
CLASSIC MINERALS LIMITED ACN 119 484 016

**NOTICE OF GENERAL MEETING AND EXPLANATORY
STATEMENT**

TIME: 11.00am WST

DATE: Monday, 05 October 2020

PLACE: Sugar Room,
Ibis Perth,
334 Murray Street,
PERTH WA 6000

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6305 0221.

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TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of Classic Minerals Limited which this Notice of Meeting relates to will be held at 11.00am WST on Monday, 05 Oct 2020 at:

<p>Sugar Room, Ibis Perth. 334 Murray Street PERTH WA 6000</p>

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Classic Minerals Limited, PO Box 1318, Wangara DC WA 6947; or
- (b) send the proxy form by facsimile to Advanced Share Registry on facsimile number (08) 6370 4203, or
- (c) send the proxy form by post to Advanced Share Registry Limited, PO Box 1156, Nedlands, Western Australia, 6909,

so that it is received not later than 11.00am WST on 03 October 2020.

Proxy forms received later than this time will be invalid.

In accordance with section 249L of the Corporations Act, members 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 each proxy may exercise, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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).

Transfer of non-chair proxy to chair in certain circumstances

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;
 - the proxy does not vote on the resolution,

then 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.

Voting exclusion statements

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company will disregard any votes cast in favour by or on behalf of certain persons and their associates, on the Resolutions to be considered at the meeting.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance

with directions given to the proxy or attorney to vote on the Resolution in that way;

- (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 directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast in favour on a Resolution as set out in the table below:

Resolution	Nature of resolution	Persons excluded from voting
1	Ratification of issue of Shares	Klip Pty Ltd or any associate of Klip Pty Ltd
2	Ratification of issue of Shares	Matthew Holmes or any associate of Matthew Holmes
3	Ratification of issue of Shares	Thuc Le An Tat or any associate of Thuc Le An Tat
4	Ratification of issue of Shares	Christopher James Martin Whitehead or any associate of Christopher James Martin Whitehead
5	Ratification of issue of Shares	Whead Pty Ltd or any associate of Whead Pty Ltd.
6	Ratification of issue of Shares	Iguana Resources Pty Ltd or any associate of Iguana Resources Pty Ltd.
7	Ratification of issue of Shares	Klip Pty Ltd <Beirne Super Fund A/c> or any associate of Klip Pty Ltd <Beirne Super Fund A/c>
8	Ratification of issue of Shares	Klip Pty Ltd or any associate of Klip Pty Ltd
9	Ratification of issue of Shares	Gary Douch or any associate of Gary Douch
10	Ratification of issue of Shares	Craig Allen Russell or any associate of Craig Allen Russell
11	Ratification of issue of Shares	Mr Scott McDonald & Mrs Rebecca McDonald or any associate Of Mr Scott McDonald & Mrs Rebecca McDonald
12	Ratification of issue of Shares	Ningaloo International Pty Ltd or any associate of Ningaloo International Pty Ltd
13	Ratification of issue of Shares	News Minerals Pty Ltd or any associate of News Minerals Pty Ltd
14	Ratification of issue of Shares	Dominic Virgara or any associate of Dominic Virgara
15	Ratification of issue of Shares	Jacob Spencer Douch or any associate of Jacob Spencer Douch
16	Ratification of issue of Shares	Bridget Therese Winkler or any associate of Bridget Therese Winkler
17	Ratification of issue of Shares	C T R C Pty Ltd or any associate of C T R C Pty Ltd
18	Ratification of issue of Shares	Whead Pty Ltd or any associate of Whead Pty Ltd.
19	Ratification of issue of Shares	Benco (Australia) Pty Ltd or any associate of Benco (Australia) Pty Ltd
20	Ratification of issue of Shares	Luke Heu or any associate of Luke Heu
21	Ratification of issue of Shares	Malcolm Douch or any associate of Malcolm Douch
22	Ratification of issue of Shares	Gurindji Pty Ltd or any associate of Gurindji Pty Ltd
23	Ratification of issue of Shares	Jasford Enterprises Pty Ltd or any associate of Jasford Enterprises Pty Ltd
24	Ratification of issue of Shares	Nicola Cotic + Senka Cotic or any associate of Nicola Cotic + Senka Cotic

25	Ratification of issue of Shares	News Minerals Pty Ltd or any associate of News Minerals Pty Ltd
26	Ratification of issue of Shares	Rhiannon Haney or any associate of Rhiannon Haney
27	Ratification of issue of Shares	Brett Leslie Lewis or any associate of Brett Leslie Lewis
28	Ratification of issue of Shares	Stock Assist Group Pty Ltd or any associate of Stock Assist Group Pty Ltd
29	Ratification of issue of Shares	Rosanne Radford or any associate of Rosanne Radford
30	Ratification of issue of Options	Whead Pty Ltd or any associate of Whead Pty Ltd.

NOTICE & EXPLANATORY STATEMENT

Notice is given that the General Meeting of Shareholders of Classic Minerals Limited will be held at the Ibis Perth, Sugar Room, 334 Murray Street at 11.00am WST on Monday, 05 October 2020.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 03 October 2020.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Ordinary Resolution 1 – Ratification of Prior Issue of Shares to Klip Pty Ltd

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

“That the issue of 160,000,000 Shares to Klip Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 2 – Ratification of Prior Issue of Shares to Matthew Holmes:

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

“That the issue of 40,000,000 Shares to Matthew Holmes is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 3 – Ratification of Prior Issue of Shares to Thuc Le An Tat:

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

“That the issue of 100,000,000 Shares to Thuc Le An Tat is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 4 – Ratification of Prior Issue of Shares to Christopher James Martin Whitehead

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

“That the issue of 75,000,000 Shares to Christopher James Martin Whitehead is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 5 – Ratification of Prior Issue of Shares to Whead Pty Ltd

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

“That the issue of 25,000,000 Shares to Whead Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 6 – Ratification of Prior Issue of Shares to Iguana Resources Pty Ltd

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

“That the issue of 19,200,000 Shares to Iguana Resources Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

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Ordinary Resolution 7 – Ratification of Prior Issue of Shares to Klip Pty Ltd <Beirne Super Fund A/c>

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

“That the issue of 50,000,000 Shares to Klip Pty Ltd <Beirne Super Fund A/c> is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 8 – Ratification of Prior Issue of Shares to Klip Pty Ltd

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

“That the issue of 80,000,000 Shares to Klip Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 9 – Ratification of Prior Issue of Shares to Gary Douch

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

“That the issue of 15,306,122 Shares to Gary Douch is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 10 – Ratification of Prior Issue of Shares to Craig Allen Russell

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

“That the issue of 51,020,408 Shares to Craig Allen Russell is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 11 – Ratification of Prior Issue of Shares to Mr Scott McDonald & Mrs Rebecca McDonald

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

“That the issue of 10,204,082 Shares to Mr Scott McDonald & Mrs Rebecca McDonald is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 12 – Ratification of Prior Issue of Shares to Ningaloo International Pty Ltd

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

“That the issue of 15,306,122 Shares to Ningaloo International Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 13 – Ratification of Prior Issue of Shares to News Minerals Pty Ltd

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

“That the issue of 176,250,000 Shares to News Minerals Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 14 – Ratification of Prior Issue of Shares to Dominic Virgara

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

“That the issue of 31,701,020 Shares to Dominic Virgara is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 15 – Ratification of Prior Issue of Shares to Jacob Spencer Douch

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

“That the issue of 15,306,122 Shares to Jacob Spencer Douch is approved under and for the purposes of Listing Rule 7.4.”

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Ordinary Resolution 16 – Ratification of Prior Issue of Shares to Bridget Therese Winkler

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

“That the issue of 15,306,122 Shares to Bridget Therese Winkler is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 17 – Ratification of Prior Issue of Shares to C T R C Pty Ltd

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

“That the issue of 30,612,245 Shares to C T R C Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 18 – Ratification of Prior Issue of Shares to Whead Pty Ltd

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

“That the issue of 25,510,204 Shares to Whead Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 19 – Ratification of Prior Issue of Shares to Benco (Australia) Pty Ltd

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

“That the issue of 25,510,204 Shares to Benco (Australia) Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 20 – Ratification of Prior Issue of Shares to Luke Heu

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

“That the issue of 25,510,204 Shares to Luke Heu is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 21 – Ratification of Prior Issue of Shares to Malcolm Douth

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

“That the issue of 15,306,22 Shares to Malcolm Douth is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 22 – Ratification of Prior Issue of Shares to Gurindji Pty Ltd

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

“That the issue of 141,750,000 Shares to Gurindji Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 23 – Ratification of Prior Issue of Shares to Jasford Enterprises Pty Ltd

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

“That the issue of 7,653,061 Shares to Jasford Enterprises Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 24 – Ratification of Prior Issue of Shares to Nicola Cotic + Senka Cotic

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

“That the issue of 20,408,163 Shares to Nicola Cotic + Senka Cotic is approved under and for the purposes of Listing Rule 7.4.”

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Ordinary Resolution 25 – Ratification of Prior Issue of Shares to News Minerals Pty Ltd

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

“That the issue of 34,750,000 Shares to News Minerals Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 26 – Ratification of Prior Issue of Shares to Rhiannon Haney

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

“That the issue of 200,000,000 Shares to Rhiannon Haney is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 27 – Ratification of Prior Issue of Shares to Brett Leslie Lewis

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

“That the issue of 5,102,041 Shares to Brett Leslie Lewis is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 28 – Ratification of Prior Issue of Shares to Stock Assist Group Pty Ltd

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

“That the issue of 197,250,000 Shares to Stock Assist Group Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 29 – Ratification of Prior Issue of Shares to Rosanne Radford

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

“That the issue of 5,102,041 Shares to Rosanne Radford is approved under and for the purposes of Listing Rule 7.4.”

Ordinary Resolution 30 – Approval of Issue of Options to Whead Pty Ltd:

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

“That the issue of 100,000,000 Options to Whead Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

DATED: 02 Sept 2020

BY ORDER OF THE BOARD

John Lester
Chairman
CLASSIC MINERALS LIMITED

NOTICE & EXPLANATORY STATEMENT

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting of Classic Minerals Limited to be held at the Ibis Perth, Sugar Room, 334 Murray Street at 11.00am WST on Monday, 5th October 2020.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

1. Ordinary Resolutions 1 to 30 - Ratification of Prior Issues of Securities

1.1 Background

The Company issued 1,916,416,324 Securities without disclosure to investors and/or creditors under the exceptions provided in section 708 of the Corporations Act. The investors and/or creditors are not related parties of the Company. The Company had sufficient placement capacity under Listing Rule 7.1 for all the issues of Securities.

1.2 Corporations Act

None of the allottees the subject of Resolutions 1 to 30, in conjunction with any of their associates, hold, either before, during, or after any of the issues the subject of Resolutions 1 to 30, more than 20% of the issued capital of the Company.

1.3 Listing Rule 7.4

Resolutions 1 to 30 seek Shareholder ratification of issues of Securities pursuant to Listing Rule 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. The issues of Shares to investors and creditors referred to above do not fit within any of these exceptions and, as those issues have not yet been approved by shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, 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 dates of the issues of Shares.

Listing rule 7.4 allows the shareholders of a listed company to approve 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 Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 1 to 30 seek shareholder approval for the issues of Equity Securities to investors and creditors under and for the purposes of Listing Rule 7.4.

If each of Resolutions 1 to 30 is passed, the issues of Securities to investors and creditors will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issues of Securities to investors and creditors.

If any of Resolutions 1 to 30 is not passed, the Securities issued in respect of that Resolution will be included in calculating 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 that issue of Securities.

The dilutionary effect (in the case of Resolutions that are passed) and the reduction in 15% capacity (in the case of Resolutions not passed) of each Resolution is set out in the table at section 1.4 below.

Relevant information for the purposes of the Listing Rules is provided at section 1.4 below.

NOTICE & EXPLANATORY STATEMENT

1.4 Technical information required by Listing Rule 7.5 for the ratification of issues of Securities

Resolution	Allottee	No. and class of securities	Dilutionary effect	Issue Price	Value	Date Issued	Purpose of Issue
1	Klip Pty Ltd	160,000,000 Shares	1.49%	\$ 0.00125	\$200,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
2	Matthew Holmes	40,000,000 Shares	0.37%	\$ 0.0010	\$40,000	23-07-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for at Kat Gap.
3	Thuc Le An Tat	100,000,000 Shares	0.93%	\$ 0.0010	\$100,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
4	Christopher James Martin Whitehead	75,000,000 Shares	6.98%	\$ 0.0010	\$75,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
5	Whead Pty Ltd	25,000,000 Shares	0.25%	\$ 0.0010	\$100,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
6	Iguana Resources Pty Ltd	19,200,000 Shares	0.18%	\$ 0.00125	\$24,000	23-07-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
7	Klip Pty Ltd <Beirne Super Fund A/c>	50,000,000 Shares	0.47%	\$ 0.0020	\$100,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
8	Klip Pty Ltd	80,000,000 Shares	0.74%	\$ 0.0020	\$160,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
9	Gary Douch	15,306,122 Shares	0.15%	\$ 0.00196	\$ 30,000	12-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
10	Craig Allen Russell	51,020,408 Shares	0.52%	\$ 0.00196	\$ 100,000	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
11	Mr Scott McDonald & Mrs Rebecca McDonald	10,204,082 Shares	0.10%	\$ 0.00196	\$ 20,000	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
12	Ningaloo International Pty Ltd	15,306,122 Shares	0.15%	\$ 0.00196	\$ 30,000	12-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
13	News Minerals Pty Ltd	176,250,000 Shares	1.78%	\$ 0.001	\$ 176,250	12-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap

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Resolution	Allottee	No. and class of securities	Dilutionary effect	Issue Price	Value	Date Issued	Purpose of Issue
14	Dominic Virgara	31,701,020 Shares	0.32%	\$ 0.00196	\$ 62,134	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
15	Jacob Spencer Douth	15,306,122 Shares	0.15%	\$ 0.00196	\$ 30,000	12-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap
16	Bridget Therese Winkler	15,306,122 Shares	0.15%	\$ 0.00196	\$ 30,000	12-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap
17	CTRC Pty Ltd	30,612,245 Shares	0.31%	\$ 0.00196	\$ 60,000	12-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap
18	Whead Pty Ltd	25,510,204 Shares	0.26%	\$ 0.00196	\$ 50,000	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
19	Benco (Australia) Pty Ltd	25,510,204 Shares	0.26%	\$ 0.00196	\$ 50,000	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
20	Luke Heu	25,510,204 Shares	0.26%	\$ 0.00196	\$ 50,000	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
21	Malcolm Douth	15,306,122 Shares	0.13%	\$ 0.00196	\$ 30,000	14-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
22	Gurindji Pty Ltd	141,750,000 Shares	1.19%	\$ 0.001	\$ 141,750	14-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
23	Jasford Enterprises Pty Ltd	7,653,061 Shares	0.06%	\$ 0.00196	\$ 15,000	14-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
24	Nicola Cotic + Senka Cotic	20,408,163 Shares	0.17%	\$ 0.00196	\$ 40,000	14-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.

NOTICE & EXPLANATORY STATEMENT

Resolution	Allottee	No. and class of securities	Dilutionary effect	Issue Price	Value	Date Issued	Purpose of Issue
25	News Minerals Pty Ltd	34,750,000 Shares	0.29%	\$ 0.001	\$34,750	14-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
26	Rhiannon Haney	200,000,000 Shares	1.68%	\$ 0.001	\$ 200,000	14-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
27	Brett Leslie Lewis	5,102,041 Shares	0.04%	\$ 0.00196	\$ 10,000	14-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
28	Stock Assist Group Pty Ltd	197,250,000 Shares	1.65%	\$ 0.001	\$ 197,250	14-08-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
29	Rosanne Radford	5,102,041 Shares	0.04%	\$ 0.00196	\$ 10,000	14-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap
30	Whead Pty Ltd	100,000,000 Options	0.93%	\$ 0.00001	\$5,000	23-07-2020	Capital raised \$ 10,000. Options issued for consideration of \$ 10,000 in accordance with capital raising terms.

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.

The Options issued were issued on the terms set out in Schedule 1.

The funds raised in the capital raisings the subject of Resolutions 1, 3, 4, 5, 7, 8, 10, 11, 14, 18, 19, 20, 23, 27, 29 and 30 will be used for general working capital purposes and, in particular, exploration activities at the Company's Kat Gap project.

1.5 Voting Exclusion Statement

A voting exclusion statement is included in the Notice in respect of each of Resolutions 1 to 30.

ASX means ASX Limited (ACN 008 624 691).

Board means the board of Directors.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company or **Classic Minerals** means Classic Minerals Limited (ACN 119 484 016).

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

Director means a director of the Company.

Equity Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

Explanatory Statement means the explanatory statement accompanying this Notice.

General Meeting or **Meeting** means the general meeting of the Company to be held on 05 October 2020.

Listing Rules means the listing rules of ASX and any other rules of the ASX which are applicable while the entity is admitted to the official list of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Notice of Meeting or **Notice** means the notice of the General Meeting attached to this Explanatory Statement.

Option means an option to subscribe for a Share.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

Securities has the meaning given to that term in Chapter 19 of the Listing Rules.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time

Schedule 1
Terms & conditions of Options

1. Each Option entitles the holder to acquire one Share.
2. The Options may be exercised at any time on or before 5.00pm (WST) on 1 March 2022. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed, together with payment of the sum of 0.2 cents (\$0.002) per Option exercised (**Exercise Notice**). The Options will lapse at 5.00pm (WST) on 1 March 2022.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 5.00pm (WST) on 1 March 2022, being the date, the Options expire.
4. Optionholders can only participate in new issues of securities provided they have first exercised their Options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Options.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed Exercise Notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects.
6. Application will not be made to ASX for quotation of the Options. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
7. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
8. If there is a bonus issue to shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
9. 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 the Options may be reduced in accordance with Listing Rule 6.22.



Classic Minerals Limited

ABN 77 119 484 016

ASX: CLZ

Address: 71 Furniss Road, Landsdale, WA 6065

Postal: PO Box 1318, Wangara DC WA 6947

Phone: +61 8 6305 0221

Web: www.classicminerals.com.au

Email: contact@classicminerals.com.au



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2020 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Classic Minerals Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting 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 by law, as the proxy sees fit), at the General Meeting of the Company to be held **at Sugar Room, Ibis Perth, 334 Murray Street, PERTH WA 6000 on 5 October 2020 at 11.00am WST** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Ratification of prior issue of Shares to Klip Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior issue of Shares to Matthew Holmes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of prior issue of Shares to Thuc Le An Tat	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of prior issue of Shares to Christopher James Martin Whitehead	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of prior issue of Shares to Whead Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of prior issue of Shares to Iguana Resources Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of prior issue of Shares to Klip Pty Ltd <Beirne Super Fund A/C>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of prior issue of Shares to Klip Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of prior issue of Shares to Gary Douch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of prior issue of Shares to Craig Allen Russell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Ratification of prior issue of Shares to Mr Scott McDonald & Mrs Rebecca McDonald	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ratification of prior issue of Shares to Ningaloo International Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Ratification of prior issue of Shares to News Minerals Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ratification of prior issue of Shares to Dominic Virgara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Ratification of prior issue of Shares to Jacob Spencer Douch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Ratification of prior issue of Shares to Bridget Therese Winkler	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Ratification of prior issue of Shares to C T R C Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Ratification of prior issue of Shares to Whead Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 Ratification of prior issue of Shares to Benco (Australia) Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 Ratification of prior issue of Shares to Luke Heu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21 Ratification of prior issue of Shares to Malcolm Douch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
22 Ratification of prior issue of Shares to Gurindji Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
23 Ratification of prior issue of Shares to Jasford Enterprises Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
24 Ratification of prior issue of Shares to Nicola Cotic + Senka Cotic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
25 Ratification of prior issue of Shares to News Minerals Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
26 Ratification of prior issue of Shares to Rhiannon Haney	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
27 Ratification of prior issue of Shares to Brett Leslie Lewis	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
28 Ratification of prior issue of Shares to Stock Assist Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
29 Ratification of prior issue of Shares to Rosanne Radford	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
30 Ratification of prior issue of Options to Whead Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

STEP 1

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM**Individual:**

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am WST on 3 October 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.

**ONLINE PROXY APPOINTMENT**

www.advancedshare.com.au/investor-login

**BY MAIL**

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909

**BY FAX**

+61 8 6370 4203

**BY EMAIL**

admin@advancedshare.com.au

**IN PERSON**

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009

**ALL ENQUIRIES TO**

Telephone: +61 8 9389 8033