COMET RESOURCES

ASX:CRL

20 August 2020

GENERAL MEETING

NOTICE AND PROXY FORM

Dear Shareholder

Comet Resources Limited is convening a General Meeting of shareholders to be held on **Monday 21 September 2020 at 9.00am (WST)** at 1176 Hay Street, West Perth, Western Australia 6005 (**Meeting**).

A copy of the Notice of Meeting (**Notice**) is available at the following link – https://www.cometres.com.au/

You may vote by attending the Meeting in person, by proxy, or by appointing an authorised representative.

Voting in Person
To vote in person, attend the Meeting on the date and at the place as set out above. If possible, Shareholders are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, so that the Company may check the Shareholders' holding against the Company's share register and note attendance.

Voting by Proxy
Appointment of Proxy: Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the Meeting and to vote on their behalf. The proxy does not need to be a Shareholder.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and should specify the proportion of votes each proxy is entitled to exercise. If a Shareholder appoints two proxies, each proxy may exercise half of the Shareholder's votes if no proportion or number of votes is specified.

Voting by proxy: A Shareholder can direct its proxy to vote for, against or abstain from voting on each Resolution by marking the appropriate box in the voting directions to your proxy section of the Proxy Form. If a proxy holder votes, they must cast all votes as directed. Any directed proxies that are not voted will automatically default to the Chairman, who must vote the proxies as directed in the Proxy Form.

Proxy Forms must be received by **9.00am (WST) on Saturday 19 September 2020.**

Details on how to lodge your Proxy Form can be found on the enclosed Proxy Form. If you have any questions about your Proxy Form, please contact the Company Secretary by telephone at +61 8 6489 1600.

If COVID-19 social distancing restrictions change prior to the Meeting, the Company will advise via an ASX announcement as to any changes in the manner in which the Meeting will be held and as to whether shareholders will still be able to attend in person and participate in the usual way.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser.

Yours faithfully
By order of the Board

Sonu Cheema
Company Secretary
Comet Resources Limited

COMET RESOURCES LIMITED

ACN 060 628 202

NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9.00 am (WST)

DATE: 21 September 2020

PLACE: 1176 Hay Street, West Perth, Western Australia

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

This Notice of Meeting 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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 9.00 am (WST) on 19 September 2020.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE - LISTING RULE 7.1 - BARRABA CONSIDERATION SHARES

To consider and, if thought fit, to pass, with or without amendment, 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 of 20,000,000 Shares on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely Mr Jonathan Downes) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and

  (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE – LISTING RULE 7.1 – TRANCHE 1 BARRABA PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, 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 of 25,900,000 Shares on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely participants in the Tranche 1 Barraba Placement) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE – LISTING RULE 7.1A - TRANCHE 1 BARRABA PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, 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 of 30,600,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved (namely participants in the Tranche 1 Barraba Placement) or an associate of that person or those persons. However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the chair to vote on this 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 this Resolution; and

(ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES – TRANCHE 2 BARRABA PLACEMENT SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 8,500,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely participants in the Tranche 2 Barraba Placement) or an associate of that person (or those persons).

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

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS – BARRABA PLACEMENT OPTIONS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 65,000,000 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely participants in the Barraba Placement Options) or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – SANTA TERESA ACQUISITION

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 80,000,000 Shares to EARL (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely EARL) or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
   (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES – EMPIRE ACQUISITION FEES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue to Empire Capital (or its nominee(s)), up to 7,363,158 Shares on the terms and conditions set out in the Explanatory Statement.

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) [namely Empire Capital Partners] or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

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

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES AND OPTIONS – EMPIRE FINANCING FEES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue to Empire Capital (or its nominees), up to 20,869,565 Shares together with one (1) attaching Empire Option for every Share issued."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Empire Capital Partners Pty Ltd) or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

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

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 9 – ISSUE OF OPTIONS TO RELATED PARTY – MR MATTHEW O'KANE

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 12,000,000 Options to Mr Matthew O'Kane (or their nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Matthew O'Kane (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:
In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 9 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 9 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 9 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

10. RESOLUTION 10 – ISSUE OF OPTIONS TO RELATED PARTY – MR ALEX MOLYNEUX

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options to Mr Alex Molyneux (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Alex Molyneux (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

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

Voting Prohibition Statement:
In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 10 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 10 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:
    (i) a member of the Key Management Personnel; or
    (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 10 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

11. RESOLUTION 11 – ISSUE OF OPTIONS TO RELATED PARTY – MR DAVID PRENTICE

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options to Mr David Prentice (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr David Prentice (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:
(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:
In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 11 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 11 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:
(a) the proxy is either:
    (i) a member of the Key Management Personnel; or
    (ii) a Closely Related Party of such a member; and
(b) the appointment does not specify the way the proxy is to vote on this Resolution.
Provided the Chair is not a Resolution 11 Excluded Party, the above prohibition does not apply if:
(a) the proxy is the Chair; and
(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

12. RESOLUTION 12 – ISSUE OF OPTIONS TO RELATED PARTY – MR HAMISH HALLIDAY

To consider and, if thought fit, to pass, the following resolution as an **ordinary resolution**:

> *"That, for the purposes of section 195(4) and section 208 of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Options to Mr Hamish Halliday (or their nominee) on the terms and conditions set out in the Explanatory Statement."*

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr Hamish Halliday (or their nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.
However, this does not apply to a vote cast in favour of the Resolution by:
(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:
In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party of the Company to whom the Resolution would permit a financial benefit to be given, or an associate of such a related party (**Resolution 12 Excluded Party**). However, the above prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 12 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

(a) the proxy is either:

(i) a member of the Key Management Personnel; or

(ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 12 Excluded Party, the above prohibition does not apply if:

(a) the proxy is the Chair; and

(b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

13. RESOLUTION 13 – APPROVAL TO ISSUE SHARES- PELOTON CAPITAL SHARES

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,000,000 Shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely Peloton Capital Pty Ltd) or an associate of that person (or those persons).
However, this does not apply to a vote cast in favour of the Resolution by:

(a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Dated: 18 August 2020
By order of the Board

Sonu Cheema
Company Secretary

Voting in person

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

Voting by proxy

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 accordance with section 249L of the Corporations Act, Shareholders are advised that:

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 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.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6489 1600.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO RESOLUTIONS

1.1 Barraba Project Acquisition and Capital Raising

As announced on 16 April 2020, the Company has completed the acquisition of the Barraba Copper Project (**Barraba Project Acquisition**). Upon completion of the Barraba Project Acquisition, the Company issued 20,000,000 Shares at a deemed issue price of $0.01 per Share (**Barraba Consideration Shares**) on 24 April 2020 out of its placement capacity under Listing Rule 7.1. The Company is seeking ratification of the issue of the Barraba Consideration Shares under Resolution 1.

In connection with the Barraba Project Acquisition, the Company received subscriptions under a placement (**Barraba Placement**) for 65,000,000 Shares at an issue price of $0.01 per Share (**Barraba Placement Shares**) together with one free attaching Option, exercisable at $0.02 on or before 30 June 2021 (**Barraba Placement Options**), for ever Barraba Placement Share issued, to raise $650,000. On 24 April 2020, the Company issued:

(a) 25,900,000 Barraba Placement Shares using its placement capacity under Listing Rule 7.1; and

(b) 30,600,000 Barraba Placement Shares using its placement capacity under Listing Rule 7.1A,

(together, the **Tranche 1 Barraba Placement Shares**). The Company is seeking ratification of the issue of the Tranche 1 Barraba Placement Shares under Resolutions 2 and 3.

Pursuant to Resolutions 4 and 5, the Company is seeking Shareholder approval for the issue of the balance of the Barraba Placement Shares, being 8,500,000 Barraba Placement Shares (**Tranche 2 Barraba Placement Shares**) and 65,000,000 Barraba Placement Options.

Further information with respect to the Barraba Copper Project and the Barraba Placement is set out in the Company's announcements dated 23 January 2020, 16 April 2020 and 24 April 2020. A summary of the acquisition agreement in respect of the Barraba Project Acquisition is set out in Item 1 of Schedule 1.

1.2 Santa Teresa Acquisition

As announced on 9 June 2020, the Company has entered into a binding Heads of Agreement (**HOA**) with El Alamo Resources Limited (**EARL**) for the proposed acquisition (**Santa Teresa Acquisition**) of 100% of the Santa Teresa Gold Project (**Santa Teresa Gold Project**). A summary of the Santa Teresa Gold Project is set out in the Company's announcement of 9 June 2020.

The consideration payable by the Company for the acquisition of the Santa Teresa Gold Project is set out below:

Milestone	Cash Payment	Shares[3]
Execution of HOA	$25,000	N/A
Raptor Financing Agreement becoming unconditional	$275,000	N/A
Satisfaction of conditions precedent under HOA and acquiring 50% interest (**Initial Consideration**)	$200,000	40,000,000[1]
Decision to mine at Santa Teresa Gold Project and acquiring 100% interest (**Secondary Consideration**)	$1,000,000	Up to 40,000,000[2]
Production of first 50,000 ounces of gold	$1,000,000	N/A

Notes:

1. Shares to the value of $1,000,000 at a deemed issue price of $0.025 per Share.
2. Shares to the value of $1,000,000 to be issued at a deemed issue price, being the greater of $0.025 and the volume weighted average price of Comet shares over the 20 trading days prior to issue of the shares.
3. In the event that an issue of Shares would result in EARL holding in excess of 19.9% of the then issued Shares in the Company, when aggregated with any other Shares issued to EARL under the HOA, the number of Shares to be issued will be capped 19.9%.

In addition to the above, the Company will grant a 1% net smelter royalty to EARL over all minerals produced from the existing concessions that comprise the Santa Teresa Gold Project on customary commercial terms.

The Company is seeking Shareholder approval for the issue of Shares to EARL as consideration for the Santa Teresa Project under Resolution 6. A summary of the material terms and conditions of the HOA is set out in Item 2 of Schedule 1.

1.3 Raptor Financing Agreement

Concurrently with execution of the HOA, the Company executed a non-binding term sheet with Raptor Capital International Limited (**Raptor**) for a gold streaming and royalty financing (**Financing**) to fund activities at the Project for up to US$20 million (initial minimum of US$6 million), the material terms of which are set out in the Company's announcement dated 9 June 2020.

The Company will work with Raptor during the due diligence process in respect of the Santa Teresa Acquisition to sign a binding financing agreement with Raptor (**Raptor Financing Agreement**).

1.4 Advisory Fees to Empire Capital

Empire Capital Partners Pty Ltd (**Empire Capital**) have been engaged as advisor to the Santa Teresa Acquisition and arranger of the Raptor Financing.

Empire Capital became entitled to Shares to the value of $60,000 upon execution of the HOA, at an issue price of $0.0114 being the 20-day VWAP prior to the date the HOA was executed.

Empire Capital is also entitled to receive:

(a) fees to the value of 3% of the total value of the consideration payable by the Company in respect of the Santa Teresa Acquisition, being $105,000, which are to be issued on a staged basis contemporaneous with the Company's acquisition of interests in the Santa Teresa Gold Project. Empire Capital is entitled to elect to receive these fees by way of a cash payment or through the issue of Shares at a deemed issue price being the greater of $0.025 and the 20-day VWAP prior to issue; and

(b) fees to the value of 6% of the total value of the Raptor Financing, payable in Shares at an issue price being the greater of $0.025 and the 20-day VWAP prior to issue, with an attaching Option, payable as follows:

(i) upon the initial US$6,000,000 under the Raptor Financing becoming unconditional, Shares to the value of US$360,000 with one Option (exercisable at a 30% premium to the issue price of Shares on or before 30 June 2023) for each Shares issued; and

(ii) upon subsequent drawdowns of funds under the Raptor Financing, Shares to the value of 6% of the drawdown with one Option (exercisable at a 30% premium to the issue price of Shares on or before the date that is 2 years from the date of issue) for each Shares issued.

Resolution 7 seeks Shareholder approval for the issue of Shares to Empire Capital in connection with the Santa Teresa Acquisition in respect of the initial $60,000 fee payable upon execution of the HOA (being 5,263,158 Shares) and Shares to be issued upon the Company acquiring its initial 50% interest in the Santa Teresa Project (being up to 2,100,000 Shares).

Resolution 8 seeks Shareholder approval for the issue of up to 20,869,565, being Shares to the value of US$360,000 at an issue price of at least $0.025 at an exchange rate of A$0.69:US$1 upon the first draw down of US$6,000,000 under the Raptor Financing becoming unconditional, together with one Option (exercisable at a 30% premium to the issue price of Shares on or before 30 June 2023) for every Share issued.

The Company will elect prior to acquiring the final 50% interest in the Santa Teresa Gold Project or making subsequent drawdowns under the Raptor Financing whether to issue the balance of Securities to which Empire Capital may become entitled out of the Company's placement capacity under ASX Listing Rule 7.1 or to seek prior Shareholder approval for the issue.

A summary of the Company's mandate with Empire Capital and a table summarising the fees payable to Empire Capital and a valuation of those fees are set out in Item 3 of Schedule 1.

1.5 Advisory Fees to Peloton Capital

Peloton Capital Pty Ltd (**Peloton Capital**) have been engaged to act as the Company's advisor in any capital raisings conducted by the Company in the 12 months commencing on 27 May 2020.

In consideration for agreeing to act in this capacity, Peloton Capital will receive 3,000,000 Shares in the Company. Further the Company will pay Peloton Capital $6,000 per month to be paid either in cash or fully paid ordinary shares (priced at the Company's 20 Day VWAP preceding settlement) at the election of the

Company. The Company is seeking Shareholder approval for the issue of Shares to Peloton under Resolution 13, but is not seeking Shareholder approval in respect of the monthly fees payable at this stage.

A summary of the Company's mandate with Peloton Capital is set out in Item 4 of Schedule 1

1.6 Indicative Capital Structure on Completion of Transactions

Capital	Shares	% of Total Shares on issue	Options
Current Shares on Issue	382,500,000	69.16%	-
Barraba Placement	8,500,000	1.54%	65,000,000
Santa Teresa Acquisition[1]			
(a) Initial Consideration	40,000,000	7.23%	-
(b) Secondary Consideration	40,000,000	7.23%	
Empire Acquisition Fees[2]			
(a) $60,000 on HOA	5,263,158	0.95%	
(b) Upon issue of Initial Consideration	2,100,000	0.38%	-
(c) Upon issue of Secondary Consideration	2,100,000	0.38%	
Empire Financing Fees[3]			
(a) Initial US$6,000,000	20,869,565	3.77%	20,869,565
(b) Subsequent Draws	48,695,652	8.81%	48,695,652
Directors Issue	-	-	21,000,000
Peloton Shares	3,000,000	0.54%	
TOTAL	**553,028,375**	**100.0%**	**155,565,217**

Notes:

1. Initial Consideration based on A$1,000,000 worth of Shares at an issue price of $0.025. Secondary Consideration based on A$1,000,000 worth of Shares at an issue price being the greater of $0.025 and the volume weighted average price of Shares over the 20 trading days prior to issue of the shares. A lesser number of Shares will be issued to EARL in the event that it would result in EARL holding in excess of 19.9% of the Shares of the Company or if the 20 day volume weighted average price of Shares at the time of issue is greater than $0.025.
2. Shares to the value of $60,000 upon execution of the HOA, at an issue price of $0.0114 being the volume weighted average price of Comet shares prior to the date the HOA was executed and Shares to the value of $105,000, based on an issue price being the greater of $0.025 and the volume weighted average price of Comet shares over the 20 trading days prior to issue of the shares. Note that half the Shares to the value of $105,000 will be issued upon the Company completing the acquisition of an initial 50% interest in the Santa Teresa Project, and half upon the Company completing the acquisition of the remaining 50% interest in the Santa Teresa Project with the deemed issue price of Shares to be recalculated on the respective issue dates.

3. Shares to the value of US$1,200,000 based on a deemed issue price of $0.025 and exchange rate of US$0.69:A$1. Note that Shares will be issued upon the Company drawing down funds under the Raptor Financing, with the deemed issue price of Shares to be recalculated on those dates. If the full US$20,000,000 is not drawn down the number of Shares issued will be reduced pro-rata, provided that Shares to the value of US$360,000 will be issued upon the first US$6,000,000 being made available to the Company under the Raptor Financing.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES – LISTING RULE 7.1 - BARRABA ACQUISITION CONSIDERATION

2.1 General

On 24 April 2020, the Company issued 20,000,000 Barraba Acquisition Consideration Shares as consideration for the acquisition of the Barraba Copper Project.

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 12 month period.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 19 November 2019. However, the Company did not utilise the additional 10% placement capacity for the issue of the Barraba Acquisition Consideration Shares.

The issue of the Barraba Acquisition Consideration Shares does not fit within any of the exceptions under Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it effectively uses 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 date of issue of the Barraba Acquisition Consideration 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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Barraba Acquisition Consideration Shares.

Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Barraba Acquisition Consideration Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the Barraba Acquisition Consideration Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Barraba Acquisition Consideration Shares.

If Resolution 1 is not passed, the Barraba Acquisition Consideration Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Barraba Acquisition Consideration Shares.

2.3 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

(a) the Barraba Acquisition Consideration Shares were issued to Mr Jonathan Downes who is not a related party of the Company;

(b) 20,000,000 Barraba Acquisition Consideration Shares were issued and the Barraba Acquisition Consideration 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;

(c) the Barraba Acquisition Consideration Shares were issued on 24 April 2020;

(d) the Barraba Acquisition Consideration Shares were issued at a deemed issue price of $0.01 per Share, in consideration for the acquisition of the Barraba Copper Project. The Company has not and will not receive any other consideration for the issue of the Barraba Acquisition Consideration Shares;

(e) the purpose of the issue of the Barraba Acquisition Consideration Shares was to satisfy the Company's obligations under the acquisition agreement in respect of the Barraba Acquisition (**Barraba Acquisition Agreement**);

(f) the Barraba Acquisition Consideration Shares were issued under the Barraba Acquisition Agreement, the material terms of which are summarised in Item 1 of Schedule 1; and

(g) a voting exclusion statement is included in Resolution 1 of the Notice.

3. RESOLUTIONS 2 AND 3 – RATIFICATION OF PRIOR ISSUE OF SHARES – TRANCHE 1 BARRABA PLACEMENT SHARES

3.1 General

On 24 April 2020, the Company issued 56,500,000 Shares at an issue price of $0.01 per Share to raise $565,000 (**Tranche 1 Barraba Placement Shares**).

25,900,000 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being, the subject of Resolution 2) and 30,600,000 Shares were issued pursuant to the Company's 7.1A mandate which was approved by Shareholders at the annual general meeting held on 19 November 2020.

3.2 Listing Rules 7.1 and 7.1A

As summarised in Section 2.1 above, 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 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. The Company obtained approval to increase its limit to 25% at the annual general meeting held on 19 November 2019.

The issue of the Tranche 1 Barraba Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Barraba Placement Shares.

3.3 Listing Rule 7.4

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 in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Barraba Placement Shares.

Resolutions 2 and 3 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Barraba Placement Shares.

3.4 Technical information required by Listing Rule 14.1A

If Resolutions 2 and 3 are passed, the Tranche 1 Barraba Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Barraba Placement Shares.

If Resolutions 2 and 3 are not passed, the Tranche 1 Barraba Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Barraba Placement Shares.

3.5 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolutions 2 and 3:

(a) the Tranche 1 Barraba Placement Shares were issued to professional and sophisticated investors who are clients of Empire Capital. The recipients were identified through a bookbuild process, which involved Empire Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company. None of the recipients are related parties of the Company;

(b) 56,500,000 Tranche 1 Barraba Placement Shares were issued on the following basis:

(i) 25,900,000 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 2); and

(ii) 30,600,000 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 3).

(c) the Tranche 1 Barraba Placement Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) the Tranche 1 Barraba Placement Shares were issued on 24 April 2020;

(e) the issue price was $0.01 per Tranche 1 Barraba Placement Share under both the issue of Shares pursuant to Listing Rule 7.1 and Listing Rule 7.1A. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Barraba Placement Shares;

(f) the purpose of the issue of the Tranche 1 Barraba Placement Shares was to raise $565,000, which will be applied toward exploration at the Barraba Copper Project and working capital;

(g) the Tranche 1 Barraba Placement Shares were not issued under an agreement; and

(h) a voting exclusion statement is included in Resolutions 2 and 3 of the Notice.

4. RESOLUTION 4 – APPROVAL TO ISSUE SHARES - TRANCHE 2 BARRABA PLACEMENT SHARES

4.1 General

The Company has agreed to issue 8,500,000 Shares to subscribers under the Barraba Placement at an issue price of $0.01 per Share to raise $85,000 (**Tranche 2 Barraba Placement Shares**).

As summarised in Section 2.1, 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 the Tranche 2 Barraba Placement Shares does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1 in the event Resolution 2 is not passed. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 2 Barraba Placement Shares. In addition, the issue of the Tranche 2 Barraba Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Barraba Placement Shares or will be required to utilise its placement capacity under Listing Rules 7.1 or 7.1A (if Resolutions 2 and 3 are passed. If the Company is unable to issue the Tranche 2 Barraba Placement

Shares, the Company will be required to repay $85,000 paid to it by investors under the Barraba Placement.

Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Barraba Placement Shares.

4.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

(a) the Tranche 2 Barraba Placement Shares will be issued to professional and sophisticated investors who are clients of Empire Capital. The recipients were identified through a bookbuild process in connection with the Barraba Placement, details of which are set out in Section 3.3. None of the recipients will be related parties of the Company;

(b) the maximum number of Tranche 2 Barraba Placement Shares to be issued is 8,500,000. The Tranche 2 Barraba Placement Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Tranche 2 Barraba Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Tranche 2 Barraba Placement Shares will occur on the same date.

(d) the issue price of the Tranche 2 Barraba Placement Shares will be $0.01 per Tranche 2 Barraba Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Barraba Placement Shares;

(b) the purpose of the issue of the Tranche 2 Barraba Placement Shares is to raise capital, which the Company intends to apply toward exploration at the Barraba Copper Project and for working capital;

(e) the Tranche 2 Barraba Placement Shares are not being issued under an agreement;

(f) the Tranche 2 Barraba Placement Shares are not being issued under, or to fund, a reverse takeover; and

(g) a voting exclusion statement is included in Resolution 4 of the Notice.

4.4 Dilution

Assuming no Options are exercised, no convertible securities are converted or other Shares issued and the maximum number of Tranche 2 Barraba Placement Shares are issued, the number of Shares on issue would increase from 382,500,000 (being the number of Shares on issue as at the date of this Notice) to 391,000,000 and the shareholding of existing Shareholders would be diluted by 2.17%.

5. RESOLUTION 5 – APPROVAL TO ISSUE OPTIONS – BARRABA PLACEMENT OPTIONS

5.1 General

The Company has agreed to issue 65,000,000 attaching Options in connection with the Barraba Placement (**Barraba Placement Options**).

As summarised in Section 2.1 above, 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 the Barraba Placement Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

The Terms and conditions of the Barraba Placement Options are set out in Schedule 2.

5.2 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Barraba Placement Options. In addition, the issue of the Barraba Placement Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Barraba Placement Options or will need to issue the Barraba Placement Options out of its 15% placement capacity assuming Resolution 2 is passed. In the event the Company is unable to issue the Barraba Placement Options immediately following the Meeting, it is the Company's intention to issue the Barraba Placement Options to investors under the Barraba Placement once it has capacity to do so under Listing Rule 7.1.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Barraba Placement Options.

5.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

(a) the Barraba Placement Options will be issued to professional and sophisticated investors who are clients of Empire Capital. The recipients were identified through a bookbuild process in connection with the Barraba Placement, details of which are set out in Section 3.3. None of the recipients will be related parties of the Company;

(b) the maximum number of Barraba Placement Options to be issued is 65,000,000. The terms and conditions of the Barraba Placement Options are set out in Schedule 2;

(c) the Barraba Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Barraba Placement Options will occur on the same date.

(d) the Barraba Placement Options are attaching options and as such the Company will not receive any consideration for the issue of the Barraba Placement Options (other than in respect of funds received on exercise of the Options);

(e) the Barraba Placement Options are not being issued under an agreement;

(f) the Barraba Placement Options are not being issued under, or to fund, a reverse takeover; and

(g) a voting exclusion statement is included in Resolution 5 of the Notice.

6. RESOLUTION 6 – APPROVAL TO ISSUE SHARES – SANTA TERESA ACQUISITION

6.1 General

The Company has entered into the HOA for the Santa Teresa Acquisition, the material terms of which are summarised in Item 2 of Schedule 1. A summary of the consideration payable under the HOA, together with the milestones applicable to such consideration, is set out in Section 1.2.

The Company has been granted a waiver of Listing Rule 7.3.4, which will enable the Company to issue Shares as Secondary Consideration (**Secondary Consideration Shares**) in consideration for the Santa Teresa Acquisition outside of the period of 3 months following the date of the Meeting in the event that Shareholders pass Resolution 6. The waiver is conditional upon;

(a) the Secondary Consideration Shares being issued within 30 months of the Meeting;

(b) the milestone for the issue of the Secondary Consideration Shares not being varied;

(c) the maximum number of Secondary Consideration Shares to be issued being calculated based upon the 20 day trading volume weighted average price of the ordinary shares on ASX immediately prior to the applicable issue date, subject to a minimum price of A$0.025, and using a fixed US$:A$ exchange rate of US$0.69:A$1 and this being stated in the Notice, along with adequate details regarding the potential dilution;

(d) for any annual reporting period during which any of the Secondary Consideration Shares have been issued or any of them remain to be issued, the Company's annual report sets out the number of Secondary Consideration Shares issued in that annual reporting period, the number of Secondary Consideration Shares that remain to be issued and the basis on which the Secondary Consideration Shares may be issued;

(e) in any half year or quarterly report for a period during which any of the Secondary Consideration Shares have been issued or remain to be issued, the Company must include a summary statement of the number of Secondary Consideration Shares issued during the reporting period, the number of Secondary Consideration Shares that remain to be issued and the basis on which the Secondary Consideration Shares may be issued; and

(f) the Notice containing the full terms and conditions of the Secondary Consideration Shares as well as the conditions of the waiver.

As summarised in Section 2.1, 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 the Santa Teresa Acquisition Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

6.2 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Santa Teresa Acquisition Shares. In addition, the issue of the Santa Teresa Acquisition Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Santa Teresa Acquisition.

Resolution 6 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Santa Teresa Acquisition Shares.

6.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

(a) the Santa Teresa Acquisition Shares will be issued to EARL who is not a related party of the Company;

(b) the maximum number of Santa Teresa Acquisition Shares to be issued is outlined in Section 1.2 above, being 40,000,000 Shares (being Shares to the value of $1,000,000 at a deemed issue price of $0.025 per Share), plus such number of Shares as have a value of $1,000,000 at an issue price being the greater of $0.025 and the volume weighted average price of Comet shares over the 20 trading days prior to issue of the shares, and will be capped at 19.9% of the issued capital in the Company at the time the relevant Shares are issued. The Santa Teresa Acquisition Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Shares issued as Initial Consideration will be issued within 3 months following the date of the Meeting;

(d) the Shares issued as Secondary Consideration will be issued upon satisfaction of the milestone set out in Section 1.2, which will be no later than 30 months after the date of the Meeting in accordance with the waiver granted to the Company by ASX, details of which are set out in Section 6.1 above (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated that the Santa Teresa Acquisition Shares will be issued progressively upon satisfaction of the relevant milestones;

(e) the Initial Consideration will be issued at an issue price of $0.025;

(f) the Secondary Consideration will be issued at an issue price equal to the 20 day trading volume weighted average price of the ordinary shares on

ASX immediately prior to the applicable issue date, subject to a minimum price of A$0.025;

(g) the purpose of the issue of the Santa Teresa Acquisition Shares is to satisfy the Company's obligations for the Santa Teresa Acquisition;

(h) the Santa Teresa Acquisition Shares are being issued to EARL under the HOA. A summary of the material terms of the HOA is set out in Item 2 of Schedule 1;

(i) the Santa Teresa Acquisition Shares are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is included in Resolution 6 of the Notice.

6.4 Dilution

Set out below is a worked example of the number of Santa Teresa Acquisition Shares that may be issued under Resolution 6 based on assumed issue prices of $0.025, $0.05 and $0.10 per Secondary Consideration Share based on the price floor agreed to by the Company and EARL on 14 July 2020, a 50% increase and a 100% increase to the Price Floor.

Assumed issue price of Secondary Consideration	Maximum number of Shares which may be issued[1]	Current Shares on issue as at the date of this Notice [2]	Number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 6 [3]	Dilution effect on existing Shareholders
$0.025	80,000,000	382,500,000	462,500,000	17.30%
$0.05	60,000,000	382,500,000	442,500,000	13.56%
$0.10	50,000,000	382,500,000	432,500,000	11.56%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 382,500,000 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 6 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ. Further, the number of Santa Teresa Acquisitions Shares to be issued to EARL will be reduced to the extent that it would result in EARL being issued in excess of 19.9% of Shares on issue on the relevant date.

7. RESOLUTION 7 – APPROVAL TO ISSUE SHARES – EMPIRE ACQUISITION FEES

7.1 General

The Company has entered into a mandate with Empire Capital (**Empire Capital Mandate**) under which Empire Capital will be entitled to the fees set out in Section 1.4 in connection with the Santa Teresa Acquisition and Raptor Financing.

A summary of the Company's mandate with Empire Capital and a table summarising the fees payable to Empire Capital, together with a valuation of those fees, is set out in Item 3 of Schedule 1.

Resolution 7 seeks Shareholder approval for the issue of:

(a) 5,263,158 Shares, being Shares to the value of $60,000 to which Empire Capital became entitled upon the Company executing the HOA; and

(b) Up to 2,100,000 Shares, being Shares to the value of $52,500 being equal to 3% of the consideration payable for the Company's initial 50% interest under the Santa Teresa Acquisition, to which Empire Capital becomes entitled contemporaneous with the Company acquiring its initial 50% interest in the Santa Teresa Gold Project.

Empire Capital is entitled to elect to receive the fees payable under paragraph (b) above through either cash or Shares. The Company is seeking Shareholder approval for the issue of these Shares to give the Company flexibility to pay these fees through the issue of Shares, which the Company considers is in the best interest of Shareholders as it will enable the Company to preserve its cash for exploration and development activities on its projects.

As summarised in Section 2.1 above, 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 the Shares does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the Company will be able to proceed with the issue of Shares to Empire Capital under the Empire Mandate in payment of Empire Capital's fees in connection with the Santa Teresa Acquisition. In addition, the issue of the Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of Shares to Empire Capital as fees in connection with the Santa Teresa Acquisition. Should this occur, the Company will be required to make cash payments to Empire Capital in payment of these fees.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of Shares to Empire Capital under the Empire Mandate.

7.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

(a) the Shares will be issued to Empire Capital, who is not a related party of the Company;

(b) the maximum number of Shares to be issued is:

(i) 5,263,158 Shares, in satisfaction of the $60,000 payment to which Empire Capital became entitled upon the Company's execution of the HOA; and

(ii) 2,100,000 Shares, in satisfaction of the $52,500 payment to which Empire Capital becomes entitled to upon the Company acquiring 50% of the Project;

(c) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(d) 5,263,158 Shares will be issued immediately following the Meeting, with the balance of Shares to be issued contemporaneous with the Company's acquisition of interests in the Santa Teresa Gold Project, as set out in Section 1.2, with up to 2,100,000 Shares to be issued upon the Company acquiring a 50% interest in the Santa Teresa Gold Project, which will be issued within 3 months following the date of the Meeting and it is anticipated that the Shares will be issued progressively upon satisfaction of the relevant milestones;

(e) the Shares will be issued at a deemed issue price equal to:

(i) in respect of the Shares Empire Capital became entitled upon the Company executing the HOA, a deemed issue price of $0.0114 being the 20-day VWAP prior to the date the HOA was executed; and

(ii) in respect of the balance of the Shares, the greater of $0.025 and the 20-day VWAP prior to issue;

(f) the purpose of the issue of Shares is to satisfy the Company's obligations under the Empire Mandate in connection with the Company's fees payable in connection with the Santa Teresa Acquisition, the material terms of which are summarised in Item 3 of Schedule 1;

(g) the Shares are not being issued under, or to fund, a reverse takeover; and

(h) a voting exclusion statement is included in Resolution 7 of the Notice.

7.4 Dilution

Set out below is a worked example of the number Empire Acquisition Fee Shares that may be issued under Resolution 7, incorporating the initial $60,000 fee payable upon execution of the HOA (at $0.0114 per Share) and the issue of Shares contemporaneous with the the issue of Initial Consideration Shares, based on assumed issue prices of $0.025 (the floor price), $0.05 and $0.10 per Share, in satisfaction of the $52,500 payment to which Empire Capital becomes entitled upon the Company acquiring 50% of the Project.

Assumed issue price of $52,500 Payment to Empire	Maximum number of Shares which may be issued [1]	Current Shares on issue as at the date of this Notice [2]	Number of Shares on issue assuming the Company issued the maximum amount pursuant to Resolution 7 [3]	Dilution effect on existing Shareholders
$0.025	7,363,158	382,500,000	389,863,158	1.89%
$0.05	6,313,158	382,500,000	388,813,158	1.62%
$0.10	5,788,158	382,500,000	388,288,158	1.49%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 382,500,000 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 7 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

8. RESOLUTION 8 – APPROVAL TO ISSUE SHARES AND OPTIONS – EMPIRE FINANCING FEES

8.1 General

Under the Empire Mandate, the Company has agreed to pay fees to the value of 6% of the total value of the Raptor Financing, payable in Shares at an issue price being the greater of $0.025 and the 20-day VWAP prior to issue, with an attaching Option, payable as follows:

(a) upon the initial US$6,000,000 under the Raptor Financing becoming available, Shares to the value of US$360,000 with one Option (exercisable at a 30% premium to the issue price of Shares on or before 30 June 2023) for each Shares issued; and

(b) upon subsequent drawdowns of funds under the Raptor Financing, Shares to the value of 6% of the drawdown with one Option (exercisable at a 30% premium to the issue price of Shares on or before the date that is 2 years from the date of issue) for each Shares issued (**Subsequent Drawdown Securities**).

A summary of the material terms and conditions of the Empire Mandate is set out in Item 3 of Schedule 1.

As summarised in Section 2.1 above, 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 Shares and Options under the Empire Mandate in connection with the Raptor Financing does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

8.2 Technical information required by Listing Rule 14.1A

If Resolution 8 is passed, the Company will be able to proceed with the issue of Shares and Options to Empire Capital in accordance with the terms of the Empire Mandate in connection with the Raptor Financing. In addition, the issue of Shares and Options to Empire Capital will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 8 is not passed, the Company may be unable to proceed with the issue of Shares and Options to Empire Capital in accordance with the Empire Mandate in connection with the Raptor Financing. The Company will consider issuing the Shares and Options to Empire Capital using its placement capacity under Listing Rule 7.1, to the extent it is available at the time, or satisfying the fees payable to Empire Capital out of its cash reserves.

8.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 8:

(a) the Shares and Options will be issued to Empire, who are not related parties of the Company;

(b) the maximum number of Shares to be issued is 20,869,565 ;

(c) the maximum number of Options to be issued is one Option for every Share issued under paragraph (b) above;

(d) the terms and conditions of the Options to be issued to Empire Capital are set out in Schedule 3;

(e) the Shares and Options will be issued upon the Company becoming entitled to draw down on the first US$6,000,000 under the Raptor Financing, up to 20,869,565 Shares with an aggregate value of US$360,000, together with one Option for every Share issued, which will be issued within 3 months following the date of the Meeting;

(f) the Shares will be issued at a deemed issue price being the greater of $0.025 and the 20-day VWAP prior to issue and the Options will be issued at a nil issue price, in consideration for services provided by Empire in connection with the Raptor Financing;

(g) the consideration payable to Empire Capital will be converted to Australian Dollars at the agreed conversion rate of $1USD: $0.69AUD;

(h) the purpose of the issue of the Shares and Options to Empire Capital is to satisfy the Company's obligations under the Empire Mandate, the material terms of which are set out in Item 3 of Schedule 1;

(i) the Shares and Options to Empire Capital are not being issued under, or to fund, a reverse takeover; and

(j) a voting exclusion statement is included in Resolution 8 of the Notice.

8.4 Dilution

Set out below is a worked example of the number Empire Financing Fee Shares that may be issued under Resolution 8 based on assumed issue prices of of $0.025, $0.05 and $0.10 per Empire Financing Fee Shares based on the price floor agreed to by the Company and Empire Capital on 16 July 2020, a 50% increase and a 100% increase to the Price Floor.

Assumed issue price	Maximum number of Shares which may be issued [1]	Current Shares on issue as at the date of this Notice [2]	Number of Shares on issue assuming the Company issued the maximum amount of Empire Financing Fee Shares [3]	Dilution effect on existing Shareholders
$0.025	20,869,565	382,500,000	403,369,565	5.17%
$0.05	10,434,783	382,500,000	392,934,783	2.66%
$0.10	5,217,391	382,500,000	387,717,391	1.35%

Notes:

1. Rounded to the nearest whole number.
2. There are currently 382,500,000 Shares on issue as at the date of this Notice and this table assumes no Options are exercised, no convertible securities converted or additional Shares issued, other than the maximum number of Shares which may be issued pursuant to Resolution 8 (based on the assumed issue prices set out in the table).
3. The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.
4. Please note, the value and quantity of share and option based fees could be potentially lower through increased VWAP.

9. RESOLUTIONS 9 TO 12 – ISSUE OF OPTIONS TO RELATED PARTIES

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue up to an aggregate of 21,000,000 Options (**Related Party Options**) to Directors, Matthew O'Kane, Alex Molyneux, David Prentice and Hamish Halliday (or their nominees) (**Related Parties**) on the terms and conditions set out below.

Resolutions 9 to 12 seek Shareholder approval for the issue of the Related Party Options to the Related Parties.

9.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Related Party Options to the Related Parties constitutes giving a financial benefit and each of the Related Parties is a related party of the Company by virtue of being a Director.

As the Related Party Options are proposed to be issued to all of the Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Options. Accordingly, Shareholder approval for the issue of Related Party Options to the Related Parties is sought in accordance with Chapter 2E of the Corporations Act.

9.3 Listing Rule 10.11

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

10.11.1 a related party;

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

10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;

10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or

10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of Related Party Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 9 to 12 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11.

9.4 Technical information required by Listing Rule 14.1A

If Resolutions 9 to 12 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Related Parties within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Related Party Options (because approval is being obtained under Listing Rule 10.11), the issue of the Related Party Options will not use up any of the Company's 15% annual placement capacity.

If Resolution 9 to 12 are not passed, the Company will not be able to proceed with the issue of the Related Party Options.

9.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 9 to 12:

(a) the Related Party Options will be issued to the following persons:

(i) Matthew O'Kane (or their nominee) pursuant to Resolution 9;

(ii) Alex Molyneux (or their nominee) pursuant to Resolution 10;

(iii) David Prentice (or their nominee) pursuant to Resolution 11; and

(iv) Hamish Halliday (or their nominee) pursuant to Resolution 12,

each of whom falls within the category set out in Listing Rule 10.11.1 by virtue of being a Director;

(b) the maximum number of Related Party Options to be issued to the Related Parties (being the nature of the financial benefit proposed to be given) is 21,000,000 comprising:

(i) 12,000,000 Related Party Options to Matthew O'Kane (or his nominee) pursuant to Resolution 9;

(ii) 3,000,000 Related Party Options to Alex Molyneux (or his nominee) pursuant to Resolution 10;

(iii) 3,000,000 Related Party Options Mr David Prentice (or his nominee) pursuant to Resolution 11; and

(iv) 3,000,000 Related Party Options Mr Hamish Halliday (or his nominee) pursuant to Resolution 12.

(c) the terms and conditions of the Related Party Options are set out in Schedule 4;

(d) the Related Party Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Related Party Options will occur on the same date;

(e) the issue price of the Related Party Options will be nil. The Company will not receive any other consideration in respect of the issue of the Related Party Options (other than in respect of funds received on exercise of the Related Party Options);

(f) the purpose of the issue of the Related Party Options is to provide a performance linked incentive component in the remuneration package for the Related Parties to align the interests of the Related Parties with those of Shareholders, to motivate and reward the performance of the Related Parties in their roles as Directors and to provide a cost effective way for the Company to remunerate the Related Parties, which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Related Parties;

(g) the Company has agreed to issue the Related Party Options to the Related Parties subject to Shareholder approval as it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options on the terms proposed.

(h) the number of Related Party Options to be issued to each of the Related Parties has been determined based upon a consideration of:

(i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;

(ii) the remuneration of the Related Parties; and

(iii) incentives to attract and ensure continuity of service/retain the service of the Related Parties who have appropriate knowledge and expertise, while maintaining the Company's cash reserves.

The Company does not consider that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed.

(i) the total remuneration package for each of the Related Parties for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

Related Party	Current Financial Year FY20	Previous Financial Year FY19
Mr Matthew O'Kane	$131,538	Nil
Mr Alex Molyneux	$39,693	$15,504
Mr David Prentice	$36,667	Nil
Mr Hamish Halliday	$75,000	$261,300

(j) the value of the Related Party Options and the pricing methodology is set out in Schedule 5;

(k) the Related Party Options are not being issued under an agreement;

(l) the relevant interests of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares[1]
Mr Matthew O'Kane	Nil
Mr Alex Molyneux	Nil
Mr David Prentice	683,333
Mr Hamish Halliday	9,400,000

Notes:

1. Fully paid ordinary shares in the capital of the Company.

(m) if the Related Party Options issued to the Related Parties are exercised, a total of 21,000,000 Shares would be issued. This will increase the number of Shares on issue from 382,500,000 (being the total number of Shares on issue as at the date of this Notice) to 403,500,000 (assuming that no Shares are issued and no convertible securities vest or are exercised) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 5.20%, comprising 2.97% by Mr Matthew O'Kane, 0.74% by Mr Alex Molyneux, 0.74% by Mr David Prentice and 0.74% by Mr Hamish Halliday;

The market price for Shares during the term of the Related Party Options would normally determine whether the Related Party Options are exercised. If, at any time any of the Related Party Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Related Party Options, there may be a perceived cost to the Company.

As at the date of this Notice, the Shares are trading on ASX at a price greater than the exercise price of the Related Party Options. The Board resolved to issue the Related Party Options, subject to Shareholder approval, on the terms and conditions set out in this Notice at a time when the Shares were trading on ASX at a price lower than the exercise price of the Related Party Options, but Shareholder approval has not been able to be obtained until this Meeting;

(n) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	0.03	4 June 2020
Lowest	0.008	26, 27, 30, 31 March, 1, 2, 3, 6 April 2020
Last	0.021	17 August 2020

(o) each Director has a material personal interest in the outcome of Resolutions 9 to 12 on the basis that all of the Directors (or their nominees) are to be issued Related Party Options should Resolutions 9 to 12 be passed. For this reason, the Directors do not believe that it is appropriate to make a recommendation on Resolutions 9 to 12 of this Notice;

(p) the Board is not aware of any other information that is reasonably required by Shareholders to allow them to decide whether it is in the best interests of the Company to pass Resolutions 9 to 12; and

(q) a voting exclusion statement is included in Resolutions 9 to 12 of the Notice.

10. RESOLUTION 13 – APPROVAL TO ISSUE SHARES – PELOTON CAPITAL SHARES

10.1 General

The Company has entered into an agreement to issue 3,000,000 Shares (**Peloton Shares**) in consideration for Peloton Capital agreeing to be engaged as advisor in respect of equity capital raisings undertaken by the Company in the 12 months commencing on 27 May 2020.

As summarised in Section 2.1 above, 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 the Peloton Shares does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1 so that it does not use up any of its 15% placement capacity under Listing Rule 7.1.

10.2 Technical information required by Listing Rule 14.1A

If Resolution 13 is passed, the Company will be able to proceed with the issue of the Peloton Shares. In addition, the issue of the Peloton Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 13 is not passed, the issue of the Peloton Shares can still proceed but it will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for 12 months following the issue. The Company's mandate with Peloton Capital requires that the Company issues the Peloton Shares upon it having capacity to do so. As such, the Peloton Shares will be issued to Peloton Capital regardless of whether Resolution 13 is passed.

Resolution 13 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Peloton Shares.

10.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 13:

(a) the Peloton Shares will be issued to Peloton Capital Pty Ltd who are not related parties of the Company;

(b) the maximum number of Peloton Shares to be issued is 3,000,000. The Peloton Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;

(c) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Peloton Shares will occur on the same date.

(d) the Peloton Shares will be issued at a nil issue price, in consideration for Peloton Capital agreeing to act as advisor in respect of capital raising activities undertaken by the Company in the 12 months ending 26 May 2021;

(e) the purpose of the issue of the Peloton Shares is to satisfy the Company's obligations under the Peloton Capital Mandate;

(f) the Peloton Shares are being issued to Peloton under the Peloton Capital Mandate. A summary of the material terms of the Peloton Capital Mandate is set out in Section 1;

(g) the Peloton Shares are not being issued under, or to fund, a reverse takeover; and

(h) a voting exclusion statement is included in Resolution 13 of the Notice.

GLOSSARY

$ means Australian dollars.

Agreement has the meaning given to that word on page 8 of the Notice.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current 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.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependent of the member or the member's spouse;

(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;

(e) a company the member controls; or

(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Comet Resources Limited (ACN 060 628 202).

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Empire means Empire Capital Partners Pty Ltd (ACN 159 992 328).

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Ratification has the meaning given to that word on page 4 of the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

SCHEDULE 1 – SUMMARY OF AGREEMENTS

1. Barraba Acquisition Agreement

(a) **Consideration**

In consideration for the acquisition of an initial 80% interest in the Barraba Copper Project, the Company:

(i) paid $100,000 in cash (**Cash Consideration**) to the vendor, Mr Jonathan Downes (**Vendor**); and

(ii) issued to the Vendor 20,000,000 Shares (**Consideration Shares**).

In addition, the Company will be required to pay a further $50,000 to the Vendor on 15 October 2020.

(b) **Grant of Option**

The Vendor has granted the Company an option to acquire the remaining 20% interest in the Barraba Copper Project (**Option**). The Option may be exercised by the Company at any time within the 36 month period following settlement by the Company giving written notice to the Vendor of its intention to exercise the Option (**Notice**) and making a payment of $2,500,000 to the Vendor (or his nominees) within 60 days of the date of the Notice.

(c) **Joint Venture**

On and from the date of settlement, the Vendor and Company is deemed to have established a joint venture for the purpose of exploration and development of the Barraba Copper Project (**Joint Venture**), with the parties' respective interests set out below:

(i) the Company – 80%; and

(ii) the Vendor – 20%.

(d) **Post Settlement Obligations**

The Company has an obligation to expend a total amount of not less than $600,000 (excluding GST) (**Minimum Expenditure Condition**) on direct, 'in-ground' exploration activities on the Barraba Copper Project (**Approved Exploration Expenditure**) which shall include a minimum of 1,250m of Diamond or Reverse Circulation drilling (**Minimum Drilling Requirement**) within a period of 18 months from the date of settlement (**Minimum Expenditure Period**).

(i) where the Minimum Drilling Requirement and the Minimum Expenditure Condition are not satisfied by the Company in full on or before the expiry of the Minimum Expenditure Period, the Company's interest in the Assets will revert to zero.

(ii) where the Minimum Drilling Requirement is satisfied by the Company on or before the expiry of the Minimum Expenditure Period, but the Minimum Expenditure Condition is not satisfied by the Company on or before the expiry of the Minimum

Expenditure Period, the Purchaser can elect (in its sole and absolute discretion) to:

(A) make a payment to the Vendor of the amount of shortfall in the Minimum Expenditure Condition, with such payment to be made in cash or Shares (as agreed to by both Parties and the issue of such Shares is subject to all required shareholder approvals); or

(B) dilute its interest in the Assets on a pro-rata basis, calculated in accordance with the formula:

(Approved Exploration Expenditure / $600,000) * 80%

(e) **Free Carry and Decision to Mine**

(i) On and from the date of settlement, the Company will sole fund all costs incurred in connection with the activities of the Joint Venture and will free carry the Vendor's remaining Joint Venture Interest (**Remaining Interest**) until such time as a decision to mine is made (the **Free Carried Period**).

(ii) On and from a decision to mine being made, the Company and Vendor will contribute to all Joint Venture expenditure made or incurred in respect of the Joint Venture in proportion to their respective Joint Venture Interests, except that either the Vendor or Company may elect not to contribute to Joint Venture expenditure, in which case the Joint Venture Interest of the non-contributing Party will be subject to reduction by dilution on standard industry terms.

(iii) Where the Joint Venture Interest of either party dilutes to 5% or less, their Joint Venture Interest will convert to a 2% net smelter return royalty (on standard industry terms) and the Joint Venture will be at an end.

(f) **Manager**

The party with the largest Joint Venture Interest will be manager of the Joint Venture and its representative on the operating committee formed in respect of the Joint Venture (which will be comprised of a representative of each party) will have a casting vote.

2. Santa Teresa Heads of Agreement

(a) **Exclusivity Fee and Financing Payment**

Comet will pay:

(i) a non-refundable exclusivity fee of A$25,000 to EARL (**Exclusivity Fee**) on the date of execution of the HOA – this amount has been paid; and

(ii) A$275,000 to EARL on the date that US$6,000,000 under the Financing becomes available to the Company.

(b) **Consideration**

The consideration payable by the Company to EARL for the Acquisition will be comprised of:

(i) at Completion (defined below) and upon transfer of an initial 50% interest in the Project to the Company:

(A) the lesser of:

(I) A$1,000,000 worth Shares at an issue price of $0.025; and

(II) that number of Shares equal to 19.9% of the issued capital of the Company.

(B) A$200,000 payable in cash,

(together, the **Initial Consideration**).

(ii) upon a decision to mine being made by the Company and upon transfer of the final 50% interest in the Project to the Company:

(A) the lesser of:

(I) A$1,000,000 worth of Shares at a deemed issue price being the greater of $0.025 and the 20-day VWAP prior to issue; and

(II) that number of additional Shares so that the shareholding of EARL in the Company does not exceed 19.9% of the issued capital of the Company.

(B) A$1,000,000 payable in cash,

(together, the **Secondary Consideration**); and

(iii) upon production of the first 50,000 ounces of gold from the Project, A$1,000,000 payable in cash or Shares as agreed between the parties (the **Deferred Consideration**) – it is the Company's current intention to make this payment in cash,

(together, the **Consideration**).

(c) **Royalty**

In addition to the Consideration, the Company will grant a 1% net smelter royalty over all minerals produced from the existing concessions that comprise the Project to EARL on customary commercial terms.

(d) **Production Milestone**

Subject to the Financing being made available to the Joint Venture, in the event the Project has not been put into production within 24 months of Completion (subject to the 24 month period being adjusted in the event of any delay in the Financing being made available or for any force majeure events that are outside of Comet's control), the Project will

be transferred back to EARL (or its nominee/s) for nil consideration (**Production Milestone**).

(e) **Conditions Precedent**

The conditions precedent to completion of the transfer of an initial 50% interest in the Project to the Company (**Completion**) will include:

(i) completion by the Company to its satisfaction of all necessary due diligence investigations in respect of EARL and the Project;

(ii) execution of the Financing Agreement between the Company and Raptor and the Financing Agreement becoming unconditional;

(iii) execution of formal agreements between the Company and EARL to set out the formal terms of the Santa Teresa Acquisition, including a joint venture agreement that will remain in place until such time as the Company has acquired 100% of the Project; and

(iv) each of the parties obtaining all necessary regulatory and governmental approvals and third-party approvals, consents and/or waivers to give effect to Proposed Acquisition including any necessary shareholder approvals.

(f) **Area of Influence**

The Joint Venture will apply for concessions mutually agreed between the Company and EARL within an area of influence covering the San Marcos Dyke Swarm (**Area of Influence**).

(g) **Joint Venture**

Until such time as the final 50% interest in the Project is transferred to the Company, the Company and EARL will conduct operations at the Project by way of a joint venture arrangement, the form and structure of which will be determined during the due diligence period (**Joint Venture**).

3. Empire Mandate

The Company has entered into the Empire Mandate with Empire Capital under which Empire Capital has been engaged by the Company as corporate advisor in connection with merger and acquisition and financing transactions.

The Empire Mandate has a term of 12 months, expiring 25 May 2021, and can be terminated by the Company without cause and by Empire Capital in the event the Company is in material breach of its obligations under the Empire Mandate.

In the event that the Empire Mandate is terminated during the term, and the Company enters into a transaction with a counterparty introduced by Empire Capital during the term of the Empire Mandate within a period of 12 months following termination, Empire Capital will remain entitled to the fees payable under the Empire Mandate if a transaction with the party is consummated.

Set out below is a summary of the fees payable by the Company to Empire Capital in respect of the Santa Teresa Acquisition and Raptor Financing:

Fee Summary	Explanation	Number of Securities (US$6 million drawdown on financing)[5]	Value (US$6 million drawdown on financing)	Number of Securities (US$20 million drawdown on financing)[5]	Value (US$20 million drawdown on financing)
Item 1 - Share Based Fee[1]	$60,000 CRL shares at the 20-day VWAP on the day prior to execution of the Heads of Agreement	5,263,158 shares	$60,000	5,263,158 shares	$60,000
Item 2 - Share Based Fee (Acquisition)[2, 3]	Fees to the value of 3% of the value of the consideration payable for the Acquisition transaction in cash or shares at Empire's election, in two tranches based on the staged structuring of the acquisition (50% payable on the Company acquiring a 50% interest in the Santa Teresa Project and 50% payable upon the Company acquiring 100% of the Santa Teresa Project)	4,200,000 shares	$105,000	4,200,000 shares	$105,000
Item 3 - Share Based Fee (Financing)[2]	Upon entering into definitive transaction documents, 6% of the initial US$6 million to be made available under the Financing in shares (at the greater of $0.025 and the 20-day VWAP of the Company on the day prior to the execution of the documents), with an entitlement fees equal to 6% of amounts drawn down under the Financing at the greater of $0.025 and the 20-day VWAP of the shares on the day prior to the drawdown.	20,869,565 shares	$521,739	69,565,217 shares	$1,739,130
Item 4 - Option Based Fee (Financing)[4]	Upon entering into definitive transaction documents, an equivalent number of options to the number of shares issued under Item 3 above, exercisable at a 30% premium to the 20-day VWAP and expiring on 30 June 2023, with an entitlement to additional options upon drawdown of further amounts under the Financing (equal to the number of shares issued under Item 3 above and exercisable at a 30% premium to the 20 day VWAP prior to the drawdown and expiring 2 years following the date of issue.	20,869,565 options	$114,020	69,565,217 options	$380,066
TOTAL		**30,332,723 shares 20,869,565 options**	**$800,759**	**79,028,375 shares 69,565,217 options**	**$2,284,196**

Notes:

1. Value of share based fee component of $0.0114 per share.
2. Value of share based fee component of $0.025 per share.
3. Note that this fee is payable in cash or shares at Empire Capital's election.

4. In respect of unquoted Equity Securities, the value of Options is measured using the Black-Scholes methodology. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected future volatility of the underlying Share, the expected dividend yield and the risk free interest rate for the term of the Option.

5. Please note, the value and quantity of share and option based fees could be potentially lower through increased VWAP.

4. Peloton Capital Mandate

The Company has entered into the Peloton Capital Mandate with Peloton Capital under which Peloton Capital has been engaged as advisor in respect of any capital raising undertaken by the Company before 26 May 2021.

The Peloton Capital Mandate has a term of 12 months, expiring 26 May 2021, and can be terminated by the Company or Peloton in the event either party is in material breach of its obligations under the Peloton Capital Mandate.

Until 26 May 2022 Peloton Capital will have first right of refusal to act as the Company's lead financial advisor and capital markets advisor, lead placement agent, lead arranger, lead book-runner or lead manager, in respect to any actual or proposed:

(a) acquisition or disposal transactions which the company will engage a financial advisor;

(b) public or private offering of equity, equity linked, debt or asset securities; or

(c) coin offering, ACO or similar tokenized capital raising.

In consideration for Peloton Capital agreeing to provide these services, Peloton Capital will receive 3,000,000 Shares in the Company. Further the Company will pay Peloton Capital $6,000 per month to be paid either in cash or fully paid ordinary shares (priced at the Company's 20 Day VWAP preceding settlement) at the election of the Company.

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

The amount payable upon exercise of the Options will be $0.02 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the

Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF EMPIRE OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

The amount payable upon exercise of the Options will be a 30% premium to the issue price of Shares issued in respect of the relevant tranche of Options (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on:

(i) in respect of the Options to be issued upon the initial US$6,000,000 under the Raptor Financing becoming available, 30 June 2021; and

(ii) in respect of the Options to be issued on subsequent drawdowns under the Raptor Financing, the date that is 2 years from the date of issue,

(**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

The amount payable upon exercise of 50% of the Options will be $0.018 and $0.022 on the other 50% of Options (**Exercise Price**). Each director will receive equal number of options with $0.018 and $0.022 exercise price.

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2023 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 10 Business Days after the Exercise Date, the Company will:

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 5 – VALUATION OF DIRECTOR OPTIONS

Quantity	Class	Recipient	Issue price and discount to Market Price (if applicable)	Option Valuation
12,000,000	Related Party Options to be issued on the terms and conditions as set out in Schedule 4	Matthew O'Kane (or their nominee) pursuant to Resolution 9	No issue price (non-cash consideration).	Current value (6,000,000 options exercisable at $0.018 expiring 30 June 2023 = $29,858 Current value (6,000,000 options exercisable at $0.022 expiring 30 June 2023 = $26,728
3,000,000	Related Party Options to be issued on the terms and conditions as set out in Schedule 4	Alex Molyneux (or their nominee) pursuant to Resolution 10	No issue price (non-cash consideration).	Current value (1,500,000 options exercisable at $0.018 expiring 30 June 2023 = $7,464 Current value (1,500,000 options exercisable at $0.022 expiring 30 June 2023 = $6,682
3,000,000	Related Party Options to be issued on the terms and conditions as set out in Schedule 4	David Prentice (or their nominee) pursuant to Resolution 11	No issue price (non-cash consideration).	Current value (1,500,000 options exercisable at $0.018 expiring 30 June 2023 = $7,464 Current value (1,500,000 options exercisable at $0.022 expiring 30 June 2023 = $6,682
3,000,000	Related Party Options to be issued on the terms and conditions as set out in Schedule 4	Hamish Halliday (or their nominee) pursuant to Resolution 12	No issue price (non-cash consideration).	Current value (1,500,000 options exercisable at $0.018 expiring 30 June 2023 = $7,464 Current value (1,500,000 options exercisable at $0.022 expiring 30 June 2023 = $6,682

Notes:

In respect of unquoted Equity Securities, the value of Options is measured using the Black-Scholes methodology. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected future volatility of the underlying Share, the expected dividend yield and the risk free interest rate for the term of the Option.

COMET RESOURCES

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 Comet Resources Limited and entitled to attend and vote hereby:

STEP 1

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 1176 Hay Street, West Perth, Western Australia on 21 September 2020 9.00 am (WST)** and at any adjournment or postponement of that Meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 9, 10, 11, & 12 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business.

STEP 2

VOTING DIRECTIONS

Resolutions		For	Against	Abstain*
1	RATIFICATION OF PRIOR ISSUE - LISTING RULE 7.1 - BARRABA CONSIDERATION SHARES	☐	☐	☐
2	RATIFICATION OF PRIOR ISSUE – LISTING RULE 7.1 – TRANCHE 1 BARRABA PLACEMENT SHARES	☐	☐	☐
3	RATIFICATION OF PRIOR ISSUE – LISTING RULE 7.1A - TRANCHE 1 BARRABA PLACEMENT SHARES	☐	☐	☐
4	APPROVAL TO ISSUE SHARES – TRANCHE 2 BARRABA PLACEMENT SHARES	☐	☐	☐
5	APPROVAL TO ISSUE OPTIONS – BARRABA PLACEMENT OPTIONS	☐	☐	☐
6	APPROVAL TO ISSUE SHARES – SANTA TERESA ACQUISITION	☐	☐	☐
7	APPROVAL TO ISSUE SHARES – EMPIRE ACQUISITION FEES	☐	☐	☐
8	APPROVAL TO ISSUE SHARES AND OPTIONS – EMPIRE FINANCING FEES	☐	☐	☐
9	ISSUE OF OPTIONS TO RELATED PARTY – MR MATTHEW O'KANE	☐	☐	☐
10	ISSUE OF OPTIONS TO RELATED PARTY – MR ALEX MOLYNEUX	☐	☐	☐
11	ISSUE OF OPTIONS TO RELATED PARTY – MR DAVID PRENTICE	☐	☐	☐
12	ISSUE OF OPTIONS TO RELATED PARTY – MR HAMISH HALLIDAY	☐	☐	☐
13	APPROVAL TO ISSUE SHARES - PELOTON CAPITAL SHARES	☐	☐	☐

* 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 3

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.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 9, 10, 11, & 12, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 9, 10, 11, & 12.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them 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 they see 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 to 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 9.00 am (WST) on 19 September 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