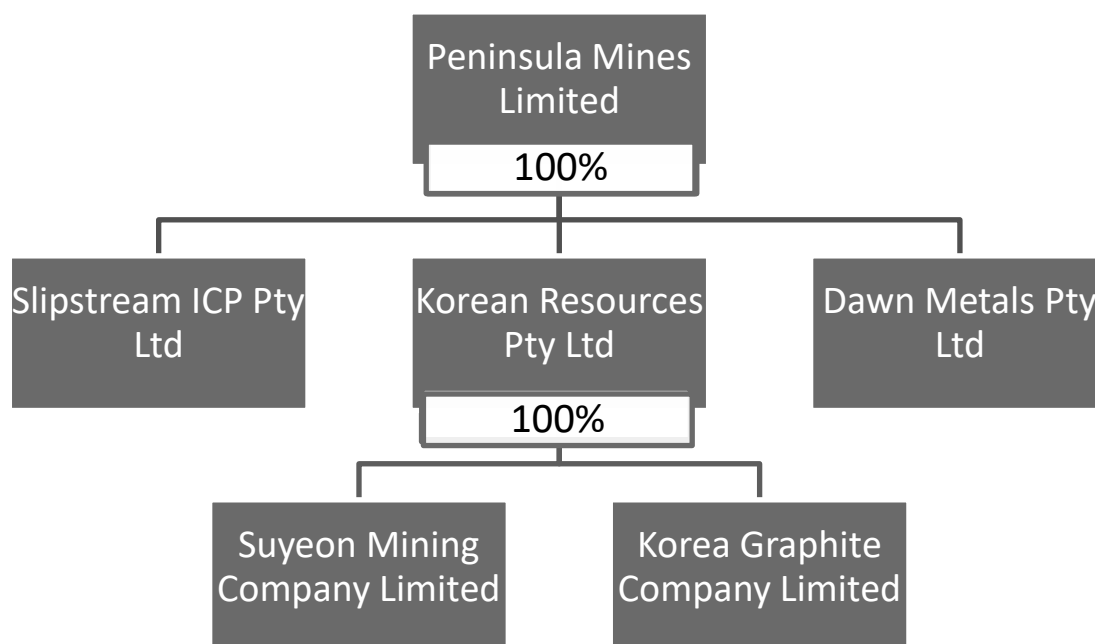
- (a) Mr Phillip Jackson - Non-Executive Chairman;
- (b) Mr Richard Henning - Managing Director; and
- (c) Mr Young Yu - Non-Executive Director.

Each of the above will remain on the Board following Completion.

Slipstream also has the right to appoint a nominee as a non-executive director to sit on the Board from Completion, subject to receipt of a consent to act as a director from the nominee. As at the date of this Notice, Slipstream has not nominated such a person.

1.10 Pro-forma corporate structure

At Completion, the Company's structure will be as follows:



1.11 Pro-forma balance sheet

A reviewed pro forma statement of financial position of the Company as at 30 June 2019 based on the audited accounts of the Company is set out in Schedule 4.

1.12 Pro-forma capital structure

The capital structure of the Company, assuming Completion has occurred and maximum subscription under the Placement is set out below:

	Shares	%	Quoted Options	Unquoted Options
Currently on issue	1,016,872,087	30.6	95,272,994	92,600,000
Consideration Shares	769,230,769	23.1	-	-
Placement (maximum)	1,538,461,538	46.3	-	-
Advisory Options	-	-	-	100,000,000
TOTAL	3,324,564,395	100	95,272,994	192,600,000

2. Resolution 1 – Approval to issue Consideration Shares

2.1 General

Resolution 1 seeks Shareholder approval for the issue of up to 769,230,769 Consideration Shares to the Vendors (or their respective nominees).

The Consideration Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

Refer to Section 1 for further details regarding the background to Resolution 1.

Resolution 1 is an Acquisition Resolution and is subject to the approval or waiver of the other Acquisition Resolutions.

Resolution 1 is an ordinary resolution.

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

2.2 Listing Rule 7.1

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

The effect of Resolution 1 will be to allow the Company to issue the Consideration Shares 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 under Listing Rule 7.1.

If Resolution 1 is not passed, the Company will not be able to proceed to issue the Consideration Shares and, as Resolution 1 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions, the Acquisition will not proceed.

2.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

- (a) the maximum number of Consideration Shares to be issued is 769,230,769;
- (b) the Consideration Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Consideration Shares will be issued for nil cash consideration as part consideration for the Acquisition, at a deemed issue price of \$0.0013 per Consideration Share for a deemed value of \$1 million. Further information regarding the total consideration to be received by the Vendors pursuant to the Acquisition is outlined in Section 1.3 above;
- (d) the Consideration Shares will be issued to the Vendors (or their nominees), who are not related parties of the Company;
- (e) the Consideration Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) no funds will be raised from the issue of the Consideration Shares as they will be issued for nil cash consideration as part consideration for the Acquisition. The Consideration Shares will be issued pursuant to the Acquisition Agreement. Further information regarding the Acquisition and the Acquisition Agreement in general is outlined in Section 1 above;
- (g) it is intended that the Consideration Shares will be issued on the same date, being the date of Completion; and
- (h) a voting exclusion statement is included in the Notice.

3. Resolutions 2 & 3 – Ratification of prior issue of Tranche 1 Placement Shares and approval to issue Tranche 2 Placement Shares

3.1 General

Details regarding the Tranche 1 Placement and Tranche 2 Placement are set out in Section 1.8 above.

3.2 Resolution 2

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue Shares under the Tranche 1 Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2.

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

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

If Resolution 2 is not passed, the Shares issued under the Tranche 1 Placement will be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the date of issue of such Shares.

Resolution 2 is an Acquisition Resolution and is subject to the approval or waiver of the other Acquisition Resolutions. If Resolution 2 is not passed, as Resolution 2 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions, the Acquisition will not proceed.

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

3.3 Specific information required by Listing Rule 7.5 - Resolution 2

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

- (a) 152,530,000 Shares were issued on 18 December 2019;
- (b) the issue price was \$0.0013 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to professional and sophisticated investors, that are clients of Hartleys Limited. None of these investors are related parties of the Company;
- (e) funds raised totalled approximately \$198,289 and will be used towards funding the cash payments required to be paid to Slipstream pursuant to the Acquisition (as set out in Section 1.3) and working capital; and
- (f) a voting exclusion statement is included in the Notice.

3.4 Resolution 3

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 1,385,931,554 Shares under the Tranche 2 Placement.

A summary of Listing Rule 7.1 is set out in Section 2.2.

Resolution 3 is an Acquisition Resolution and is subject to the approval or waiver of the other Acquisition Resolutions. If Resolution 3 is not passed, the Company will not be able to proceed to issue the Shares under the Tranche 2 Placement and, as Resolution 3 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions, the Acquisition will not proceed.

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

3.5 Specific information required by Listing Rule 7.3 - Resolution 3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of Shares under the Tranche 2 Placement:

- (a) the maximum number of Shares the Company will issue under the Tranche 2 Placement is 1,385,931,554 Shares;
- (b) Shares issued under the Tranche 2 Placement 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 Listing Rules) and it is intended that the issue will occur on the same date;
- (c) Shares issued under the Tranche 2 Placement will be issued at an issue price of \$0.0013 each;
- (d) Shares issued under the Tranche 2 Placement will be issued to sophisticated and professional investors. Richard Henning and Young Yu (or their nominees), each Directors, intend to participate in the Tranche 2 Placement, as set out in Section 1.8;
- (e) Shares issued under the Tranche 2 Placement will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) funds raised under the Tranche 2 Placement will be used to fund initial exploration on the Tenements, including an initial round of RC drilling; and
- (g) a voting exclusion statement is included in the Notice.

4. Resolutions 4 & 5 – Participation of Directors in Tranche 2 Placement – Richard Henning and Young Yu

4.1 General

Richard Henning and Young Yu (or their nominees) (**Participating Directors**), each Directors, intend to participate in the Tranche 2 Placement.

The participation in the Tranche 2 Placement by these Directors (or their nominees) will be on exactly the same terms as the placement made to the unrelated parties.

Further details regarding the Tranche 2 Placement and the participation of the Participating Directors, are set out in Section 1.8 above.

4.2 Resolutions 4 & 5

Resolutions 4 and 5 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of Shares to the Participating Directors pursuant to the Tranche 2 Placement.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;

- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- (e) a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The proposed issues of Shares to the Participating Directors pursuant to the Tranche 2 Placement falls within Listing Rule 10.11 and do not fall within any of the exceptions in Listing Rule 10.12. The proposed issues therefore require the approval of Shareholders under Listing Rule 10.11.

The effect of Resolutions 4 and 5 will be to allow the Company to proceed to issue the Shares (further details of which are contained in Section 1.8 above) to the Participating Directors pursuant to the Tranche 2 Placement.

If Resolutions 4 and 5 are not passed, the Company will not be able to proceed to issue the Shares to the Participating Directors under the Tranche 2 Placement.

Resolutions 4 and 5 are ordinary resolutions.

The Board (with the exception of the Participating Directors) recommends that Shareholders vote in favour of Resolutions 4 and 5.

4.3 Specific information required by Listing Rule 10.13 - Resolutions 4 & 5

In respect of Resolutions 4 and 5, the following information is provided in relation to the proposed issue of Shares to Richard Henning and Young Yu (or their nominees) pursuant to the Tranche 2 Placement, for the purposes of Listing Rule 10.13:

- (a) the Shares will be issued to Richard Henning and Young Yu (or their nominees) pursuant to the Tranche 2 Placement;
- (b) each of Richard Henning and Young Yu are Directors and therefore are related parties of the Company;
- (c) the maximum number of Shares to be issued is:
 - (i) 19,230,800 to Richard Henning (or his nominee);
 - (ii) 19,230,800 to Young Yu (or his nominee);
- (d) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Shares will be issued at an issue price of \$0.0013 each, being the same as all other Shares issued under the Tranche 2 Placement;
- (f) the Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue; and
- (g) the funds raised will be used for the same purposes as all other funds raised under the Tranche 2 Placement, as set out in Section 4.5(f).

5. Resolution 6 – Approval to issue Advisor Options

5.1 General

Hartleys Limited has been engaged by the Company as corporate advisor in relation to the Acquisition and to provide ongoing corporate advisory services for a period of 18 months, ending 7 May 2021.

Resolution 6 seeks Shareholder approval for the issue of up to 100 million Advisor Options, each exercisable at \$0.0026 each on or before the date which is 3 years from the date of issue, to Hartleys Limited (or its nominees). The full terms and conditions of the Advisor Options are set out in Schedule 2.

The Advisor Options are being issued as partial consideration for the provision of corporate advisory services provided by Hartleys Limited to the Company in relation to the Acquisition and a reduced cash advisory fee during the 18 month term of the engagement.

In addition to the Advisor Options, the Company will pay Hartleys Limited (or its nominees) a fee of 6% of the total amount raised under the Placement (being \$120,000, assuming \$2 million is raised under the Placement) in connection with the Acquisition.

Resolution 6 is an Acquisition Resolution and is subject to the approval or waiver of the other Acquisition Resolutions.

Resolution 6 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 6.

5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The effect of Resolution 6 will be to allow the Company to issue the Advisor 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 under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed to issue the Advisor Options and, as Resolution 6 is an Acquisition Resolution and is subject to Shareholders passing each of the Acquisition Resolutions, the Acquisition will not proceed.

5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Advisor Options:

- (a) the maximum number of Advisor Options to be issued is 100 million;
- (b) the Advisor 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 Listing Rules);
- (c) the Advisor Options will be issued for nil cash consideration as partial consideration for corporate advisory services provided in relation to the Acquisition and ongoing corporate advisory services. In addition to the Advisor Options, the Company will pay Hartleys Limited (or its nominees) a fee of 6% of the total amount raised under the Placement (being \$120,000, assuming \$2 million is raised under the Placement) in connection with the Acquisition;
- (d) the Advisor Options will be issued to Hartleys Limited or its nominees, none of whom is a related party of the Company;
- (e) each Advisor Option is exercisable at \$0.0026 each on or before the date which is 3 years from the date of issue. The full terms and conditions of the Advisor Options are set out in Schedule 2.

- (f) no funds will be raised from the proposed issue of Advisor Options as they are to be issued as partial consideration for corporate advisory services provided in relation to the Acquisition. Further information regarding the proposed Acquisition in general is outlined in Section 1 above;
- (g) it is intended that the Advisor Options will be issued on the same date, being the date of Completion; and
- (h) a voting exclusion statement is included in the Notice.

6. Resolution 7 – Approval to change Company name

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

Resolution 7 seeks the approval of Shareholders for the Company to change its name to "Xantippe Resources Limited".

The proposed name has been reserved by the Company with ASIC. If Resolution 7 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

The Board proposes this change of name on the basis that it more accurately reflects the proposed future operations of the Company.

If Resolution 7 is not passed, the Company will be unable to change its name to "Xantippe Resources Limited".

Resolution 7 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Resolution 7 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 7.

Schedule 1 - Glossary

In this Explanatory Memorandum, unless the context otherwise requires:

\$	Australian dollars
Acquisition	Means the acquisition of 100% of Slipstream Shares on issue by the Company in accordance with the Acquisition Agreement.
Acquisition Agreement	Means the conditional share sale and purchase agreement dated 9 December 2019 between the Company and the Vendors, for the purchase by the Company of all Slipstream Shares on issue.
Acquisition Resolutions	Means Resolutions 1, 2, 3 and 6.
Advisor Options	Means up to 100 million Options to be issued to Hartleys Limited (or its nominees) which are the subject of Resolution 6, on the terms and conditions of Schedule 2.
ASX	ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Aurora	Aurora Minerals Ltd (ACN 106 304 787).
Board	The board of directors of the Company.
Business Day	Means a day on which banks are open for business in Perth, Western Australia, other than a Saturday, Sunday or public holiday.
Chair	The chair of the Meeting.
Company or Peninsula	Peninsula Mines Limited (ABN 56 123 102 974).
Completion	Means completion of the Acquisition in accordance with the Acquisition Agreement.
Consideration Shares	Means up to 769,230,769 Shares to be issued to the Vendors (or their nominees) as consideration for the Acquisition.
Constitution	Means the constitution of the Company as at the date of the Meeting.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Explanatory Memorandum	The explanatory memorandum accompanying the Notice of Meeting.
Listing Rules	The listing rules of the ASX.
Meeting or General Meeting	The general meeting of Peninsula called by the Notice of Meeting.
Notice or Notice of General Meeting or Notice of Meeting	The notice convening the General Meeting, which accompanies this Explanatory Memorandum.
Option	An option to acquire a Share.
Optionholder	Means the holder of an Option.
Participating Directors	Has the meaning given to that term in Section 4.1.
Placement	Means the Tranche 1 Placement and Tranche 2 Placement.
Proxy Form	The proxy form attached to the Notice of Meeting.
Resolution	Means a resolution in the Notice of Meeting.
Section	A section of the Explanatory Memorandum.
Share	An ordinary share in the capital of the Company.
Shareholder	The registered holder of a Share.
Slipstream	Slipstream ICP Pty Ltd (ACN 618 907 118).
Slipstream Share	Means a fully paid ordinary share in the capital of Slipstream.
Southern Cross Project	Has the meaning given to that term in Section 1.3.
Strange	Vernon Strange.
Tenements	Has the meaning given to that term in Section 1.3.
Tenement Option	Has the meaning given to that term in Section 1.3.
Tenement Sale Agreement	Has the meaning given to that term in Section 1.3.

Tranche 1 Placement	Has the meaning given to that term in Section 1.8.
Tranche 2 Placement	Has the meaning given to that term in Section 1.8.
Vendors	Means the shareholders of Slipstream, being: <ul style="list-style-type: none"> (a) Mr Gregory Cunnold and Lara Groves ATF the Stratford Trust; and (b) Slipstream Resources Investments Pty Ltd ATF Slipstream Capital Trust.
WST	Means western standard time as observed in Perth, Western Australia.

Schedule 2 – Terms and Conditions of Advisor Options

An Option entitles the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
 - (b) Each Option will expire at 5.00pm (WST) on the date which is 3 years after their date of issue (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) Subject to (e) below, the amount payable upon exercise of each Option is \$0.0026 (**Exercise Price**).
 - (d) Each Option held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise Options by lodging with the Company, before the Expiry Date, a written notice of exercise of Options specifying the number of Options being exercised, together with a cheque or electronic funds transfer for the Exercise Price for the Options being exercised (**Exercise Notice**).
 - (f) Within 10 Business Days of receipt of an Exercise Notice, the Company will:
 - (i) allot the number of Shares required under these terms in respect of the number of Options specified in the Exercise Notice; and
 - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- If a notice delivered under paragraph (ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (g) Subject to the Listing Rules, the Options can be transferred at any time prior to the Expiry Date.
 - (h) All Shares allotted upon the exercise of Options will upon allotment rank pari passu with other Shares.
 - (i) The Company will not apply for quotation of any Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (j) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
 - (k) There are no participating rights or entitlements inherent in an Option and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of an Option.
 - (l) In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of an Option may be reduced according to the formula set out in Listing Rule 6.22.2. Subject to the foregoing, an Option does not otherwise confer the right to a change in exercise price or a change in the number of underlying securities over which an Option can be exercised.

Schedule 3 – Tenements

Tenement	Status	Area	Commencement Date	Expiry Date
P77/4365	Granted	19.00000 HA	01/12/2016	30/11/2020
P77/4366	Granted	38.00000 HA	01/12/2016	30/11/2020
P77/4413	Granted	188.00000 HA	24/08/2017	23/08/2021
P77/4414	Granted	152.00000 HA	24/08/2017	23/08/2021
P77/4415	Granted	199.00000 HA	24/08/2017	23/08/2021
P77/4416	Granted	123.00000 HA	24/08/2017	23/08/2021
P77/4433	Granted	9.00000 HA	15/09/2017	14/09/2020
P77/4435	Granted	10.00000 HA	15/09/2017	14/09/2021
P77/4436	Granted	28.00000 HA	06/10/2017	05/10/2021
P77/4439	Granted	110.00000 HA	26/09/2017	25/09/2021
P77/4440	Granted	160.00000 HA	26/09/2017	25/09/2021
P77/4441	Granted	189.00000 HA	01/02/2018	31/01/2022
P77/4442	Granted	141.00000 HA	26/09/2017	25/09/2021
P77/4443	Granted	200.00000 HA	01/02/2018	31/01/2022
P77/4444	Granted	140.00000 HA	26/09/2017	25/09/2021
P77/4445	Granted	194.00000 HA	26/09/2017	25/09/2021
P77/4446	Granted	200.00000 HA	26/09/2017	25/09/2021
P77/4447	Granted	87.00000 HA	26/09/2017	25/09/2021
P77/4465	Granted	137.00000 HA	15/01/2019	14/01/2023
P77/4466	Granted	96.00000 HA	26/09/2017	25/09/2021
E77/2367	Granted	23 BL	05/07/2017	04/07/2022
E77/2584	Pending	22 BL	N/A	N/A

Schedule 4 – Pro-forma balance sheet

	Audited Balance Sheet as at 30 June 2019		Effect of transaction	Unaudited Pro forma Balance Sheet upon completion of the Acquisition
	(1)		(2)	(3)
	\$		\$	\$
Cash and cash equivalents	649,953	(a)	1,670,000	2,319,953
Other current assets	71,106		-	71,106
Total Current Assets	721,059		1,670,000	2,391,059
Non-Current Assets	59,392		-	59,392
Total Assets	780,451		1,670,000	2,450,451
Current Liabilities	401,388		-	401,388
Net Assets	379,063		1,670,000	2,049,063
Issued capital	22,480,836	(b)	2,735,000	25,215,836
Reserves	4,973,602	(c)	115,000	5,088,602
Accumulated losses	(27,075,375)	(d)	(1,180,000)	(28,255,375)
Total Equity	379,063		1,670,000	2,049,063

(1) Audited balance sheet of the Company and its subsidiaries as at 30 June 2019.

(2) Adjustments as a result of the Acquisition:

a) Proceeds of Placement less estimated costs of Placement (\$150,000), less initial payments to Vendors as per sections 1.6 (a)(i), 1.6 (a) (ii), and 1.7 (a) (\$180,000).

b) (i) Issue of 1,538,461,538 shares at \$0.0013 pursuant to Placement;
(ii) Issue of 769,230,769 shares at \$0.0013 as consideration to the Vendors;
(iii) Cost of Placement of \$150,000;
(iv) Imputed value of 100,000,000 Advisor Options (valued using Black-Scholes Option Pricing Model and assuming a share price of \$0.002, an exercise price of \$0.0026, a three year term, a volatility of 92% and a risk-free interest rate of 0.71%), estimated at non-cash consideration of \$115,000.

c) Value of Advisor Options.

d) Payments to Vendors for Acquisition, expensed as per the Company's current policy of expensing all exploration costs until development of an area indicates that recoupment will occur (refer to 2019 Annual Report, Note 1(d)).

(3) Unaudited pro-forma balance sheet of the Company and its subsidiaries upon completion of the Acquisition.

This page is left intentionally blank

PENINSULA MINES LIMITED
ABN 56 123 102 974

Suite 2, Level 2
20 Kings Park Road
West Perth WA 6005
PO Box 644
West Perth WA 6872

Telephone: 61 (8) 6143 1840
Facsimile: 61 (8) 9321 4692
Email: contact@peninsulamines.com.au
Website: www.peninsulamines.com.au

Proxy Form

Appointment of Proxy

I/We _____
of _____

being a member of Peninsula Mines Limited (**Company**) entitled to attend and vote at the General Meeting of the Company (**Meeting**) to be held at 10.00am (WST) on Wednesday, 22 January 2020 at Level 2, 20 Kings Park Road, West Perth, Western Australia, hereby appoint:

<div style="border: 1px solid black; height: 40px; width: 100%;"></div> <p>_____</p> <p>Print name of Proxy</p>	or	<div style="border: 1px solid black; padding: 5px; width: 100%;"> <input style="width: 30px; height: 20px;" type="checkbox"/> </div> <p>the Chair of the Meeting as your proxy (if so please mark the box)</p>
---	----	--

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/ our proxy to act on my/ our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted at law, as the proxy sees fit) at the Meeting and any postponement or adjournment of the Meeting.

CHAIR'S VOTING INTENTIONS AS PROXY HOLDER

The Chair intends to vote undirected proxies FOR the resolutions to which they apply (assuming the Chair is entitled to vote the proxies).

ORDINARY AND SPECIAL BUSINESS- VOTING INSTRUCTIONS

I/we direct my/our proxy how to vote in the following manner:

		For	Against	Abstain
Resolution 1	Approval to issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of prior issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Participation of Director in Tranche 2 Placement – Richard Henning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Participation of Director in Tranche 2 Placement – Young Yu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to issue Advisor Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to change Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This Proxy is appointed to represent _____% of my voting right, or if 2 proxies are appointed Proxy 1 represents _____% and Proxy 2 represents _____% of my total votes
My total voting right is _____ shares

If the shareholder(s) is an individual(s), every shareholder is to sign:

If the shareholder is a company, sign in accordance with Section 127(1) of Corporations Act or affix common seal (if required by your constitution).

Signed: _____

Director or Sole Director and Secretary

Signed: _____

Director/Secretary

Dated: _____

Dated: _____

This form is to be used in accordance with the directions overleaf.

Instructions for completing and lodging this Proxy Form

1. A shareholder who is entitled to attend and vote at a meeting is entitled to appoint a proxy (and a shareholder who is entitled to cast two or more votes may appoint not more than two proxies) to attend and vote at the meeting.
2. Where two proxies are appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. Where two proxies for a shareholder are present at the meeting, neither proxy shall be entitled to vote on a show of hands, and on a poll the appointment shall be of no effect, unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, not exceeding 100% in aggregate.
3. A proxy need not himself be a shareholder of the Company.
4. The Proxy Form must be signed personally by the shareholder or his attorney, duly authorised in writing. If a proxy is given by a corporation, the proxy must be executed in accordance with section 127 of the Corporations Act or by its duly authorised attorney. In the case of joint shareholders, this proxy must be signed by at least one of the joint shareholders, personally or by a duly authorised attorney.
5. If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the company, must accompany the Proxy Form.
6. If the Proxy Form specifies a way in which the proxy is to vote on any of the resolutions stated above, then the following applies:
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way; and
 - (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; and
 - (c) if the proxy is Chairman, the proxy must vote on a poll and must vote that way; and
 - (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote that way.

If a proxy is also a shareholder, the proxy can cast any votes the proxy holds as a shareholder in any way that the proxy sees fit.

7. The Proxy Form (and any power of attorney or other authority pursuant to which the Proxy Form has been signed) must either be:
 - (a) deposited at the registered office of the Company, Suite 2, Level 2, 20 Kings Park Road, West Perth;
 - (b) be sent by post to Peninsula Mines Limited, PO Box 644, West Perth, WA 6872;
 - (c) be sent by facsimile to Peninsula Mines Limited at (08) 9321 4692 or
 - (d) be emailed to Peninsula Mines Limited at contact@peninsulamines.com.au

so as to be received not later than 48 hours before the time fixed for the holding of the Meeting - that is it is to be received by 10.00am (WST) on Monday, 20 January 2020.

Change of Address

Should your address have changed please use this section to advise the Company and, if faxing your Proxy Form or emailing it as an attachment, please fax or attach by email this side of the Proxy Form as well.

My new address is:

My email address is: _____

My phone number is: _____