



ACN 116 420 378

NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY MEMORANDUM

Date of Meeting
22nd November 2019

TIME OF MEETING
10.00 am

PLACE OF MEETING
Walker Wayland – Boardroom
Level 3, 1 Preston Street
Como WA 6252

As this is an important document, please read it carefully.

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their stockbroker or licensed professional adviser without delay.

TRUSCOTT MINING CORPORATION LIMITED
ACN 116 420 378

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Truscott Mining Corporation Limited ACN 116 420 378 (“**Company**”) will be held at Walker Wayland Boardroom, Level 3, 1 Preston Street Como, WA 6252 on 22nd November 2019 commencing at 10.00 am.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice of Meeting. Terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in the Explanatory Memorandum.

AGENDA

BUSINESS

Financial Statements and Reports

To receive and consider the financial statements of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June, 2019.

RESOLUTIONS

Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit to pass, with or without amendment, the following resolution as an ordinary, non-binding resolution.

“That, for the purposes of section 250R of the Corporations Act 2001 and for all other purposes, the company adopts the Remuneration Report as contained in the annual financial report of the Company for the financial year ended 30 June 2019.”

Voting prohibition statement

In accordance with the Corporations Act 2001, the company will disregard any votes on Resolution 1 cast by or on behalf of either a member of key management personnel (details of whose remuneration are included in the Remuneration report) or a closely related party of such a member.

However, a person described above may cast a vote on Resolution 1 if the person does so as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1, and the vote is not cast on behalf of a member of key management personnel or a closely related party of such a member.

Please note that if a member directs their proxy vote on Resolution 1 to be at the discretion of the Chairman that vote will not be counted. If a member wants to cast a valid proxy vote on Resolution 1 then the member must indicate their voting intention by marking the appropriate box.

Resolution 2 – Re-election of Director

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

“That Dr Ewan E Smith, being a director of the Company, who retires by rotation in accordance with Rule 11.3 of the Company’s Constitution and, being eligible for re-election, is hereby re-elected a director of the Company.”

Voting exclusion statement

The Company will disregard any votes cast **in favour of** the resolution by or on behalf of:

- Ewan E Smith; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3 – Issue of Class I Performance Rights in lieu of director’s fees to director – Mr Michael J Povey

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

“That, pursuant to Listing Rule 10.11 and Section 208 of the Corporations Act and for all other purposes, the Directors be authorised to issue 2,700,000 Class I Performance Rights to Michael J Povey in lieu of Director Fees and superannuation for the year ended 30 June 2019. Further details of which are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”

Voting exclusion statement

The Company will disregard any votes cast **in favour of** the resolution by or on behalf of:

- Michael J Povey; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4 – Issue of Class I Performance Rights in lieu of director’s fees to director – Dr Ewan E Smith

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

“That, pursuant to Listing Rule 10.11 and Section 208 of the Corporations Act and for all other purposes, the Directors be authorised to issue 2,700,000 Class I Performance Rights to Ewan E Smith in lieu of Director fees and superannuation for the year ended 30 June 2019. Further details of which are set out in the Explanatory Memorandum accompanying this Notice of General Meeting.”

Voting exclusion statement

The Company will disregard any votes cast **in favour of** the resolution by or on behalf of:

- Ewan E Smith; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 5 – Issue of Class I Performance Rights in lieu of director’s fees to managing director – Mr Peter N Smith

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

“That, pursuant to Listing Rule 10.11 and Section 208 of the Corporations Act and for all other purposes, the Directors be authorised to issue 3,600,000 Class I Performance rights to Peter N Smith in lieu of Director fees and superannuation for the year ended 30 June 2019. Further details of which are set out in the Explanatory Memorandum accompanying this Notice of General Meeting.”

Voting exclusion statement

The Company will disregard any votes cast **in favour of** the resolution by or on behalf of:

- Peter N Smith; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Short explanation for Resolutions 3 – 5: The directors agreed not to receive cash for their 2019 directors' fees and superannuation entitlements, but instead to receive Class I Performance Rights, subject to shareholder approval. The purpose is to increase the incentive of the directors to work towards increasing shareholder value and to enable more cash for working capital and for the Company's research and exploration programs. If Resolutions 2 to 5 do not get shareholder approval, the Directors' remuneration for the year ended 30 June 2019 will revert to being paid in cash. If this occurs the directors have agreed to defer payment until the Company has the cash resources to be able to pay.

Resolution 6 – Issue of Class J Performance Rights to managing director – Mr Peter N Smith

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

“That, pursuant to Listing Rule 10.11 and Section 208 of the Corporations Act and for all other purposes, the Directors be authorised to issue 3,600,000 Class J Performance rights to Peter N Smith. Further details of which are set out in the Explanatory Memorandum accompanying this Notice of General Meeting.”

Voting exclusion statement

The Company will disregard any votes cast **in favour of** the resolution by or on behalf of:

- Peter N Smith; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7 – Issue of Class J Performance Rights to director – Mr Michael J Povey

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

“That, pursuant to Listing Rule 10.11 and Section 208 of the Corporations Act and for all other purposes, the Directors be authorised to issue 2,700,000 Class J Performance Rights to Michael J Povey. Further details of which are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”

Voting exclusion statement

The Company will disregard any votes cast **in favour of** the resolution by or on behalf of:

- Michael J Povey; or
- an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Short explanation for Resolutions 6 & 7: The Executive Directors have not received a director fee increase, nor a consulting rate increase for over 8 years. In addition, the Executive Directors, Peter N Smith and Michael J Povey have agreed to assist the Company by deferring payment, without interest, to them of consulting fees owing as at 30 June 2019 for services rendered (net of GST) of \$544,084 and \$112,840 respectively. In recognition of these sacrifices the Shareholders are being asked to approve this issue of Class J Performance Rights to these Directors. This issue will also act to increase the incentive of the directors to work towards increasing shareholder value.

By Order of the Board of Directors



Michael J Povey
Company Secretary
Truscott Mining Corporation Limited
14 October 2019

PROXIES

A member of the Company who is entitled to attend and vote at the meeting may appoint a proxy to attend and vote for the member at the meeting, or any adjournment thereof. A proxy need not be a member of the Company.

A proxy form is attached. If required it should be completed, signed and returned to the company's registered office in accordance with the proxy instructions on that form.

In accordance with Regulation 7.11.37 of the Corporations Regulations, the directors have determined that the identity of those entitled to attend and vote at the meeting is to be taken as those persons who were registered as holding shares in the Company as at 5.00 p.m. on 20th November 2019.

TRUSCOTT MINING CORPORATION LIMITED
ACN 116 420 378

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the Shareholders of Truscott Mining Corporation Limited in connection with the business to be conducted at the forthcoming Annual General Meeting of the Company, or any adjournment thereof and should be read in conjunction with the accompanying notice of meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

Annual Financial Report

The financial report of the Company for the financial year ended 30 June 2019 (including the financial statements, directors' report and auditors' report) was included in the 2019 Annual Report of the Company. The Annual Report is available on the ASX website at www.asx.com.au/asx/statistics/announcements.do

Resolution 1 – Remuneration Report

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

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

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

Voting consequences

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

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

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

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

Previous voting results

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

Proxy voting restrictions

Members of key management personnel, including the directors, of the Company will be excluded from voting on Resolution 1. In accordance with section 250R of the Corporations Act 2001 if a member directs their proxy vote on Resolution 1 to be at the discretion of the Chairman that vote will not be counted. If a member wants to cast a valid proxy vote on Resolution 1 then the member must indicate their voting intention by marking the appropriate box. If you abstain, your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Resolution 2 – Re-Election of Director

Dr Ewan E Smith

Pursuant to rule 11.3 of the Company's Constitution, at each Annual General Meeting, one third of the Directors, other than the Managing Director, (or, if their number is not a multiple of 3, then the number nearest to one third) must retire from office. The Directors retire by rotation, with the Directors who have been the longest in office since being appointed or re-appointed being the Directors who must resign in any year. If 2 or more persons became directors (or were re-elected) on the same day, those to retire must be determined by lot unless they otherwise agree among themselves. All Directors are entitled to offer themselves for re-election as a Director at the Annual General Meeting which coincides with their retirement.

Dr Ewan E Smith will retire in accordance with the requirements of the Company's Constitution at the Annual General Meeting. As he is entitled and is eligible for re-election, he seeks re-election as a director of the Company at the meeting.

Dr EE Smith B. Com (Man), BSC, MBBS is a significant shareholder in the Company and has tertiary qualifications in commerce, science and medicine. He has operational experience in geophysics data acquisition, logistics and exploration activities and has the capability to make professional contributions to operational health and safety management.

Directors' recommendation:

Your Directors have reviewed the necessary competencies of the Board members and each candidate's contribution to the Board and, with Mr EE Smith abstaining, unanimously recommend Mr Smith's re-election.

Resolutions 3 to 5 – Issue of Performance Rights to the Directors

Under Resolutions 3 to 5, the Company proposes to issue 9,000,000 Class I Performance Rights (**Class I Right**) to the Directors as follows:

| Name | Position | Number | |
|-----------------|---|-----------|----------------|
| Peter N Smith | Executive Chairman / Managing Director | 3,600,000 | Class I Rights |
| Michael J Povey | Executive Director / Company Secretary | 2,700,000 | Class I Rights |
| Ewan E Smith | Non-Executive Director | 2,700,000 | Class I Rights |

On meeting the conditions of issue as disclosed in Annexure A, each Class I Right will convert to 1 fully paid ordinary share that will rank equally with all other ordinary shares then on issue.

The issue of the Class I Rights is to replace Directors' fees and superannuation payable as cash for the year ended 30 June 2019. The issue of Class I Rights encourages the Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through the prospect of increased share ownership. The issue of Class I Rights in lieu of cash also greatly assists the company in retaining cash for working capital as well as for use in research and exploration activities without the need to go to the market to raise additional capital and with no capital raising costs, other than ASX listing fees. As outlined in Annexure A, these Class I Rights will only convert to ordinary shares if the performance milestone is met before they expire. If the shareholders agree to the issue of these Class I Rights and the performance milestone is not met before the expiry date, the Class I Rights will expire, and the Directors would not have received any Directors' remuneration for the year ended 30 June 2019. The amounts of directors' fees and superannuation that the Class I Rights and shares replace are:

| | Directors' fees & superannuation foregone \$ | Class I Rights to be issued | Deemed value of rights in lieu of fees at 0.9 cents \$ |
|-------------|---|--------------------------------|--|
| Mr PN Smith | 57,600 | 3,600,000 | 32,400 |
| Mr MJ Povey | 43,200 | 2,700,000 | 24,300 |
| Dr EE Smith | 43,200 | 2,700,000 | 24,300 |
| | 144,000 | 9,000,000 | 81,000 |

Table 1 – Class I Rights

The number of Class I Rights to be issued to the Executive Directors has been based on the amount of remuneration foregone and the closing price of 0.90 cents of shares on 30 June 2019. 9,000,000 Class I Rights for \$144,000 equates to 1.60 cents per Right. This implies the directors are “paying” a premium of 77.8% by sacrificing their Directors' fees for the Class I Rights. Do also note that if the Class I Rights are approved and issued and the milestone is not reached in the 4 years to expiry, the Class I Rights lapse and the Directors would not have received any amount for their 2018/19 Directors' fees.

The full terms of the Class I Performance Rights can be found in Annexure A.

In accordance with listing rule 10.13, the following information is provided to shareholders:

- (1) The Class I Rights will be issued to Mr PN Smith, Dr EE Smith and Mr MJ Povey.
- (2) The total number of Class I Rights to be issued is 9,000,000. The break-down is as per the above Table 1.
- (3) The Class I Rights will be issued in accordance with the agreement of the directors to receive Class I Rights in lieu of cash for directors' fees and superannuation. The date the Class I Rights will be issued must be no later than 1 month after the date of this meeting. However, if the date of issue is later than 1 month after the date of the Annual General Meeting, an ASX waiver or modification will be sought prior to issue.
- (4) Each Class I Right, once converted to one fully paid ordinary share, will rank pari passu with the Company's then issued shares.
- (5) No funds will be raised by the issue of the Class I Rights, but as stated above, there has been a saving of \$144,000 in the company's cash outflow resulting from the sacrifice of directors' fees and superannuation.
- (6) The Class I Rights will be issued on one day and are expected to be issued no later than the day after the AGM.

Further, the Company considers that it is in the interests of Shareholders to align the interest of the Directors and Shareholders by encouraging the Directors, subject to appropriate conditions, to have an equity holding in the Company. However, the Company considers that like other Shareholders, this interest should arise through direct investment by the Directors.

In the event the issue of Class I Rights to the Directors is not approved at the AGM by the shareholders, the above amounts will be payable in cash as part of the normal remuneration of the Directors. If this occurs the directors have agreed to defer payment until the Company has the cash resources to be able to pay.

Resolutions 6 and 7 – Issue of Class J Performance Rights to the Executive Directors

Under Resolutions 6 and 7, the Company proposes to issue 6,300,000 Class J Performance Rights (**Class J Right**) to Peter N Smith and Michael J Povey as follows:

| Name | Position | Number |
|-----------------|---|---------------|
| Peter N Smith | Executive Chairman / Managing Director | 3,600,000 |
| Michael J Povey | Executive Director / Company Secretary | 2,700,000 |

On meeting the conditions of issue as disclosed in Annexure B, each Class J Right will convert to 1 fully paid ordinary share that will rank equally with all other ordinary shares then on issue.

The Executive Directors have not received a director fee increase, nor a consulting rate increase for over 8 years. In addition, the Executive Directors, Peter N Smith and Michael J Povey have agreed to assist the Company by deferring payment, to them of consulting fees earned over the year ended 30 June 2019 for services rendered totalling \$141,720 (net of

GST) and continuing to defer consulting fees earned over the previous four years totalling \$515,204, for a total of \$656,924 (net of GST) over the five years. These directors have not asked for any interest to be paid on these deferred amounts. This deferral is to last until the Company can make payment. These directors have further agreed to continue deferring part payment of their consulting fees under the same terms. In recognition of these sacrifices and the continuing support to the Company, the Shareholders are being asked to approve this issue of Class J Rights to these Directors. The issue of Class J Rights encourages the Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through the prospect of increased share ownership. As outlined in Annexure B, these Class J Rights will only convert to ordinary shares if the performance milestone is met before they expire. If the shareholders agree to the issue of these Class J Rights and the performance milestone is not met before the expiry date, the Class J Rights will expire.

The full terms of the Class J Performance Rights can be found in Annexure B.

The number of Class J Rights to be issued to the Directors is considered reasonable. Based on the closing price of shares on 30 June 2019 of 0.9 cents, these rights would have a deemed value of:

| | | Deemed value of |
|----------|------------------|-----------------|
| | | rights at |
| Director | Number of rights | 0.90 cents |
| PN Smith | 3,600,000 rights | \$32,400 |
| MJ Povey | 2,700,000 rights | \$24,300 |
| Totals | 6,300,000 rights | \$56,700 |

The actual value of these rights will be independently determined on the date of issue.

Table 2 Class J Rights

In accordance with listing rule 10.13, the following information is provided to shareholders:

- (1) The Class J Rights will be issued to Mr PN Smith and Mr MJ Povey
- (2) The total number of Class J Rights to be issued is 6,300,000. The break-down is as per the above Table 2.
- (3) The Class J Rights will be issued in consideration of the sacrifices the directors have made as stated above. The date the Class J Rights will be issued must be no later than 1 month after the date of this meeting. However, if the date of issue is later than 1 month after the date of the Annual General Meeting, an ASX waiver or modification will be sought prior to issue.
- (4) Each Class J Right, once converted to one fully paid ordinary share, will rank pari passu with the Company's then issued shares.
- (5) No funds will be raised by the issue of the Class J Rights.
- (6) The Class J Rights will be issued on one day and are expected to be issued no later than the day after the AGM.

Further, the Company considers that it is in the interests of Shareholders to align the interest of the Directors and Shareholders by encouraging the Directors, subject to appropriate conditions, to have an increased equity holding in the Company. However, the Company

considers that like other Shareholders, this interest should arise through direct investment by the Directors.

Corporations Act Requirements

Chapter 2E of the Corporations Act prohibits, subject to certain exceptions, a company from giving a financial benefit to a related party of the company without prior shareholder approval.

The Directors, Peter N Smith, Michael J Povey and Ewan E Smith (the parties to which Resolutions 3 to 7 relate), are considered "related parties" for this purpose, and the issue of Class I Rights and Class J Rights to PN Smith and MJ Povey and the issue Class I Rights to EE Smith constitutes a "financial benefit" for this purpose.

The purpose of the Class I Rights issue is to remunerate the Directors for past services, i.e. for the year ended 30 June 2019 for Directors' fees and superannuation. The Directors believe that the future success of the Company will depend in large measure on the skills and motivation of the people engaged in and overseeing the management of the Company's operations. It is therefore important that the Company can attract and retain people of the highest calibre.

The Directors considered that receiving the Class I Rights in lieu of directors' fees and superannuation conserved cash resources and allowed additional funds to be spent on research and exploration.

The purpose of the Class J Rights issue is to compensate the Executive Directors as they have not received a director fee increase, nor a consulting rate increase for over 8 years. In addition, the Executive Directors, Peter N Smith and Michael J Povey have agreed to assist the Company by deferring payment to them of consulting fees earned over the year ended 30 June 2019 for services rendered totalling \$141,720 (net of GST) and continuing to defer consulting fees earned over the previous four years for services rendered totalling \$515,892 (net of GST), a total of \$656,924 (net of GST) over the five years. These directors have not asked for any interest to be paid on these deferred amounts. This deferral is to last until the Company can make payment. These directors have further agreed to continue deferring part payment of their consulting fees under the same terms. In recognition of these sacrifices and their continuing support to the Company, the Shareholders are being asked to approve this issue of Class J Rights to these Directors. The issue of Class J Rights encourages these Directors to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through the prospect of increased share ownership.

The Class I and Class J Rights referred to in Resolutions 3 to 7 will be issued within one month of approval by the Shareholders. The full terms of the Class I and Class J Performance Rights can be found in Annexures A and B respectively.

In accordance with section 219 of the Act, the following information is provided to Shareholders to allow them to assess whether or not it is in the Company's interests to pass Resolutions 3 to 7:

- (a) The related parties to whom the proposed Resolutions would permit the financial benefits to be given are as follows:

The Directors, Peter N Smith, Michael J Povey and Ewan E Smith, are the related parties to whom the proposed Resolutions 3 to 7 would permit a financial benefit to be given. They are related parties of the Company by virtue of section 228 of the Corporations Act.

- (b) The nature of the financial benefit proposed to be given:

The nature of the financial benefit to be given to the related parties is the issue of Class I Rights in lieu of their directors' fees and superannuation for the year ended 30 June 2019, and the issue of Class J Rights in view of financial sacrifices made to the Company for the five years to 30 June 2019 and are still ongoing.

- (c) The combined number of Class I and Class J Rights to be issued to the Directors represents approximately 12.98% of the Company's share capital on issue immediately prior to the issue of the Rights. This is made up of: Mr PN Smith 6.11%; Mr MJ Povey 4.58%; and Dr EE Smith 2.29%.

Details of Directors' remuneration

The remuneration for each director of the company during the year ended 30 June 2019 was as follows:

| | Deferred benefits | | Short-term benefits | | |
|-------------------------------|---|--|--|---|------------------|
| Name | Directors' fees not yet paid and to be issued Class I Rights in lieu of \$ | Consulting fees not yet paid \$ | Consulting fees paid / payable \$ | Class H Rights issued as approved at 2018 AGM \$ | Totals \$ |
| <u>Executive directors</u> | | | | | |
| P N Smith | 57,600 | 123,120 | 64,080 | 508 | 245,308 |
| M J Povey | 43,200 | 18,600 | 19,800 | 381 | 81,981 |
| <u>Non-executive director</u> | | | | | |
| E E Smith | 43,200 | 0 | 0 | 0 | 43,200 |
| Totals | 144,000 | 141,720 | 83,880 | 889 | 370,489 |

Table 3 Directors' Remuneration

For the above consulting fees not yet paid in Table 3, the directors have agreed to defer payment, free of interest, until the Company has the necessary funding to move onwards with exploration of the Company's projects:

The actual value of the Class I and Class J Performance Rights will be independently determined on the date of issue.

The consulting fees were payable either to the director or to entities associated with the respective directors. The directors' fees are the subject of resolutions 3 to 5 and have not yet

been paid. If resolutions 3 to 5 are approved the Company will issue 9,000,000 Class I Performance Rights in lieu of the directors' fees and superannuation entitlements.

5,929,000 Class H Performance Rights were issued to the Executive Directors at the 2018 AGM in recognition of sacrifices made to the Company for the year ended 30 June 2018. The value of these Rights had not been included in the remuneration of the Executive Directors for the year ended 30 June 2018. The value of \$889 for the Class H Performance Rights was independently determined on the date of issue.

Class I Performance Rights

In order to conserve cash for research, exploration and working capital purposes the directors agreed to receive "payment" for director fees and superannuation in Class I Performance Rights (**Class I Rights**), subject to shareholder approval.

The number of performance rights that are proposed to be issued to the Directors and the amount of remuneration that they replace are:

| Director | Class I Rights in lieu of directors' fees & superannuation | Remuneration to be replaced by Class I Rights |
|-----------------|---|--|
| PN Smith | 3,600,000 | \$57,600 |
| MJ Povey | 2,700,000 | \$43,200 |
| EE Smith | 2,700,000 | \$43,200 |
| Totals | 9,000,000 | \$144,000 |

Table 4 Performance Rights

Class J Performance Rights

In order to further conserve cash, both Mr PN Smith and Mr MJ Povey have not received any increases in executive director's fees nor increases in consulting fee rates for over 8 years and also agreed to the postponement of part of their consulting fees until the company has the cash resources and the ability to pay. These directors have not asked for any interest to be paid on these deferred amounts. These directors have further agreed to continue deferring part payment of their consulting fees under the same terms. The amounts of deferred consulting fees for the year ended 30 June 2019 (net of GST) were: \$93,600 for Mr PN Smith and \$22,500 for Mr MJ Povey for a total of \$116,100. The total amounts of deferred consulting fees for the years ended 30 June 2015 to 2018 (net of GST) were: \$420,964 and \$94,240 respectively for a combined total of \$515,204 for the four years. The total deferred amounts over the five years respectively is \$544,084 and \$112,840 for a combined total of \$656,924. To recognise these sacrifices the Shareholders are asked to approve the issue of the following Class J Rights:

| Director | Number of rights | Deemed value |
|-----------------|-------------------------|-------------------------|
| Mr P N Smith | 3,600,000 | \$ 32,400 |
| Mr M J Povey | <u>2,700,000</u> | <u>\$ 24,300</u> |
| Totals | <u>6,300,000</u> | <u>\$ 56,700</u> |

Table 5 Class J Performance Rights Deemed values

The deemed value of the rights is based on the closing price of the Company's shares on 30 June 2019 of 0.9 cents.

Both the Class I and Class J Rights are subject to shareholder approval under resolutions 3 to 7 and will only be issued once the approval has been received at the AGM. If such approval is not received for the Class I Rights, the deferred Directors' fees totalling \$144,000 become payable in cash under the terms of their appointments. If there is no approval of the Class I Rights the directors have agreed to defer payment until the Company has the cash resources to be able to pay.

Consultancy agreements

Remuneration and other terms of employment for Mr PN Smith and Mr MJ Povey are formalised in consultancy agreements. Dr EE Smith's director's fees are covered in his letter of appointment. Each of the above agreements provide for directors' fees, superannuation and the provision of professional services. A summary of the agreements is as follows:

The term of each agreement was for 2 years commencing from 30 June 2011. If not renewed the agreements continue on a monthly basis.

Amounts payable were fixed for the 2 years. There has been no change in the rates since 30 June 2011.

The agreements may be terminated by giving 3 months' notice or the company paying 3 months consultancy fee in lieu of notice.

Upon termination of the agreement the consultant is not entitled to claim any compensation or damages from the Company in respect of the termination.

Annual directors' fees payable, inclusive of compulsory superannuation are:

| | |
|-------------|----------|
| Mr PN Smith | \$57,600 |
| Mr MJ Povey | \$43,200 |
| Dr EE Smith | \$43,200 |

Minimum annual consultancy fees payable are:

| | |
|-------------|-----------|
| Mr PN Smith | \$230,400 |
| Mr MJ Povey | \$43,200 |
| Dr EE Smith | \$nil |

Each director is entitled to receive additional consultancy fees as specified below once the following number of equivalent days have been worked each year:

| | | |
|-------------|----------|-----------------|
| Mr PN Smith | 120 days | \$2,400 per day |
| Mr MJ Povey | 48 days | \$1,800 per day |
| Dr EE Smith | 36 days | \$1,800 per day |

In addition to deferring part payment of their consulting fees and to assist the Company, Mr Smith and Mr Povey waived their rights to receive their minimum annual consultancy fees for the year ended 2019.

Peter N Smith and Ewan E Smith (who do not have an interest in Resolutions 3 and 7) recommend to Shareholders that they vote in favour of Resolutions 3 and 7 for the reasons outlined in this Explanatory Memorandum.

Peter N Smith and Michael J Povey (who do not have an interest in Resolution 4) recommend to Shareholders that they vote in favour of Resolution 4 for the reasons outlined in this Explanatory Memorandum.

Michael J Povey, and Ewan E Smith (who do not have an interest in Resolutions 5 and 6) recommend to Shareholders that they vote in favour of Resolutions 5 and 6 for the reasons outlined in this Explanatory Memorandum.

Shares held by the Directors

Number of fully paid ordinary shares held by directors and related entities:

| Director | Balance 1 July 2018 | Acquired | Disposed | Held directly | Held indirectly | Balance 30 June 2019 |
|----------|---------------------|-----------|----------|---------------|-----------------|----------------------|
| PN Smith | 31,639,429 | 211,680 | 0 | 578,169 | 31,272,940 | 31,851,109 |
| EE Smith | 6,691,337 | 1,484,000 | 0 | 8,175,337 | 0 | 8,175,337 |
| MJ Povey | 5,296,044 | 126,900 | 0 | 17,008 | 5,405,936 | 5,422,944 |
| Totals | 43,626,810 | 1,822,580 | 0 | 8,770,514 | 36,678,876 | 45,449,390 |

Table 6 Director Shareholdings

Other than the 1,484,000 shares issued to Dr EE Smith at the 2018 AGM, the shares acquired were purchased on market.

On the assumption that the Class I rights are valued at the amount of directors' fees and superannuation foregone, then number of Class I Rights to be issued in lieu of directors' fees and superannuation and the percentage of remuneration that it represents for the year ended 30 June 2019 would be:

| Director | Class I Rights in lieu of directors' fees & superannuation | Deemed remuneration represented by Class I Rights % |
|----------|--|---|
| PN Smith | 3,600,000 | 23.5 |
| MJ Povey | 2,700,000 | 52.7 |
| EE Smith | 2,700,000 | 100.0 |
| Totals | 9,000,000 | |

Table 7 Deemed percentage of remuneration represented by the Class I Rights

The actual value of the Class I rights may vary depending on market conditions on the day they are granted.

If the Class I Rights issue is approved and the performance milestone is not reached before the expiry date, the Class I Rights will expire, and no shares will be issued.

Rights held by the Directors

Number of rights held directly by the directors:

| Director | Balance 1 July 2018 | Issued | Expired | Balance 30 June 2019 |
|-----------------|--|-----------|---------|-------------------------|
| PN Smith | | | | |
| Class A Rights | 1,500,000 | 0 | 0 | 1,500,000 |
| Class B Rights | 1,500,000 | 0 | 0 | 1,500,000 |
| Class C Rights | 1,500,000 | 0 | 0 | 1,500,000 |
| Class D Rights | 1,500,000 | 0 | 0 | 1,500,000 |
| Class E Rights | 2,200,000 | 0 | 0 | 2,200,000 |
| Class F Rights | 2,200,000 | 0 | 0 | 2,200,000 |
| Class G Rights | 0 | 3,388,000 | 0 | 3,388,000 |
| Class H Rights | 0 | 3,388,000 | 0 | 3,388,000 |
| EE Smith | Dr EE Smith does not hold any Performance Rights | | | |
| MJ Povey | | | | |
| Class A Rights | 1,100,000 | 0 | 0 | 1,100,000 |
| Class B Rights | 1,100,000 | 0 | 0 | 1,100,000 |
| Class C Rights | 1,100,000 | 0 | 0 | 1,100,000 |
| Class D Rights | 1,100,000 | 0 | 0 | 1,100,000 |
| Class E Rights | 1,650,000 | 0 | 0 | 1,650,000 |
| Class F Rights | 1,650,000 | 0 | 0 | 1,650,000 |
| Class G Rights | 0 | 2,541,000 | 0 | 2,541,000 |
| Class H Rights | 0 | 2,541,000 | 0 | 2,541,000 |
| Totals | | | | |
| Class A Rights | 3,700,000 | 0 | 0 | 3,700,000 |
| Class B Rights | 2,600,000 | 0 | 0 | 2,600,000 |
| Class C Rights | 3,700,000 | 0 | 0 | 3,700,000 |
| Class D Rights | 2,600,000 | 0 | 0 | 2,600,000 |
| Class E Rights | 3,850,000 | 0 | 0 | 3,850,000 |
| Class F Rights | 3,850,000 | 0 | 0 | 3,850,000 |
| Class G Rights | 0 | 5,929,000 | 0 | 5,929,000 |
| Class H Rights | 0 | 5,929,000 | 0 | 5,929,000 |

Table 8 Performance Rights held by the Directors

If the deemed value of 0.9 cents for the proposed Class I and J Rights are included as part of the remuneration for the year ended 30 June 2019 then the below table represents the Directors' remuneration:

| | Short-term benefits | | Equity based payments | | |
|-------------------------------|---------------------|-------------------------------|---|---|----------------|
| | Salary & fees \$ | Consulting fees payable \$ | Class H Rights issued as approved at 2018 AGM \$ | Deemed Class I & J rights' values \$ | |
| Name | | | | | |
| <u>Executive directors</u> | | | | | |
| PN Smith | 0 | | 508 | 64,800 | 65,308 |
| Paid | 0 | 64,080 | 0 | 0 | 64,080 |
| Deferred | 0 | 123,120 | 0 | 0 | 123,120 |
| Totals PN Smith | 0 | 187,200 | 508 | 64,800 | 252,508 |
| MJ Povey | 0 | | 381 | 48,600 | 48,981 |
| Paid | 0 | 19,800 | 0 | 0 | 19,800 |
| Deferred | 0 | 18,600 | 0 | 0 | 18,600 |
| Totals MJ Povey | 0 | 38,400 | 381 | 48,600 | 87,381 |
| <u>Non-executive director</u> | | | | | |
| EE Smith | 0 | 0 | 0 | 24,300 | 24,300 |
| Totals EE Smith | 0 | 0 | 0 | 24,300 | 24,300 |
| Totals all | 0 | 225,600 | 889 | 137,700 | 364,189 |

Table 9 Restated Schedule of Directors' Remuneration

The above Table 9 assumes that the Class I and J Rights have a deemed value of 0.9 cents each, being the closing price of the Company's listed shares on 30 June, 2019. The directors have agreed to not receive payment of the above deferred amounts until the Company has the capacity to pay.

Of the above amounts of remuneration, the only amounts actually paid were:

| | |
|---------------|------------------------|
| | <u>Consulting fees</u> |
| | \$ |
| PN Smith | 64,080 |
| MJ Povey | 19,800 |
| EE Smith | <u>Nil</u> |
| Totals | <u>83,880</u> |

If none of the deferred consulting fees are paid, and if none of the rights reach their milestones, then no shares will be issued, and the above will be the only remuneration received by the directors for the year. The actual value of the Class I and J rights may vary depending on market conditions on the day they are granted.

If the Class I Rights and Class J Rights are included as remuneration as per the amounts in Table 9, then the percentage of total remuneration represented by the I & J rights would be:

| Director | Class I & Class J Rights | Deemed remuneration represented by Rights % |
|-----------|-----------------------------|--|
| P N Smith | 7,200,000 | 25.7 |
| M J Povey | 5,400,000 | 55.6 |
| E E Smith | 2,700,000 | 100.0 |
| Totals | 15,300,000 | 37.8 |

Table 10 Equity Remuneration as % of Total Remuneration

Please note terms used in Resolutions 3 to 7 (inclusive) of this Notice of Meeting have the same meaning as set out in the glossary of the Explanatory Memorandum accompanying this Notice.

Trade history

The last trade in the company's shares was for 0.7 cents on 20 August 2019. Over the last 12 months the shares have traded in the range 1.6 cents to 0.7 cents and over the last 3 months the shares have traded in the range 0.7 cents to 0.7 cents.

Yours faithfully



Michael J Povey

Director
Truscott Mining Corporation Ltd

Date 14 October, 2019

GLOSSARY

In this Explanatory Memorandum and the Notice, the following terms have the following meanings unless the context otherwise requires:

| | |
|---------------------|--|
| AGM | means the annual general meeting of the Company |
| ASIC | means Australian Securities and Investments Commission. |
| ASX | means Australian Stock Exchange Limited ACN 008 624 691. |
| Board | means the board of Directors of the Company. |
| Business Day | means Monday to Friday inclusive except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day. |
| Company | means Truscott Mining Corporation Limited ACN 116 420 378. |

| | |
|---------------------------------|--|
| Constitution | means the constitution of the Company. |
| Corporations Act | means Corporations Act 2001. |
| Corporations Regulations | means Corporations Regulations 2001. |
| Director | means a director of the Company. |
| Listing Rules | means the Listing Rules of ASX. |
| Notice | means the Notice of Annual General Meeting accompanying this Explanatory Memorandum. |
| Resolution | means a resolution contained in the Notice. |
| Share | means a fully paid ordinary share in the capital of the Company. |
| Shareholder | means an ordinary shareholder of the Company; |
| WST | means Western Standard Time |

Proxy Form

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

Section A: Appointment of Proxy

I/we the above named, being registered holders of Truscott Mining Corporation Ltd and entitled to attend and vote hereby appoint:

| | | | |
|--|-------------------------|-----------|--|
| | The meeting chairperson | <u>OR</u> | |
|--|-------------------------|-----------|--|

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, as the proxy sees fit at the Annual General Meeting of Truscott Mining Corporation Ltd to be held at Walker Wayland, Level 3, 1 Preston Street, WA 6252, on 22nd November 2019 at 10.00 a.m. and at any adjournment of that meeting.

Section B: Voting directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in favour of all the resolutions except as indicated on the following page.

In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

| | | For | Against | Abstain* |
|--------|---|--------------------------|--------------------------|--------------------------|
| Item 1 | To adopt Remuneration Report* | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 2 | Re-election of Dr Ewan E Smith | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 | Approve issue of Class I Rights to Mr Michael J Povey | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 | Approve issue of Class I Rights to Dr Ewan E Smith | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 5 | Approve issue of Class I Rights to Mr Peter N Smith | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| | | For | Against | Abstain* |
|--------|---|--------------------------|--------------------------|--------------------------|
| Item 6 | Approve issue of Class J Rights to Mr Peter N Smith | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 7 | Approve issue of Class J Rights to Mr Michael J Povey | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

* In accordance with section 250R of the Corporations Act, if a member directs their proxy vote on Resolution 1 to be at the discretion of the Chairman that vote will not be counted. If a member wants to cast a valid proxy vote on Resolution 1 then the member must indicate their voting intention by marking the appropriate box.

* In accordance with section 224 of the Corporations Act, if a member directs their proxy vote on Resolutions 2 to 7 to be at the discretion of the Chairman that vote will not be counted. If a member wants to cast a valid proxy vote on Resolutions 2 to 7 then the member must indicate their voting intention by marking the appropriate box.

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

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions to enable your directions to implemented.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

How to complete the Proxy Form

1. Your Name and Address

This is the name and address on the Share Register of the Company as shown on the front of the proxy form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting write the full name of that individual or body corporate in the space provided in Section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer or the registered securityholder in the space.

3. Votes on Items of Business

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

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by emailing the company at admin@truscottmining.com.au or telephoning the company on 0419 956 232 or you may photocopy this form.

To appoint a second proxy you must:

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

5. Signing Instructions

You must sign this form as follows in the spaces provided:

| | |
|---------------------------|---|
| Individual: | where the holding is in one name, the shareholder must sign. |
| Joint Holding: | where the holding is in more than one name, all of the shareholders must sign. |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form when you return it. |
| Companies: | where the company has a sole director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or the Company Secretary. Please indicate the office held by signing in the appropriate place. |

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company or from <https://automic.com.au/forms.html> under Smart Forms.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting at 10.00 a.m. (WST) on Friday 22nd November 2019. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

BY MAIL PO Box 2805, West Perth WA 6872 Australia
BY EMAIL admin@truscottmining.com.au

Annexure A – Class I Performance Rights

Conditions attaching to the Class I Performance Rights

- (A) A Performance Right is **not** a share in the capital of Truscott Mining Corporation Limited ABN 31 116 420 378 (**the Company**). It is a right, subject to a Milestone being reached, to acquire 1 fully paid ordinary share for each right at no consideration to the holder of the right.
- (B) The Performance Rights shall **not** confer on the holder (**the Holder**) the right to receive notices of general meetings **nor** financial reports and accounts of the Company that are circulated to holders of fully paid ordinary shares in the capital of the Company (**the Shareholders**). Holders do not have the right to attend general meetings of Shareholders.
- (C) The Performance Rights **do not** entitle the Holder to vote on any resolutions proposed at a general meeting of Shareholders.
- (D) The Performance Rights **do not** entitle the Holder to any dividends.
- (E) The Performance Rights **do not** participate in the surplus or assets of the Company upon a winding up of the Company.
- (F) The Performance Rights are **not** transferable.
- (G) If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganization.
- (H) The Company shall allot and issue Shares immediately upon conversion of Performance Rights for no consideration and shall record the allotment and issue in the manner required by the Corporations Act.
- (I) The Performance Rights will not be quoted on ASX. However, upon conversion of the Performance Rights into fully paid ordinary shares (the Shares), the Shares will (as and from 5pm WST on the date of allotment) rank equally with and confer rights identical with all other Shares then on issue and the Company must within 2 Business Days after the conversion, apply for official quotation of the Shares arising from the conversion on ASX.
- (J) Shares issued on conversion of the Performance Rights must be free from all encumbrances, securities and third party interests. The Company must ensure that Shares issued on conversion of the Performance Rights are freely tradeable without being subject to on-sale restrictions under section 707 of the Corporations Act, on and from their date of issue.
- (K) Holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus shares and entitlement issues.
- (L) If, prior to the Expiry Date, a Change in Control Event occurs then each Performance Right will be converted into one Share. The maximum number of Performance Rights that can be converted into Shares and issued under this clause (L) upon a Change in Control Event occurring must not exceed 10% of the issued share capital of the Company (as at the date

of the Change in Control Event). The Company shall ensure a pro-rata allocation of Shares issued under this clause (L) to all Performance Right holders.

(M) The Performance Rights give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

(N) As these rights are being issued in lieu of directors' fees that were payable for the year ended 30 June 2019, (i.e. for past services rendered), there is no requirement for the holder of the rights to be employed by the Company on the Issue Date, nor the Conversion Date.

Conversion of the Class I Performance Rights

(O) Each Class I Performance Right will automatically convert into one Fully Paid Ordinary Share, as long as the Fully Paid Ordinary Shares have a closing price on ASX of 2.5 cents on 20 consecutive days where the shares have traded (**Milestone**).

(P) Regardless of meeting the Milestone, no right can convert before 1 July 2020.

(Q) If the Milestone has not been achieved by the Expiry Date, then the Performance Rights will automatically expire.

(R) For the purposes of these terms and conditions:

a. "Change in Control Event" means:

1. the occurrence of:

- i. the offeror under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.0% or more of the Shares; and
- ii. that takeover bid has become unconditional; or

2. the announcement by the Company that:

- i. shareholders of the Company have at a Court-convened meeting of shareholders voted in favour, by the necessary majority of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and
 - ii. the Court, by order, approves the scheme of arrangement, but shall not include a scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, subdivision, reduction or return) of the issued capital of the Company.
- b. "Expiry Date" means: In relation to the Class I Performance Rights, 4 years from the date of issue.

Annexure B – Class J Performance Rights

Conditions attaching to the Class J Performance Rights

- (A) A Performance Right is **not** a share in the capital of Truscott Mining Corporation Limited ABN 31 116 420 378 (**the Company**). It is a right, subject to a Milestone being reached, to acquire 1 fully paid ordinary share for each right at no consideration to the holder of the right.
- (B) The Performance Rights shall **not** confer on the holder (**the Holder**) the right to receive notices of general meetings **nor** financial reports and accounts of the Company that are circulated to holders of fully paid ordinary shares in the capital of the Company (**the Shareholders**). Holders do not have the right to attend general meetings of Shareholders.
- (C) The Performance Rights **do not** entitle the Holder to vote on any resolutions proposed at a general meeting of Shareholders.
- (D) The Performance Rights **do not** entitle the Holder to any dividends.
- (E) The Performance Rights **do not** participate in the surplus or assets of the Company upon a winding up of the Company.
- (F) The Performance Rights are **not** transferable.
- (G) If at any time the issued capital of the Company is reconstructed, all rights of a Holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganization.
- (H) The Company shall allot and issue Shares immediately upon conversion of Performance Rights for no consideration and shall record the allotment and issue in the manner required by the Corporations Act.
- (I) The Performance Rights will not be quoted on ASX. However, upon conversion of the Performance Rights into fully paid ordinary shares (the Shares), the Shares will (as and from 5pm EST on the date of allotment) rank equally with and confer rights identical with all other Shares then on issue and the Company must within 2 Business Days after the conversion, apply for official quotation of the Shares arising from the conversion on ASX.
- (J) Shares issued on conversion of the Performance Rights must be free from all encumbrances, securities and third party interests. The Company must ensure that Shares issued on conversion of the Performance Rights are freely tradeable without being subject to on-sale restrictions under section 707 of the Corporations Act, on and from their date of issue.
- (K) Holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus shares and entitlement issues.
- (L) If, prior to the Expiry Date, a Change in Control Event occurs then each Class J Performance Right will be converted into one Share. The maximum number of Performance Rights that can be converted into Shares and issued under this clause (L) upon a Change in Control Event occurring must not exceed 10% of the issued share capital of the Company (as at the

date of the Change in Control Event). The Company shall ensure a pro-rata allocation of Shares issued under this clause (L) to all Performance Right holders.

- (M) The Performance Rights give the Holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (N) These rights are being issued to the executive Directors as they agreed to defer payment of part of their consulting fees and have agreed to not request consulting rate increases until the Company has the capacity to pay. In addition they have agreed to not charge interest on the deferred amounts. To recompense these directors for their sacrifice and continued support (i.e. for past services rendered), there is no requirement for the holder of these rights to be employed by the Company on the Issue Date, nor on the Conversion Date.

Conversion of the Class J Performance Rights

- (O) Each Class J Performance Right will automatically convert into one Fully Paid Ordinary Share, as long as the Fully Paid Ordinary shares have a closing price on ASX of 7 cents on 20 consecutive days where the shares have traded (**Milestone**).
- (P) Regardless of meeting the Milestone, no right can convert before 1 July 2020.
- (Q) If the Milestone has not been achieved by the Expiry Date, then the Performance Rights will automatically expire.
- (R) For the purposes of these terms and conditions:
 - a. "Change in Control Event" means:
 - 1. the occurrence of:
 - i. the offeror under a takeover offer in respect of Shares announcing that it has achieved acceptances in respect of 50.0% or more of the Shares; and
 - ii. that takeover bid has become unconditional; or
 - 2. the announcement by the Company that:
 - i. shareholders of the Company have at a Court-convened meeting of shareholders voted in favour, by the necessary majority of a proposed scheme of arrangement under which all Shares are to be either cancelled or transferred to a third party; and
 - ii. the Court, by order, approves the scheme of arrangement, but shall not include a scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, subdivision, reduction or return) of the issued capital of the Company.
 - b. "Expiry Date" means in relation to the Class J Performance Rights, 4 years from the date of issue.