

RESOLUTION MINERALS LTD

ACN 617 789 732

NOTICE OF GENERAL MEETING

EXPLANATORY NOTES

PROXY FORM

Date of Meeting

20 March 2020

Time of Meeting

10:30am (Adelaide time)

Place of Meeting

Level 1, 28 Greenhill Road
Wayville, South Australia

RESOLUTION MINERALS LTD
ACN 617 789 732

NOTICE OF 2020 GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Resolution Minerals Ltd ("Company/RML") will be held at Level 1, 28 Greenhill Road, Wayville, South Australia on Friday 20 March 2020 at 10:30 am (Adelaide time).

The business to be considered at the General Meeting is set out below.

This Notice of Meeting should be read in its entirety in conjunction with the accompanying Explanatory Notes, which form part of this Notice of Meeting and contain information in relation to the following Resolutions. If you are in any doubt as to how you should vote on the Resolutions set out in this Notice of Meeting, you should consult your financial or other professional adviser.

Defined terms used in this Notice of Meeting have the meanings given to those terms in the glossary at the end of the Explanatory Notes.

ORDINARY BUSINESS

Resolution 1 – Ratification of 40,966,737 Placement Shares issued on 13 February 2020

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 40,966,737 Placement Shares on 13 February 2020 on the terms and to the parties set out in the Explanatory Notes."

Resolution 2 – Issue of Contractor 1 Performance Rights

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of 250,000 Contractor 1 Performance Rights to Dr Justin Gum (or his nominated Associate) on the terms and to the parties set out in the Explanatory Notes is approved."

Resolution 3 – Issue of Contractor 2 Performance Rights

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of 250,000 Contractor 2 Performance Rights to Mr Kelvin Blundell (or his nominated Associate) on the terms and to the parties set out in the Explanatory Notes is approved."

VOTING INFORMATION, EXCLUSIONS AND PROHIBITIONS

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

Voting exclusion in relation to Resolution 1

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of this Resolution by or on behalf of any persons who participate in the Placement or any other person who will obtain a material benefit as a result of the proposed Resolution (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associate of such persons.

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

- 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; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting exclusion in relation to Resolutions 2 and 3

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in favour of a) Resolution 2 by or on behalf of Dr Justin Gum or any of his Associates or b) Resolution 3 by or on behalf of Mr Kelvin Blundell or any of his Associates or, in each case, any other person who will obtain a material benefit as a result of the proposed Resolutions (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any Associate of such persons.

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

- 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; or
- 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
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - o 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
 - o the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting and proxy

A Member who is entitled to attend and cast a vote at the Meeting and who wishes to vote on the Resolutions contained in this Notice should either attend in person at the time, date and place of the Meeting set out above or appoint a proxy or proxies to attend or vote on the Member's behalf.

In completing the attached Proxy Form, Members must be aware that where the Chairman of the Meeting is appointed as their proxy, they will be directing the Chairman to vote in accordance with the Chairman's voting intention unless you indicate otherwise by marking the "For", "Against" or "Abstain" boxes. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. Members should note that they are entitled to appoint the Chairman as a proxy with a direction to cast the votes contrary to the Chairman's voting intention, or to abstain from voting, on any Resolution in the Proxy Form. Also, Members may appoint, as their proxy, a person other than the Chairman.

A proxy need not be a Member of the Company. For the convenience of Members, a Proxy Form is enclosed. A Member who is entitled to attend and cast two or more votes is entitled to appoint two proxies. Where two proxies are appointed, each appointment may specify the proportion or number of voting rights each proxy may exercise. If the Member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes able to be cast by the appointing Member.

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form. In order to be valid, the Proxy Form must be received by the Company at the address or facsimile number specified below, along with any power of attorney or certified copy of a power of attorney (if the Proxy Form is signed pursuant to a power of attorney), by no later than 48 hours before the Meeting (i.e., by no later than 10:30am ACDT on 18 March 2020):

By mail: Automic
 GPO BOX 5193
 SYDNEY NSW 2001

By hand: Level 5, 126 Phillip Street
 SYDNEY NSW 2000

By e-mail: meetings@automicgroup.com.au

Any Proxy Forms received after that time will not be valid for the Meeting.

A Member who is a body corporate may appoint a representative to attend the Meeting in accordance with the Corporations Act. Representatives will be required to present documentary evidence of their appointment on the day of the Meeting.

For the purpose of determining the voting entitlements at the Meeting, the Directors have determined that Shares will be taken to be held by the registered holders of those Shares at 6:30pm ACDT on 18 March 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

By order of the Board

Jaroslav (Jarek) Kopias
Company Secretary
Adelaide, 18 February 2020

GENERAL MEETING - EXPLANATORY NOTES

These Explanatory Notes accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting and should be read in conjunction with this Notice of Meeting.

If any Shareholder is in doubt as to how they should vote, they should seek advice from their legal, financial or other professional adviser prior to voting.

Introduction

These Explanatory Notes have been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be considered at the General Meeting of the Company. The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the Resolutions.

Terms defined in the Notice of Meeting have the same meaning in these Explanatory Notes.

GENERAL BUSINESS

Resolution 1: Ratification of 40,966,737 Placement Shares issued on 13 February 2020

Background

On 4 February 2020, the Company announced that it received firm commitments to issue 40,966,737 Shares under a Placement (**Placement Shares**). The issue was undertaken under the Company's 15% placement capacity under ASX Listing Rule 7.1 (24,580,042 Shares) and 10% placement capacity under ASX Listing Rule 7.1A (16,386,695 Shares). The Shares were subsequently issued on 13 February 2020.

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 and ASX Listing Rule 7.1A limit the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% and 10% respectively of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Placement Shares did not fall within an exception and were issued without Shareholder approval under the Company's 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify the previous issues of securities made without prior shareholder approval under ASX Listing Rule 7.1 and Listing Rule 7.1A, provided the issue did not breach the maximum thresholds set by ASX Listing Rule 7.1 and ASX Listing Rule 7.1A. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A respectively and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under those rules.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A and thus the Company is seeking ratification of this issue at this Meeting by Resolution 1. The Company confirms that the issue and allotment of the Shares did not breach ASX Listing Rule 7.1 and ASX Listing Rule 7.1A at the date of issue.

If Resolution 1 is passed, the issue will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

If Resolution 1 is not passed, the issue will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1 and 10% limit in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of issue.

ASX Listing Rule 7.5 contains certain requirements as to the contents of a Notice sent to Shareholders for the purpose of ASX Listing Rule 7.4 and the following information is included in these Explanatory Notes for that purpose:

	Resolution 1
Party	The Placement Shares were issued to various investors who did not require a disclosure document and who were identified and selected by the Company in consultation with the Company's corporate advisers for the Placement, PAC Partners and Taylor Collison. None of the parties are related parties of the Company.
Securities issued	40,966,737 Shares were issued. The Shares were fully paid ordinary shares.
Date of issue	13 February 2020
Consideration	The Shares were issued at a price \$0.05 (5.0 cents) each.
Terms	Shares rank equally with all other Shares on issue.
Purpose	The funds raised from the Placement will be used to fund exploration on the Company's 64North Project as part of the Company's earn-in obligations as announced to the market on 15 December 2019, including specifically, a maiden drilling program at the Aurora targets and for general working capital purposes.
Material terms	Except as set out in these Explanatory Notes, the relevant agreement(s) in respect of the Placement Shares contain no other material terms.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the ratification of 40,966,737 Shares issued on 13 February 2020.

Resolutions 2 and 3: Issue of Contractor 1 Performance Rights and Issue of Contractor 2 Performance Rights

Dr Justin Gum and Mr Kelvin Blundell are both experienced technical consultants providing services to and assisting with the Company's exploration programs. In order to remunerate Dr Gum and Mr Blundell effectively and the desire to preserve cash, the Board has determined to include an incentive based component to their remuneration. Dr Gum and Mr Blundell have been invited by the Board of the Company to participate in the Company's PSP and the issue of up to 500,000 Performance Rights in total if approved by Members at this Meeting.

Broadly speaking, and subject to a number of exceptions, ASX 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 shares it had on issue at the start of that period.

The proposed issue of Performance Rights to Dr Gum and Mr Blundell do not fall within an exception to ASX Listing Rule 7.1 and, therefore, Resolutions 2 and 3 seek the required Shareholder approval for the issue of the Contractor 1 Performance Rights and Contractor 2 Performance Rights for the purposes of ASX Listing Rule 7.1.

If Resolutions 2 and 3 are passed, the Company will be able to proceed with the issue of Contractor 1 Performance Rights and Contractor 2 Performance Rights. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 2 and 3 are not passed, the Company will not be able to proceed with the issue of Contractor 1 Performance Rights and Contractor 2 Performance Rights and will not be able to remunerate the individuals in a manner determined appropriate by the Board.

Specific Information required by ASX Listing Rule 7.3

- (a) The Contractor 1 Performance Rights will be issued to Dr Justin Gum (or his nominated Associate) and Contractor 2 Performance Rights will be issued to Mr Kelvin Blundell (or his nominated Associate).
- (b) The Company proposes to issue 500,000 Performance Rights in total – 250,000 each to Contractor 1 and Contractor 2.

The terms of the Performance Rights are detailed in Appendix 1 and any shares issued on the exercise of Performance Rights will be fully paid ordinary Shares in the Company and rank equally in all respects with the Company's existing quoted Shares.

- (c) The Performance Rights will be issued within 5 business days of the Meeting. There is no issue price for the Performance Rights and there are no funds raised from the issue of Performance Rights.
- (d) The purpose of the issue of Performance Rights is to remunerate and incentivise each of Dr Gum and Mr Blundell in a manner that closely aligns their interests with those of the Company.
- (e) Except as set out in Appendix 1 and elsewhere in these Explanatory Notes, the agreements relating to the issue of the Performance Rights contain no other material terms.

Board Recommendation: The Directors recommend that Shareholders vote in favour of Resolutions 2 and 3.

The Chairman of the Meeting intends to vote all undirected proxies in favour of the issue of Contractor 1 Performance Rights and Issue of Contractor 2 Performance Rights.

Glossary

In the Notice of General Meeting and Explanatory Notes:

Associate has the meaning given to that term in the Corporations Act.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of RML.

Contractor 1 means Dr Justin Gum (or his nominated Associate).

Contractor 2 means Mr Kelvin Blundell (or his nominated Associate).

Chairman means the chairman of the Meeting.

Constitution means the constitution of the Company.

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

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

Director means a director of the Company.

Equity Securities or **Securities** has the same meaning as in the Listing Rules.

Explanatory Notes means these explanatory notes.

Listing Rules and **ASX Listing Rules** means the listing rules of ASX.

Meeting, or **General Meeting** means the General Meeting of Shareholders to be held at Level 1, 28 Greenhill Road, Wayville, South Australia on Friday 20 March 2020 at 10:30 am (Adelaide time).

Member or **Shareholder** means each person registered as a holder of a Share.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes at a general meeting of Shareholders.

Performance Rights means unquoted performance rights issued to Contractor 1 and Contractor 2 under the Company's PSP.

Placement means the Share placement of 40,966,737 Shares to sophisticated, professional and institutional investors announced by the Company on 4 February 2020.

Proxy Form means the proxy form attached to this Notice of Meeting.

PSP means Performance Share Plan as disclosed in the Company's IPO prospectus.

Resolution means a resolution referred to in this Notice.

RML or **the Company** means Resolution Minerals Ltd (ABN 99 617 789 732).

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

Appendix 1

Key terms of the PSP

1. Eligibility

- a. The Board may, in its absolute discretion, grant Performance Rights to an “Eligible Employee”.
- b. An “Eligible Employee” is a Director, senior executive or full or part time employee of the Company or its associated body corporate, who is invited by the Board to participate in the PSP.

2. Rights attaching to Performance Rights

- a. A Performance Right entitles its holder to a Share which can be exercised once the Performance Right has become exercisable and provided it has not lapsed.
- b. The Board may determine that certain performance conditions must be satisfied before the Performance Right becomes exercisable.
- c. If the performance conditions are satisfied or if the Board exercises its direction to waive such conditions, the Performance Rights vest and become exercisable.
- d. A Performance Right does not give the holder a legal or beneficial right to Shares.
- e. Performance Rights do not carry any rights or entitlements to dividends, return of capital or voting in shareholder meetings
- f. A Performance Right does not entitle the holder to participate in any new issues of securities unless, before the record date for determining entitlements under the new issue, that performance right has vested, been exercised and a share has been issued in respect of that right.
- g. If, prior to the vesting of any Performance Rights, there is a reorganisation of capital (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, then the exercise price or number of Shares to which each participant is entitled will be reconstructed as the Board determines appropriate and to the extent necessary to comply with the ASX Listing Rules.

3. Exercise of Performance Rights

- a. Performance Rights will vest and become exercisable if:
 - i. the performance conditions set by the Board at the time of the grant are met;
 - ii. an event occurs such as the winding up of the Company; or
 - iii. the Board determines that a Performance Right becomes a vested Performance Right, including in the event of:
 - a. the Eligible Employee ceases to be employed or engaged by the Company by reason of their death, disability, bona fide redundancy or other reason with the approval of the Board; and
 - b. a Change of Control of the Company having occurred or being likely to occur.
- b. Once the Performance Rights become exercisable, the holder will need to exercise those rights to acquire Shares.
- c. The exercise of any vested Performance Right granted under the PSP will be effected in the form and manner determined by the Board.
- d. Consideration, if any, for the issue of Performance rights will be determined by the Board.

4. Lapse and Forfeiture

- a. The Performance Rights will lapse on its expiry date.
- b. This period may be shortened if the holder ceases to be employed under certain circumstances or where performance conditions have not been met.
- c. A Share issued on the exercise of an option will be forfeited upon the holder perpetrating fraud as against, acting dishonestly or committing a breach of its obligations to, the Company or any of its associated bodies corporate.

5. Restrictions

- a. The maximum number of Performance Rights that can be issued under the PSP is that number which equals 5% of the total number of issued Shares in existence from time-to-time subject to the Corporations Act, the ASX Listing Rules or any other statutory or regulatory requirements. Participants in the PSP are prohibited from transferring Performance Rights without the consent of the Board.
- b. Performance Rights will not be listed for quotation on the ASX. Shares issued on exercise of vested Performance Rights will be subject to transfer restrictions as determined by the Board at the time of granting the Performance Right.
- c. In the event of any reconstruction of the issued capital of the Company between the date of allocation of the Performance Rights and the exercise of those rights, the number of Shares to which the holder will become entitled on the exercise of the Performance Right or any amount payable on exercise of the Performance Right will be adjusted as determined by the Board and in accordance with the Listing Rules.

6. Administration of the Plan

- a. Subject to the law and the Listing Rules, the Board may amend or add to the rules of the Plan.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: RML

Your proxy voting instruction must be received by **10.30am (Adelaide time) on Wednesday, 18 March 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item 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 item 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 the items of business, 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.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



