

3 July 2020

## Letter to Shareholders regarding General Meeting

Dear Shareholder,

Mincor Resources NL (**Mincor** or **the Company**) will be holding a general meeting of shareholders at 10:00am (WST) on 5 August 2020 (**Meeting**) at The Melbourne Hotel, Karingal Room, 33 Milligan Street, Perth Western Australia 6000.

To comply with Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting. There is a risk that shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting. Therefore, the Company strongly encourages all shareholders to submit their directed proxy votes in advance of the Meeting, as detailed below.

The Company will continue to closely monitor guidance from the Federal and State Government for any impact on the proposed arrangements for the Meeting. If any changes are required, the Company will advise shareholders by way of announcement on ASX and the details of the announcement will also be made available on our website at [www.mincor.com.au](http://www.mincor.com.au). The Company strongly encourages all shareholders to check ASX and the Company's website regularly prior to the Meeting.

In accordance with temporary modifications to the Corporations Act under the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Company will not be sending hard copies of the Notice of Meeting to shareholders who have not previously opted-in to receiving electronic copies. Instead, the Notice of Meeting can be viewed and downloaded from the website link <https://www.mincor.com.au/site/investor-centre/asx-announcements>

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

**Internet:**

Log on to [www.investorvote.com.au](http://www.investorvote.com.au)

If you are a custodian and an Intermediary Online subscriber, you can log on to [www.intermediaryonline.com](http://www.intermediaryonline.com)

**Post:**

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne Victoria  
3001 Australia

**Fax:**

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

TEL 08 9476 7200  
FAX 08 9321 8994  
EMAIL [mincor@mincor.com.au](mailto:mincor@mincor.com.au)  
WEBSITE [www.mincor.com.au](http://www.mincor.com.au)  
ACN 072 745 692

POSTAL ADDRESS  
PO Box 1810  
West Perth WA 6872  
Australia

REGISTERED OFFICE  
Ground Floor, 9 Havelock Street  
West Perth WA 6005  
Australia

Your proxy voting instruction must be received by 10:00am (WST) on 3 August 2020, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant, or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 733 703 (within Australia) or +61 3 9415 4819 (overseas).

Authorised by the Board of Mincor Resources NL.

- ENDS -

**For further details, please contact:**

David Southam  
Managing Director  
Mincor Resources NL  
Email: [d.southam@mincor.com.au](mailto:d.southam@mincor.com.au)  
Tel: (08) 9476 7200  
[www.mincor.com.au](http://www.mincor.com.au)

**Media Inquiries:**

Nicholas Read  
Read Corporate  
Tel: (08) 9388 1474



ACN 072 745 692

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**NOTICE OF GENERAL MEETING**  
**PROXY FORM**  
**AND**  
**EXPLANATORY MEMORANDUM**

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Date of Meeting  
Wednesday 5 August 2020

Time of Meeting  
10:00am WST

Place of Meeting  
Karingal Room 2, The Melbourne Hotel  
33 Milligan Street, Perth, Western Australia 6000  
and  
Online via the Lumi software platform\*

\*In light of potential restrictions on public gatherings arising from the COVID-19 pandemic that may be in place at the date of the General Meeting, the General Meeting will be webcast live online via the Lumi software platform. Shareholders are encouraged to attend, vote and ask questions online using their computer or mobile device by following the instructions outlined in this Notice of General Meeting.

**MINCOR RESOURCES NL**

**NOTICE OF GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a General Meeting of the Shareholders of Mincor Resources NL ACN 072 745 692 (**Company**) will be held in the Karingal Room 2, at The Melbourne Hotel, 33 Milligan Street, Perth, Western Australia and online via the Lumi software platform on Wednesday, 5 August 2020 at 10:00am WST for the purpose of transacting the following business referred to in this Notice of General Meeting. Details of the definitions and abbreviations used in this Notice of General Meeting are set out in the Glossary to the Explanatory Memorandum.

**Measures to deal with COVID-19**

The Company and Board are acutely aware of the current circumstances resulting from COVID-19 and the impact it is having, and is likely to continue to have, on physical meetings.

To comply with Federal and State government restrictions on social gatherings (and to otherwise ensure the safety of its Shareholders and other participants), the Company may only be able to admit a limited number of persons to the Meeting. There is a risk that Shareholders intending to attend the physical Meeting may not be admitted, depending on the number of Shareholders who wish to physically attend the Meeting.

The Company will be providing a facility in the venue foyer at the Melbourne Hotel from 9:00am WST to the scheduled start time of 10:00am WST for any Shareholder who had intended to attend the physical Meeting and vote on the day but is unable to be admitted, to complete a Proxy Form nominating the Chair as proxy if they do not wish to vote during the Meeting using the Lumi software platform. Additionally, the Company will accept written questions in relation to the resolutions to be considered at the meeting at the same time.

Shareholders who are not admitted to the Meeting or do not wish to physically attend the Meeting will be able to participate in the Meeting via the Lumi software platform. Instructions on how to access the Lumi software platform are set out on page 5 of this Notice of Meeting.

The Company strongly encourages Shareholders to:

- (a) read this Notice of General Meeting carefully;
- (b) vote by proxy following the instructions set out in this Notice of General Meeting; and/or
- (c) participate in the Meeting via the Lumi software platform. Instructions on how to access the Lumi software platform are set out on page 5 of this Notice of Meeting.

Additionally, circumstances relating to COVID-19 are changing rapidly. The Company will update Shareholders if changing circumstances will impact planning for the Meeting. Depending on these eventualities, the Company may need to adopt extraordinary meeting procedures described above and/or, if necessary, the Company may need to postpone the Meeting, and will inform Shareholders as soon as practicable.

**A G E N D A**

**Business**

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of General Meeting. Capitalised terms used in this Notice of General Meeting are defined in the Glossary to the Explanatory Memorandum.

**RESOLUTION 1 – Amendments to Constitution**

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

*That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given to the Company to modify the Constitution, by making the amendments summarised in the Explanatory Memorandum, with effect from the close of this Meeting.*

**RESOLUTION 2 – Ratification of issue of 21,325,932 Placement Shares (issued in accordance with ASX Listing Rule 7.1)**

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

*That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 21,325,932 Shares at an issue price of \$0.60 per Share issued in accordance with ASX Listing Rule 7.1 on 28 November 2019, to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.*

**Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who participated in the issue of Shares the subject of Resolution 2 or any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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 of the Meeting 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 the directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 3 – Ratification of issue of 28,674,068 Placement Shares (issued in accordance with ASX Listing Rule 7.1A)**

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

*That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 28,674,068 Shares at an issue price of \$0.60 per Share issued in accordance with ASX Listing Rule 7.1A on 28 November 2019, to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.*

**Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any person who participated in the issue of Shares the subject of Resolution 3 or any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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 of the Meeting 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 the directions given by the beneficiary to the holder to vote in that way.

**RESOLUTION 4 – Ratification of issue of 23,075,150 Placement Shares (issued in accordance with ASX Listing Rule 7.1)**

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

*That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 23,075,150 Shares at an issue price of \$0.72 per Share issued in accordance with ASX Listing Rule 7.1*

*on 2 July 2020, to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of any person who participated in the issue of Shares the subject of Resolution 4 or any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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 of the Meeting 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 the directions given by the beneficiary to the holder to vote in that way.

#### **RESOLUTION 5 – Ratification of issue of 926,653 Placement Shares (issued in accordance with ASX Listing Rule 7.1A)**

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

*That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 926,653 Shares at an issue price of \$0.72 per Share issued in accordance with ASX Listing Rule 7.1A on 2 July 2020, to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in the issue of Shares the subject of Resolution 5 or any Associate of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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 of the Meeting 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 the directions given by the beneficiary to the holder to vote in that way.

#### **RESOLUTION 6 – Approval to issue 45,442,642 Placement Shares**

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

*That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of 45,442,642 Shares at an issue price of \$0.72 per Share to institutional, professional and/or sophisticated investors and on the terms and conditions set out in the Explanatory Memorandum.*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any person who may participate in, or who will obtain a material benefit as a result of, the issue of Shares the subject of Resolution 6 (except a benefit solely by reason of that person being the holder of Shares) or any Associate of those persons.

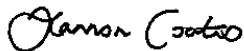
However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as 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 of the Meeting 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 the directions given by the beneficiary to the holder to vote in that way.

#### **Other Business**

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the *Corporations Act 2001* (Cth).

#### **BY ORDER OF THE BOARD**



**Shannon Coates**  
**Company Secretary**

Dated: 3 July 2020

## **ATTENDING AND VOTING IN PERSON (OR BY ATTORNEY)**

Shareholders, or their attorneys, who plan to attend the Meeting in person are asked to arrive at the venue [30] minutes prior to the time designated for the Meeting, if possible, so that the Company may consider whether the Shareholder may be admitted to the physical Meeting, and if admitted, their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

## **ATTENDING AND VOTING ONLINE**

Shareholders, or their attorneys, who wish to participate online may do so:

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com>; or
- from their mobile device by either entering the URL in their browser or by using the Lumi AGM app, which is available by downloading the app from the Apple App Store or Google Play Store.

If you choose to participate in the Meeting online, registration will be open at 9:00am WST. You can log in to the Meeting by entering:

- the Meeting ID, which is 376-278-415;
- your username, which is your SRN/HIN;
- your password, which is the postcode registered to your holding if you are an Australian securityholder. Overseas securityholders and proxy holders should refer to the Lumi Online Meeting Guide for their password details.

Attending the meeting online enables Shareholders to view the Meeting live and also to ask text-based questions and cast votes in the real time poll, at the appropriate time. Please note that if you join the Meeting online as a Shareholder, any proxy vote previously lodged will be withdrawn. Consequently, for your vote to count you will need to use the voting button in the Lumi software at the time the Chair calls a poll.

Further details are set out in the Lumi Online Meeting Guide annexed to this Notice of General Meeting as Annexure B.

## **QUESTIONS AT THE MEETING**

Please note, only Shareholders may ask questions online once they have been verified. It may not be possible to respond to all questions. Shareholders are encouraged to lodge questions prior to the Meeting.

A Shareholder who is entitled to vote at the Meeting may submit a written question to the Company in advance of the Meeting.

We ask that all pre-Meeting questions be received by the Company no later than five (5) business days before the date of the Meeting, being 29 July 2020. Any questions should be directed to [mincor@mincor.com.au](mailto:mincor@mincor.com.au).

## **PROXIES**

- A Shareholder entitled to attend and vote at the Meeting may appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of



the Shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the Shareholder's voting rights.

- A proxy may, but need not be, a Shareholder of the Company.
- The instrument appointing a proxy must be in writing, executed by the appointor or his/her attorney duly authorised in writing or, if such appointer is a corporation, either under seal or under hand of an officer or his/her attorney duly authorised.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the registered office of the Company at least 48 hours prior to the Meeting. For the convenience of Shareholders a Proxy Form is enclosed. Capitalised terms used in the enclosed Proxy Form have the same meaning as defined in the Glossary to the Explanatory Memorandum.
- 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.
- Shareholders who return their Proxy Forms with a direction how to vote, but who 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, the Secretary or any Director 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 exclusion rules which apply to some of the proposed Resolutions. In exceptional circumstances, the Chair of the Meeting may change his voting intention on any Resolution, in which case an ASX announcement will be made.
- To be effective, proxies must be received by 10:00am WST on 3 August 2020. Proxies received after this time will be invalid.

## **PROXY LODGEMENT**

Proxy lodgement details are:

### **By internet:**

Log on to [www.investorvote.com.au](http://www.investorvote.com.au)

If you are a custodian and an Intermediary Online subscriber, you can log on to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### **By post:**

Computershare Investor Services Pty Limited,  
GPO Box 242,  
Melbourne Victoria 3001 Australia

### **By fax:**

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

## **VOTING BY A CORPORATION**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the 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.

## **ENTITLEMENT TO VOTE**

For the purposes of regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that members holding ordinary Shares at 5.00pm WST on 3 August 2020 will be entitled to attend and vote at the Meeting.

## MINCOR RESOURCES NL

ACN 072 745 692

### EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting (**Notice**) of Mincor Resources NL (**Company**).

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Memorandum.

#### 1. RESOLUTION 1 – Amendments to Constitution

Resolution 1 relates to proposed amendments to the Constitution of the Company.

Under section 136(2) of the Corporations Act, a company can modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. Accordingly, the Company seeks Shareholder approval to amend its Constitution by special resolution as set out below. A special resolution requires the 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) in order to be passed.

The Company intends to amend its Constitution to comply with the changes to ASX Listing Rule 15.12 which came into effect on 1 December 2019. The changes require a company with Restricted Securities on issue (including Restricted Securities issued pursuant to transactions which attract the application of Listing Rules 10.7 or 11.1.3), to provide for the following in its constitution:

- a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;
- if the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a Holding Lock applied for the duration of the escrow period applicable to those Restricted Securities;
- the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX;
- a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX; and
- if a holder of Restricted Securities breaches a Restriction Deed or a provision of the Company's Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.

At the date of this Notice, the Company does not have any Restricted Securities on issue. However, the Company seeks Shareholder approval to amend its Constitution to align with the proposed changes to Listing Rule 15.12, which will apply at such time as the Company considers issuing Restricted Securities.

In addition, the Company proposes to insert a new rule 6.2 to allow the Company to hold a general meeting at two or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate.

A full copy of the proposed amended Constitution is available online at [www.mincor.com.au](http://www.mincor.com.au). A copy of the proposed amended Constitution is also available for inspection by Shareholders at the offices of the Company at Ground Floor, 9 Havelock Street, West Perth Western Australia from the date of the Notice of Meeting until the date of the Meeting. A copy of the proposed amended Constitution can be requested free of charge by calling the Company on +61 8 9476 7200. Full copies of the proposed amended Constitution will also be available at the Meeting.

**Annexure A** of this Explanatory Memorandum sets out the proposed changes to the Constitution.

### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

## **2. □ RESOLUTIONS 2 AND 3 – Ratification of issue of 21,325,932 Placement Shares in accordance with ASX Listing Rule 7.1 and 28,674,068 Placement Shares in accordance with ASX Listing Rule 7.1A**

As announced on 21 November 2019, the Company raised \$30.0 million (before costs) via a placement to institutional, professional and sophisticated investors at \$0.60 per share (**Placement**). 21,325,932 Shares were issued pursuant to the Company's 15% annual placement capacity under ASX Listing Rule 7.1 (**LR 7.1 Placement Shares**) and 28,674,068 Shares were issued pursuant to the Company's additional 10% annual placement capacity under ASX Listing Rule 7.1A (**LR 7.1A Placement Shares**) (together the **Placement Shares**). Subsequently, the LR 7.1 Placement Shares and LR 7.1A Placement Shares were issued on 28 November 2019.

### **Listing Rules 7.1, 7.1A and 7.4**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Shareholders approved this additional capacity at the Company's last annual general meeting.

The issue of the Placement Shares does not fall within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, effectively using up part of the 15% limit under Listing Rule 7.1 and all of the additional 10% limit under Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under:

- Listing Rule 7.1 for the 12 month period following the issue date of the Placement Shares; and
- Listing Rule 7.1A for the period ending on the earliest of:
  - the date that is 12 months after the last annual general meeting at which the Listing Rule 7.1A Mandate was approved;
  - the time and date of the next annual general meeting; and
  - the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking),

**(Listing Rule 7.1A Mandate Expiry Date).**

Listing Rule 7.4 allows the Shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under the applicable of Listing Rule 7.1 or Listing Rule 7.1A and so does not reduce the Company's capacity to issue further Equity Securities without Shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future. To this end, Resolutions 2 and 3 seek Shareholder ratification of the issue of the Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 2 is passed, the LR 7.1 Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the LR 7.1 Placement Shares.

If Resolution 3 is passed, the LR 7.1A Placement Shares will be excluded in calculating the Company's additional 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing 7.1A Mandate Expiry Date.

If Resolutions 2 and 3 are not passed, the respective amounts of the Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under:

- Listing Rule 7.1 for the 12 month period following the issue date of the Placement Shares; and
- Listing Rule 7.1A for the period ending on the Listing 7.1A Mandate Expiry Date.

The Placement Shares the subject of Resolutions 2 and 3, comprise 14.84% of the Company's fully diluted issued capital (based on the number of Shares and Options on issue as at the date of this Notice of General Meeting).

#### **Technical information required by ASX Listing Rule 7.5**

In compliance with the information requirements of Listing Rule 7.5, the following information is provided in relation to the Placement Shares the subject of Resolutions 2 and 3:

- (a) the Placement Shares were issued to institutional, professional and sophisticated investors, none of whom are related parties of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The Placement Shares were issued to existing shareholders; and professional and sophisticated investors who are clients of Euroz Securities Limited and Petra Capital (Joint Lead Managers). The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- (b) a total of 50,000,000 Shares were issued by the Company, comprising 21,325,932 Shares under Listing Rule 7.1 (Resolution 2) and 28,674,068 Shares under Listing Rule 7.1A (Resolution 3);
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company which rank equally with the Company's existing Shares;
- (d) the Placement Shares were issued on 28 November 2019;
- (e) the Placement Shares were issued at an issue price of \$0.60 per Share;
- (f) the purpose of the issue was to raise \$30.0 million (before costs) in capital to fund:
  - the commencement of early capital works at Cassini and Long-Durkin ahead of the expected completion of the Definitive Feasibility Study in the March 2020 quarter as part of the Company's Nickel Restart Strategy;
  - underpin an \$8 million exploration and Resource extension drilling programs in CY2020;
  - to put the Company in a strong financial position to commence pre-production activities, award key contracts and secure project finance for its planned nickel mining re-start; and
  - fund general corporate and working capital purposes and to meet the costs associated with the Placement and the share purchase plan conducted in November/December 2019.

(g) a voting exclusion statement has been included for the purposes of Resolutions 2 and 3.

### **Board recommendation**

The Board believes that the ratification of the issue of the Placement Shares is beneficial for the Company as it will allow the Company flexibility to issue further Equity Securities during the next 12 months if it is considered in the best interests of the Company. Accordingly, the Directors unanimously recommend Shareholders vote in favour of Resolutions 2 and 3.

### **3. RESOLUTIONS 4, 5 and 6 – Ratification of issue of 23,075,150 Shares in accordance with ASX Listing Rule 7.1, ratification of 926,653 Shares in accordance with ASX Listing Rule 7.1A and approval of issue of 45,442,642 Shares for the purposes of ASX Listing Rule 7.1**

#### **Background**

The Company announced on 25 June 2020 that it had received commitments to raise a total of \$50 million (before costs) via an underwritten, two-tranche placement to institutional, professional and/or sophisticated investors at \$0.72 per share (**June Placement**) in conjunction with a non-underwritten Share Purchase Plan (**SPP**) targeting to raise up to \$10 million (before costs).

The first tranche of the June Placement was completed on 2 July 2020 and comprised 23,075,150 Shares issued pursuant to the Company's 15% annual placement capacity under ASX Listing Rule 7.1 (**LR 7.1 June Placement Shares**) and 926,653 Shares issued pursuant to the Company's additional 10% annual placement capacity under ASX Listing Rule 7.1A (**LR 7.1A June Placement Shares**), (together the **First Tranche June Placement Shares**). Ratification of the LR 7.1 June Placement Shares is the subject of Resolution 4 of this Notice and ratification of the LR 7.1A June Placement Shares is the subject of Resolution 5 of this Notice.

The issue of the second tranche of the June Placement, comprising the remaining 45,442,642 Shares (**Second Tranche June Placement Shares**), is subject to Shareholder approval for the purposes of ASX Listing Rule 7.1 and is the subject of Resolution 6 of this Notice.

#### **Listing Rules 7.1, 7.1A and 7.4**

A summary of Listing Rules 7.1, 7.1A and 7.4 is set out in Section 2 above.

#### **Resolutions 4 and 5**

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future. To this end, Resolutions 4 and 5 seek Shareholder ratification of the issue of the First Tranche June Placement Shares under and for the purposes of Listing Rule 7.4.

If Resolution 4 is passed, the LR 7.1 June Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the LR 7.1 June Placement Shares.

If Resolution 5 is passed, the LR 7.1A June Placement Shares will be excluded in calculating the Company's additional 10% limit under Listing Rule 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolutions 4 and 5 are not passed, the respective amounts of the LR 7.1 June Placement Shares and the LR 7.1A June Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1 and additional 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under:

- Listing Rule 7.1 for the 12 month period following the issue date of the First Tranche June Placement Shares; and
- Listing Rule 7.1A for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

The First Tranche June Placement Shares the subject of Resolutions 4 and 5, comprise 6.7% of the Company's fully diluted issued capital (based on the number of Shares, Options and Performance Rights on issue immediately prior to the issue of the First Tranche June Placement Shares).

#### **Technical information required by ASX Listing Rule 7.5**

In compliance with the information requirements of Listing Rule 7.5, the following information is provided in relation to the First Tranche June Placement Shares the subject of Resolutions 4 and 5:

- the First Tranche June Placement Shares were issued to institutional, professional and/or sophisticated investors, none of whom are related parties of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an associate of any such person. The First Tranche June Placement Shares were issued to existing shareholders; and professional and sophisticated investors who are clients of Euroz Securities Limited and Macquarie Capital (Australia) Limited (Joint Lead Managers). The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- 23,075,150 Shares (the LR 7.1 June Placement Shares) were issued by the Company pursuant to Listing Rule 7.1 and 926,653 Shares (the LR 7.1A June Placement Shares) were issued pursuant to Listing Rule 7.1A;
- the First Tranche June Placement Shares issued were fully paid ordinary shares in the capital of the Company which rank equally with the Company's existing Shares;
- the First Tranche June Placement Shares were issued on 2 July 2020;
- the First Tranche June Placement Shares were issued at an issue price of \$0.72 per Share;
- the purpose of the issue was to raise \$17.3 million (before costs) in capital to fund resource extension and exploration, project development and debt funding costs and general working capital, including to meet the costs of the SPP and June Placement.
- voting exclusion statements have been included for the purposes of Resolutions 4 and 5.

#### **Resolution 6**

If Resolution 6 is passed, the Second Tranche June Placement Shares will be excluded in calculating the Company's 15% limit under Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issue date of the Second Tranche June Placement Shares.

If Resolution 6 is not passed, the Second Tranche June Placement Shares will only be able to be issued to the extent these can be issued from the Company's remaining 15% capacity under Listing Rule 7.1 and remaining additional 10% capacity under Listing Rule 7.1A. The effect of that decrease would be that the Company will not have sufficient funding to utilise for the purposes described in paragraph (f) of "Technical information required by ASX Listing Rule 7.5" above and as such, the Company may need to seek additional capital (such as additional equity or debt financing) to fund these purposes, which additional capital may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or the issue price for the Second Tranche June Placement Shares) or may involve restrictive covenants which limit the Company's operations and business strategy. No assurances can be made that appropriate funding, if and when needed, will be available on terms favourable to the Company or at all. Any inability to obtain sufficient financing for the Company's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of the Company.

The Second Tranche June Placement Shares the subject of Resolution 6 comprise 12.7% of the Company's fully diluted issued capital (based on the number of Shares, Options and Performance Rights on issue immediately prior to the issue of the First Tranche June Placement Shares).

### **Technical information required by ASX Listing Rule 7.3**

In compliance with the information requirements of Listing Rule 7.3, the following information is provided in relation to the Second Tranche June Placement Shares the subject of Resolution 6:

- (a) the Second Tranche June Placement Shares will be issued to institutional, professional and sophisticated investors, none of whom are related parties of the Company, a member of Key Management Personnel, a substantial holder in the Company (although IGO Limited, an existing Shareholder will become a substantial shareholder following issue and allotment of the Second Tranche June Placement Shares, an adviser to the Company or an associate of any such person. The Second Tranche June Placement Shares will be issued to existing shareholders including strategic shareholder IGO Limited) and professional and sophisticated investors who are clients of Euroz Securities Limited and Macquarie Capital (Australia) Limited (Joint Lead Managers). The recipients were identified through a bookbuild process, which involved the Joint Lead Managers seeking expressions of interest to participate in the capital raising from non-related parties of the Company.
- (b) a total of 45,442,642 Second Tranche June Placement Shares will be issued by the Company;
- (c) the Second Tranche June Placement Shares will be fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares;
- (d) provided Resolution 6 is passed, the Second Tranche June Placement Shares will be issued within three (3) months of the Meeting (or such later date as is permitted by any ASX waiver or modification of the Listing Rules);
- (e) the Second Tranche June Placement Shares will be issued at an issue price of \$0.72 per Share;
- (f) the purpose of the issue is to raise \$32.7 million (before costs) in capital to fund to fund resource extension and exploration, project development and debt funding costs and general working capital, including to meet the costs of the SPP and June Placement; and
- (g) a voting exclusion statement has been included for the purposes of Resolution 6.

### **Board recommendation**

The Board believes that the ratification of the issue of the First Tranche June Placement Shares and approval to issue the Second Tranche June Placement Shares is beneficial for the Company as it will:

- (in the case of the ratification of the issue of the First Tranche June Placement Shares) allow the Company flexibility to issue further Equity Securities during the next 12 months if it is considered in the best interests of the Company.
- (in the case of the approval to issue the Second Tranche June Placement Shares) enable the Company to raise the total amount of the proceeds contemplated by the June Placement and to apply those proceeds for the funding purposes described in paragraph (f) of "Technical information required by ASX Listing Rule 7.3" above. Those funding purposes are considered to be in the best interests of the Company and all its shareholders and, together with existing cash and expected debt described in the ASX materials released to ASX in conjunction with the June Placement, is expected to fully fund the Kambalda Nickel Restart Project into production.

Accordingly, the Directors unanimously recommend Shareholders vote in favour of Resolutions 4, 5 and 6.



## GLOSSARY

**Associate** has the meaning given to that term in the Listing Rules.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chair** means the Chair of the Meeting.

**Company** means Mincor Resources NL ACN 072 745 692.

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

**Constitution** means the Company's constitution, as amended from time to time.

**Director** means a Director of the Company.

**Dispose** has the meaning given to that term in the Listing Rules and **Disposal** has a corresponding meaning.

**Equity Securities** has the meaning given to it in the Listing Rules.

**Explanatory Memorandum** means this explanatory memorandum accompanying the Notice.

**Glossary** means this Glossary set out in this Explanatory Memorandum.

**Holding Lock** has the meaning given to that term in the Listing Rules.

**Key Management Personnel** has the meaning given to that term in the Accounting Standards. The Accounting Standards define the Key Management Personnel of an entity to be those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

**Listing Rules** means the ASX Listing Rules.

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

**Notice** means the Notice of General Meeting accompanying this Explanatory Memorandum.

**Proxy Form** means the Proxy Form accompanying the Notice.

**Resolution** means a Resolution proposed pursuant to the Notice.

**Restricted Securities** has the meaning given to that term in the Listing Rules.

**Restriction Deed** has the meaning given to that term in the Listing Rules.

**Section** means a section of this Explanatory Memorandum.

**Shares** means fully paid ordinary Shares in the capital of the Company.

**Shareholders** means holders of fully paid ordinary Shares in the Company.

**WST** means Australian Western Standard Time.

## ANNEXURE A – AMENDMENTS TO CONSTITUTION

**Resolution 1 seeks Shareholder approval to adopt amendments to the Constitution set out below.**

- 1 Delete paragraphs (a), (b) and (c) of rule 3.6 and replace them with the following paragraphs (a) to (e):
  - (a) *A holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX.*
  - (b) *If the Restricted Securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored sub-register and are to have a Holding Lock applied for the duration of the escrow period applicable to those Restricted Securities.*
  - (c) *The Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX.*
  - (d) *A holder of Restricted Securities will not be entitled to participate in any return of capital on those Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or ASX.*
  - (e) *If a holder of Restricted Securities breaches a Restriction Deed or a provision of the Company's Constitution restricting a Disposal of those Restricted Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Restricted Securities for so long as the breach continues.*
- 2 Insert a new rule 6.2 as follows:

**6.2 Use of technology at general meetings**

  - (a) The Company may hold a general meeting at two or more venues using any technology that gives the shareholders as a whole a reasonable opportunity to participate.
  - (b) If the technology used in accordance with rule 6.2(a) encounters a technical difficulty, whether before or during the meeting, which results in a shareholder not being able to participate in the meeting, the chair may, subject to the Corporations Act and this constitution, allow the meeting to continue or may adjourn the meeting either for such reasonable period as may be required to fix the technology or to such other time and location as the chair deems appropriate.
  - (c) The chair, in his or her discretion, or the directors, in their discretion, may determine that members who do not attend the meeting may participate in the meeting using technology and may require the adoption of any procedures which are in his or her, or their, opinion necessary or desirable for proper and orderly debate or discussion (if such participation is permitted).
- 3 Amend the rule cross references in rule 6 as a result of the insertion of a new rule 6.2 (described above).
- 4 Make the following amendments to the definitions in the Dictionary in schedule 1:
  - (a) Delete the definition of **Dispose** and replace it with the following:

***Dispose** has the meaning given to that term in the Listing Rules and **Disposal** has a corresponding meaning.*
  - (b) Insert the following definition after the definition of **GST Law**:

***Holding Lock*** has the meaning given to that term in the Listing Rules.

(c) Insert the following definition after the definition of **Restricted Securities**:

***Restriction Deed*** has the meaning given to that term in the Listing Rules.

# Online Meeting Guide

## Getting Started

If you choose to participate online you will be able to view a live webcast of the meeting, ask the Directors questions online and submit your votes in real time and you will need to either:

- a) Visit <https://web.lumiagm.com> on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Internet Explorer 11, Edge and Firefox. Please ensure your browser is compatible; or
- b) Download the Lumi AGM app from the Apple App or Google Play Stores by searching for Lumi AGM.

## Meeting ID: 376-278-415

To log in, you must have the following information:

### Australian Residents

Username (SRN or HIN) and Password (postcode of your registered address)

### Overseas Residents

Username (SRN or HIN) and Password (three-character country code) e.g. New Zealand - NZL; United Kingdom - GBR; United States of America - USA; Canada - CAN. A full list is provided at the end of this guide.

### Appointed Proxy

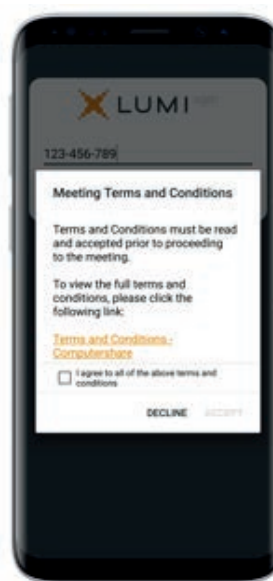
To receive your username and password, please contact Computershare Investor Services on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Online registration will open 1 hour before the start of the meeting

**1** To participate in the meeting, you will be required to enter the unique 9 digit Meeting ID provided above.



**2** To proceed into the meeting, you will need to read and accept the Terms and Conditions.



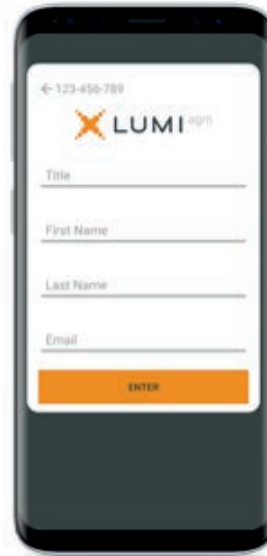
OR



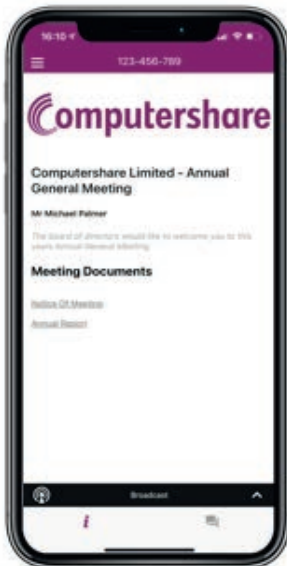
**3** To register as a securityholder, select 'I have a login' and enter your username (SRN or HIN) and password (postcode or country code).





**3a** If you are a visitor, select 'I am a guest' and enter your name and email details. Please note, visitors will not be able to ask questions or vote at the meeting.



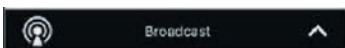
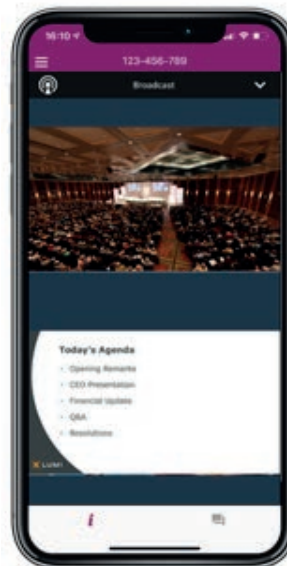
**4** Once logged in, you will see the home page, which displays the meeting documents and information on the meeting. Icons will be displayed in different areas, depending on the device you are using.



## 5 View the webcast

To view proceedings you must tap the broadcast arrow  on your screen. Video and/or slides of the meeting will appear after approx. 30 seconds\*. Toggle between the up or down arrow  to view another screen.

(\*Dependant on the speed of your internet)



The broadcast bar allows you to view and listen to the proceedings



Home page icon, displays meeting information




Questions icon, used to ask questions



Voting icon, used to vote. Only visible when the chairman opens poll

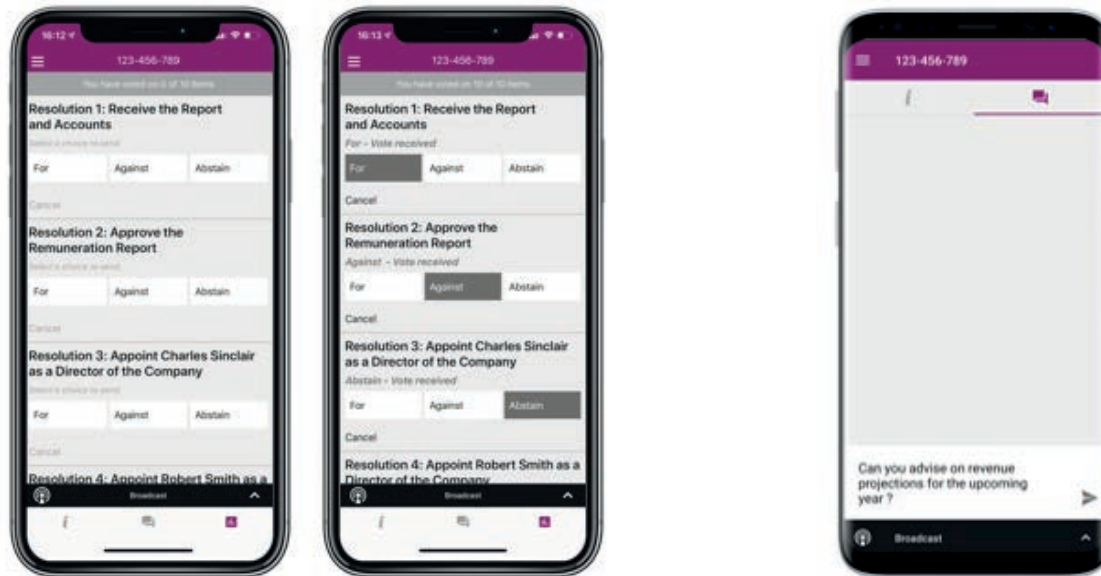
## 6 To Vote

When the Chairman declares the poll open:

- A voting icon  will appear on your device and the Meeting Resolutions will be displayed.
- To vote tap one of the voting options. Your response will be highlighted.
- To change your vote, simply press a different option to override.

The number of items you have voted or yet to vote on, is displayed at the top of the screen.

Votes may be changed up to the time the chairman closes the poll.



On some devices, to vote, you may need to minimise the webcast by selecting the arrow in the broadcast bar, audio will still be available. To return to the webcast after voting, select the arrow again.



## For Assistance

If you require assistance prior to or during the Meeting, please call +61 3 9415 4024



<https://web.lumiagm.com>

## 7 To Ask Questions

Tap on the Questions icon  to submit a question, type your question in the chat box at the bottom of the screen and then select the send icon .

Confirmation that your message has been received will appear.


# COUNTRY CODES

Select your country code from the list below and enter it into the **password** field.

<b>ABW</b> ARUBA	<b>CPV</b> CAPE VERDE	<b>ISM</b> BRITISH ISLES	<b>NPL</b> NEPAL	<b>TKM</b> TURKMENISTAN
<b>AFG</b> AFGHANISTAN	<b>CRI</b> COSTA RICA	<b>ISR</b> ISRAEL	<b>NRU</b> NAURU	<b>TLS</b> EAST TIMOR
<b>AGO</b> ANGOLA	<b>CUB</b> CUBA	<b>ITA</b> ITALY	<b>NZL</b> NEW ZEALAND	DEMOCRATIC REP OF
<b>AIA</b> ANGUILLA	<b>CXR</b> CHRISTMAS ISLAND	<b>JAM</b> JAMAICA	<b>OMN</b> OMAN	<b>TMP</b> EAST TIMOR
<b>ALA</b> ALAND ISLANDS	<b>CYM</b> CAYMAN ISLANDS	<b>JEY</b> JERSEY	<b>PAK</b> PAKISTAN	<b>TON</b> TONGA
<b>ALB</b> ALBANIA	<b>CYP</b> CYPRUS	<b>JOR</b> JORDAN	<b>PAN</b> PANAMA	<b>TTO</b> TRINIDAD & TOBAGO
<b>AND</b> ANDORRA	<b>CZE</b> CZECH REPUBLIC	<b>JPN</b> JAPAN	<b>PCN</b> PITCAIRN ISLANDS	<b>TUN</b> TUNISIA
<b>ANT</b> NETHERLANDS ANTILLES	<b>DEU</b> GERMANY	<b>KAZ</b> KAZAKHSTAN	<b>PER</b> PERU	<b>TUR</b> TURKEY
<b>ARE</b> UNITED ARAB EMIRATES	<b>DJI</b> DJIBOUTI	<b>KEN</b> KENYA	<b>PHL</b> PHILIPPINES	<b>TUV</b> TUVALU
<b>ARG</b> ARGENTINA	<b>DMA</b> DOMINICA	<b>KGZ</b> KYRGYZSTAN	<b>PLW</b> PALAU	<b>TWN</b> TAIWAN
<b>ARM</b> ARMENIA	<b>DNK</b> DENMARK	<b>KHM</b> CAMBODIA	<b>PNG</b> PAPUA NEW GUINEA	<b>TZA</b> TANZANIA UNITED REPUBLIC OF
<b>ASM</b> AMERICAN SAMOA	<b>DOM</b> DOMINICAN REPUBLIC	<b>KIR</b> KIRIBATI	<b>POL</b> POLAND	<b>UGA</b> UGANDA
<b>ATA</b> ANTARCTICA	<b>DZA</b> ALGERIA	<b>KNA</b> ST KITTS AND NEVIS	<b>PRI</b> PUERTO RICO	<b>UKR</b> UKRAINE
<b>ATF</b> FRENCH SOUTHERN TERRITORIES	<b>ECU</b> ECUADOR	<b>KOR</b> KOREA REPUBLIC OF	<b>PRK</b> KOREA DEM PEOPLES REPUBLIC OF	<b>UMI</b> UNITED STATES MINOR OUTLYING
<b>ATG</b> ANTIGUA AND BARBUDA	<b>EGY</b> EGYPT	<b>KWT</b> KUWAIT	<b>PRT</b> PORTUGAL	<b>URY</b> URUGUAY
<b>AUS</b> AUSTRALIA	<b>ERI</b> ERITREA	<b>LAO</b> LAO PDR	<b>PRY</b> PARAGUAY	<b>USA</b> UNITED STATES OF AMERICA
<b>AUT</b> AUSTRIA	<b>ESH</b> WESTERN SAHARA	<b>LBN</b> LEBANON	<b>PSE</b> PALESTINIAN TERRITORY OCCUPIED	<b>UZB</b> UZBEKISTAN
<b>AZE</b> AZERBAIJAN	<b>ESP</b> SPAIN	<b>LBR</b> LIBERIA	<b>PYF</b> FRENCH POLYNESIA	<b>VAT</b> HOLY SEE (VATICAN CITY STATE)
<b>BDI</b> BURUNDI	<b>EST</b> ESTONIA	<b>LBY</b> LIBYAN ARAB JAMAHIRIYA	<b>QAT</b> QATAR	<b>VCT</b> ST VINCENT & THE GRENADINES
<b>BEL</b> BELGIUM	<b>ETH</b> ETHIOPIA	<b>LCA</b> ST LUCIA	<b>REU</b> REUNION	<b>VEN</b> VENEZUELA
<b>BEN</b> BENIN	<b>FIN</b> FINLAND	<b>LIE</b> LIECHTENSTEIN	<b>ROU</b> ROMANIA	<b>VGB</b> BRITISH VIRGIN ISLANDS
<b>BFA</b> BURKINA FASO	<b>FJI</b> FIJI	<b>LKA</b> SRI LANKA	<b>RUS</b> RUSSIAN FEDERATION	<b>VIR</b> US VIRGIN ISLANDS
<b>BGD</b> BANGLADESH	<b>FLK</b> FALKLAND ISLANDS (MALVINAS)	<b>LSO</b> LESOTHO	<b>RWA</b> RWANDA	<b>VNM</b> VIETNAM
<b>BGR</b> BULGARIA	<b>FRA</b> FRANCE	<b>LTU</b> LITHUANIA	<b>SAU</b> SAUDI ARABIA KINGDOM OF	<b>VUT</b> VANUATU
<b>BHR</b> BAHRAIN	<b>FRO</b> FAROE ISLANDS	<b>LUX</b> LUXEMBOURG	<b>SCG</b> SERBIA AND MONTENEGRO	<b>WLF</b> WALLIS AND FUTUNA
<b>BHS</b> BAHAMAS	<b>FSM</b> MICRONESIA	<b>LVA</b> LATVIA	<b>SDN</b> SUDAN	<b>WSM</b> SAMOA
<b>BIH</b> BOSNIA & HERZEGOVINA	<b>GAB</b> GABON	<b>MAC</b> MACAO	<b>SEN</b> SENEGAL	<b>YEM</b> YEMEN
<b>BLM</b> ST BARTHELEMY	<b>GBR</b> UNITED KINGDOM	<b>MAF</b> ST MARTIN	<b>SGP</b> SINGAPORE	<b>YMD</b> YEMEN DEMOCRATIC FED REP
<b>BLR</b> BELARUS	<b>GEO</b> GEORGIA	<b>MAR</b> MOROCCO	<b>SGS</b> STH GEORGIA & STH SANDWICH ISL	<b>YUG</b> YUGOSLAVIA SOCIALIST FED REP
<b>BLZ</b> BELIZE	<b>GGY</b> GUERNSEY	<b>MCO</b> MONACO	<b>SHN</b> ST HELENA	<b>ZAF</b> SOUTH AFRICA
<b>BMU</b> BERMUDA	<b>GHA</b> GHANA	<b>MDA</b> MOLDOVA REPUBLIC OF	<b>SJM</b> SVALBARD & JAN MAYEN	<b>ZAR</b> ZAIRE
<b>BOL</b> BOLIVIA	<b>GIB</b> GIBRALTAR	<b>MDG</b> MADAGASCAR	<b>SLB</b> SOLOMON ISLANDS	<b>ZMB</b> ZAMBIA
<b>BRA</b> BRAZIL	<b>GIN</b> GUINEA	<b>MDV</b> MALDIVES	<b>SLE</b> SIERRA LEONE	<b>ZWE</b> ZIMBABWE
<b>BRB</b> BARBADOS	<b>GLP</b> GUADELOUPE	<b>MEX</b> MEXICO	<b>SLV</b> EL SALVADOR	
<b>BRN</b> BRUNEI DARUSSALAM	<b>GMB</b> GAMBIA	<b>MHL</b> MARSHALL ISLANDS	<b>SMR</b> SAN MARINO	
<b>BTN</b> BHUTAN	<b>GNB</b> GUINEA-BISSAU	<b>MKD</b> MACEDONIA FORMER YUGOSLAV REP	<b>SOM</b> SOMALIA	
<b>BUR</b> BURMA	<b>GNQ</b> EQUATORIAL GUINEA	<b>MLI</b> MALI	<b>SPM</b> ST PIERRE AND MIQUELON	
<b>BVT</b> BOUVET ISLAND	<b>GRC</b> GREECE	<b>MLT</b> MALTA	<b>SRB</b> SERBIA	
<b>BWA</b> BOTSWANA	<b>GRD</b> GRENADA	<b>MMR</b> MYANMAR	<b>STP</b> SAO TOME AND PRINCIPE	
<b>BLR</b> BELARUS	<b>GRL</b> GREENLAND	<b>MNE</b> MONTENEGRO	<b>SUR</b> SURINAME	
<b>CAF</b> CENTRAL AFRICAN REPUBLIC	<b>GTM</b> GUATEMALA	<b>MNG</b> MONGOLIA	<b>SVK</b> SLOVAKIA	
<b>CAN</b> CANADA	<b>GUF</b> FRENCH GUIANA	<b>MNP</b> NORTHERN MARIANA ISLANDS	<b>SVN</b> SLOVENIA	
<b>CCK</b> COCOS (KEELING) ISLANDS	<b>GUM</b> GUAM	<b>MOZ</b> MOZAMBIQUE	<b>SWE</b> SWEDEN	
<b>CHE</b> SWITZERLAND	<b>GUY</b> GUYANA	<b>MRT</b> MAURITANIA	<b>SWZ</b> SWAZILAND	
<b>CHL</b> CHILE	<b>HKG</b> HONG KONG	<b>MSR</b> MONTSERRAT	<b>SYC</b> SEYCHELLES	
<b>CHN</b> CHINA	<b>HMD</b> HEARD AND MCDONALD ISLANDS	<b>MTQ</b> MARTINIQUE	<b>SYR</b> SYRIAN ARAB REPUBLIC	
<b>CIV</b> COTE D'IVOIRE	<b>HND</b> HONDURAS	<b>MUS</b> MAURITIUS	<b>TCA</b> TURKS AND CAICOS ISLANDS	
<b>CMR</b> CAMEROON	<b>HRV</b> CROATIA	<b>MWI</b> MALAWI	<b>TCD</b> CHAD	
<b>COD</b> CONGO DEMOCRATIC REPUBLIC OF	<b>HTI</b> HAITI	<b>MYS</b> MALAYSIA	<b>TGO</b> TOGO	
<b>COG</b> CONGO PEOPLES REPUBLIC OF	<b>HUN</b> HUNGARY	<b>MYT</b> MAYOTTE	<b>THA</b> THAILAND	
<b>COK</b> COOK ISLANDS	<b>IDN</b> INDONESIA	<b>NAM</b> NAMIBIA	<b>TJK</b> TAJIKISTAN	
<b>COL</b> COLOMBIA	<b>IMN</b> ISLE OF MAN	<b>NCL</b> NEW CALEDONIA	<b>TKL</b> TOKELAU	
<b>COM</b> COMOROS	<b>IND</b> INDIA	<b>NER</b> NIGER		
	<b>IOT</b> BRITISH INDIAN OCEAN TERRITORY	<b>NFK</b> NORFOLK ISLAND		
	<b>IRL</b> IRELAND	<b>NGA</b> NIGERIA		
	<b>IRN</b> IRAN ISLAMIC REPUBLIC OF	<b>NIC</b> NICARAGUA		
	<b>IRQ</b> IRAQ	<b>NIU</b> NIUE		
	<b>ISL</b> ICELAND	<b>NLD</b> NETHERLANDS		
		<b>NOR</b> NORWAY		



## Need assistance?

 **Phone:**  
1300 733 703 (within Australia)  
+61 3 9415 4819 (outside Australia)

 **Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (WST) Monday, 3 August 2020.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**GO ONLINE TO VOTE** or turn over to complete the form.

## Lodge your Proxy Form:

**XX**

### Online:

Vote and view the annual report online. Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone. Follow the instructions on the secure website to vote.

Your secure access information is:



**Control Number: 183942**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

#### Comments and questions:

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.



**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Mincor Resources NL hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Mincor Resources NL to be held at Karingal Room 2, The Melbourne Hotel, 33 Milligan Street, Perth, Western Australia on Wednesday, 5 August 2020 at 10:00am (WST) and at any adjournment or postponement of that meeting.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of issue of 21,325,932 Placement Shares (issued in accordance with ASX Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of issue of 28,674,068 Placement Shares (issued in accordance with ASX Listing Rule 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of issue of 23,075,150 Placement Shares (issued in accordance with ASX Listing Rule 7.1)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of issue of 926,653 Placement Shares (issued in accordance with ASX Listing Rule 7.1A)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to issue 45,442,642 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

### Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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