
CLASSIC MINERALS LIMITED

ACN 119 484 016

**NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY
STATEMENT**

TIME: 11.00am WST

DATE: Monday, 16th November 2020

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

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

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

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Classic Minerals Limited which this Notice of Meeting relates to will be held at 11.00am WST on Monday, 16 November 2020 at:

Sugar Room, Ibis Hotel, 334 Murray Street, PERTH WA 6000
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YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

- (a) send the proxy form by post to Classic Minerals Limited, PO Box 1318, Wangara DC WA 6947; or
- (b) send the proxy form by facsimile to Advanced Share Registry on facsimile number (08) 9389 7871, or
- (c) send the proxy form by post to Advanced Share Registry Limited, PO Box 1159, Nedlands, Western Australia, 6009. So that it is received not later than 11.00am WST on Saturday, 14 November 2020.

Proxy forms received later than this time will be invalid.

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

- Each member has a right to appoint a proxy;
- The proxy need not be a member of the company; and
- A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2

proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise half of the votes.

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

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Voting exclusion statements

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

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

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

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

Resolution	Nature of resolution	Persons excluded from voting
1	Adoption of Remuneration Report	A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member
4	Ratification of issue of Shares	James Passaris or any associate of James Passaris
5	Ratification of issue of Shares	Craig Martin or any associate of Craig Martin.
6	Ratification of issue of Shares	Stock Assist Group Pty Ltd or any associate of Stock Assist Group Pty Ltd.
7	Ratification of issue of Shares	Jasford Enterprises Pty Ltd or any associate of Jasford Enterprises Pty Ltd.
8	Ratification of issue of Shares	Foskin Pty Ltd or any associate of Foskin Pty Ltd
9	Ratification of issue of Shares	James Passaris or any associate of James Passaris
10	Ratification of issue of Shares	Greywood Holdings Pty Ltd or any associate of Greywood Holdings Pty Ltd
11	Ratification of issue of Shares	Gurindji Pty Ltd or any associate of Gurindji Pty Ltd
12	Ratification of issue of Shares	Beirne Trading Pty Ltd or any associate of Beirne Trading Pty Ltd
13	Ratification of issue of Options	Whead Pty Ltd or any associate of Whead Pty Ltd.

In respect of Resolution 1, the Company will also disregard any votes cast on that Resolution by any Key Management Personnel of the Company, or a closely related party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on the Resolution.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2020 Annual General Meeting of Shareholders of Classic Minerals Limited will be held at the Sugar Room, Ibis Hotel, 334 Murray Street, Perth WA 6000 at 11.00am WST on Monday, 16 November 2020.

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at the close of business on Saturday 14 November 2020.

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

AGENDA

ORDINARY BUSINESS:

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the financial report of the Company for the year ended 30 June 2020, together with the Declaration of the Directors, Directors' report, the Remuneration Report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report (Non-binding)

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2020."

Short Explanation: The Corporations Act provides that a resolution that the remuneration report be adopted must be put to a vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2 – Election of Stephen John O'Grady

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 14.4, section 11.4 of the Constitution and for all other purposes, Stephen John O'Grady who has been appointed by the directors on 06 June 2020, retires as a director and being eligible, be elected as a director."

Resolution 3 – Re-election of John Hugh Lester

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

"That, for the purpose of ASX Listing Rule 14.4, section 11.3 of the Constitution and for all other purposes that Mr. John Hugh Lester retires as a director and being eligible, be elected as a director."

NOTICE OF ANNUAL GENERAL MEETING

Resolution 4 – Ratification of Prior Issue of Shares to James Passaris

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

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

Resolution 5 – Ratification of Prior Issue of Shares to Craig Martin

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

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

Resolution 6 – Ratification of Prior Issue of Shares to Stock Assist Group Pty Ltd

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

“That the issue of 56,122,449 Shares to Stock Assist Group Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Resolution 7 – Ratification of Prior Issue of Shares to Jasford Enterprises Pty Ltd

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

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

Resolution 8 – Ratification of Prior Issue of Shares to Foskin Pty Ltd

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

“That the issue of 16,700,000 Shares to Foskin Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Resolution 9 – Ratification of Prior Issue of Shares to James Passaris

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

“That the issue of 10,355,000 Shares to James Passaris is approved under and for the purposes of Listing Rule 7.4.”

Resolution 10 – Ratification of Prior Issue of Shares to Greywood Holdings Pty Ltd

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

“That the issue of 12,000,000 Shares to Greywood Holdings Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Resolution 11 – – Ratification of Prior Issue of Shares to Gurindji Pty Ltd

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

“That the issue of 13,645,000 Shares to Gurindji Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

Resolution 12 – – Ratification of Prior Issue of Shares to Beirne Trading Pty Ltd

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

“That the issue of 150,000,000 Shares to Beirne Trading Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

NOTICE OF ANNUAL GENERAL MEETING

Resolution 13 – – Ratification of Prior Issue of Options to Whead Pty Ltd

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

“That the issue of 75,000,000 Options to Whead Pty Ltd is approved under and for the purposes of Listing Rule 7.4.”

DATED: 19 October 2020

BY ORDER OF THE BOARD

**John Lester
DIRECTOR
CLASSIC MINERALS LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the 2020 Annual General Meeting of Classic Minerals Limited to be held at the Ibis Hotel, Sugar Room, 334 Murray Street, Perth at 11.00am WST on Monday, 16 November 2020.

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

FINANCIAL STATEMENTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. Resolution 1 – Adoption of Remuneration Report (non-binding resolution)

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution to Shareholders that the remuneration report be adopted at the Annual General Meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Pursuant to section 250R of the Corporations Act, the Company is required to put the Remuneration Report to a vote of Shareholders. The Annual Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors, the Managing Director and other Key Management Personnel.

The Annual Report is available on the Company's website at www.classicminerals.com.au.

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders. However, in addition, the Corporations Act now provides that if the Company's remuneration report resolution receives a "no" vote of 25% or more of votes cast at the Meeting, the Company's subsequent remuneration report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, the Corporations Act now sets out a 'two strikes' re-election process. Under the 'two strikes' re-election process, if the Company's remuneration report receives a 'no' vote of 25% or more of all votes cast at two consecutive annual general meetings (that is, 'two strikes'), a resolution (the 'spill resolution') must be put to the second annual general meeting, requiring Shareholders to vote on whether the Company must hold another general meeting (known as the 'spill meeting') to consider the appointment of all of the Directors who stand for re-appointment (other than the Managing Director). If the spill resolution is approved by a simple majority of 50% or more of the eligible votes cast, the 'spill meeting' must be held within 90 days of that second annual general meeting (unless none of the Directors, other than the Managing Director, stand for re-appointment).

Further information will be provided on the 'spill resolution' and 'spill meeting' for any annual general meeting at which the Company may face a 'second strike'.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

EXPLANATORY STATEMENT

2. Resolution 2 – Election of Stephen John O’Grady

Mr O’Grady was appointed by the directors to fill a casual vacancy and, being eligible, offers himself for re-election in accordance with ASX Listing Rule 14.4.

Stephen has contributed to the successful development of many mines, including a wealth of experience in the open cut and underground mining of gold. He has been the mining engineer for over 80 open cut mining projects and over 30 underground mining projects in the last two decades. His forte is in the pit design, optimization and mine planning space. He has studied the geology and created commensurate scoping and feasibility studies across five continents including due diligence work for Minjar Gold and various WA gold projects.

The Directors, other than Mr O’Grady, recommend that shareholders vote in favour of Resolution 2.

3. Resolution 3 – Re-election of John Hugh Lester

Mr Lester retires as a director and being eligible offers himself for Re-election.

Mr Lester has a degree in Physiology from Oxford University and was a member of the Institute of Investment Analysts in London. He started his career as a stockbroker with Joseph Sebag and Co in London specializing in mining companies including six months with Consolidated Goldfields. He joined Jardine Fleming and Company then Hong Kong’s largest investment bank as chief dealer and became a Director of that Company.

He was Head of Corporate Finance at Pembroke Securities in Sydney and later moved to Indonesia where he founded a paging company and several satellite and internet companies as well as arranging the underwriting of Jakarta’s first publicly listed mining company.

He joined the Board of Golden West Resources Limited and became Managing Director where he was responsible for the company raising more than \$60 million from Asian investors. He was Chairman of Yilgarn Infrastructure Ltd which was a major tenderer for building the Port of Oakajee having a fully funded bid with partners including China Rail, China Ports, Sinosteel Ansteel Bank of China and China Exim Bank. He was a founding Director and Chairman of publicly listed Coal Limited.

All the Directors, other than Mr Lester, recommend that shareholders vote in favour of Resolution 3.

4. Resolutions 4 – 13

4.1 Background

The Company issued 372,087,754 Securities without disclosure to investors and creditors under the exceptions provided in section 708 of the Corporations Act. The investors and creditors are not related parties of the Company. The Company had sufficient placement capacity under Listing Rule 7.1 for all the issues of Securities.

4.2 Corporations Act

None of the allottees the subject of Resolutions 4 to 13, in conjunction with any of their associates, hold, either before, during, or after any of the issues the subject of Resolutions 4 to 13, more than 20% of the issued capital of the Company.

4.3 Listing Rule 7.4

Resolutions 4 to 13 seek Shareholder ratification of issues of Securities pursuant to Listing Rule 7.4.

EXPLANATORY STATEMENT

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The issues of Shares to investors and creditors referred to above do not fit within any of these exceptions and, as those issues have not yet been approved by shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the dates of the issues of Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 4 to 13 seek shareholder approval for the issues of Equity Securities to investors and creditors under and for the purposes of Listing Rule 7.4.

If each of Resolutions 4 to 13 is passed, the issues of Securities to investors and creditors will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the issues of Securities to investors and creditors.

If any of Resolutions 4 to 13 is not passed, the Securities issued in respect of that Resolution will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities it can issue without shareholder approval over the 12-month period following the date of that issue of Securities.

The dilutionary effect (in the case of Resolutions that are passed) and the reduction in 15% capacity (in the case of Resolutions not passed) of each Resolution is set out in the table at section 4.4 below.

Relevant information for the purposes of the Listing Rules is provided at section 4.4 below.

EXPLANATORY STATEMENT

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

Resolution	Allottee	No. and class of securities	Dilutionary effect	Issue Price	Value	Date Issued	Purpose of Issue
4	James Passaris	15,306,122 Shares	0.115%	\$0.00196	\$30,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
5	Craig Martin	15,306,122 Shares	0.115%	\$0.00196	\$30,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
6	Stock Assist Group Pty Ltd	56,122,449 Shares	0.421%	\$0.00196	\$110,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
7	Jasford Enterprises Pty Ltd	7,653,061 Shares	0.057%	\$0.00196	\$15,000	23-07-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
8	Foskin Pty Ltd	16,700,000 Shares	0.125%	\$0.0020	\$33,400	23-07-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
9	James Passaris	10,355,000 Shares	0.078%	\$0.0020	\$20,710	23-07-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
10	Greywood Holdings Pty Ltd	12,000,000 Shares	0.090%	\$0.0020	\$24,000	23-07-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
11	Gurindji Pty Ltd	13,645,000 Shares	0.102%	\$0.0020	\$27,290	23-07-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
12	Beirne Trading Pty Ltd	150,000,000 Shares	1.125%	\$0.0020	\$300,000	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.
13	Whead Pty Ltd	75,000,000 Options	0.562%	\$0.0001	\$7,500	12-08-2020	Capital Raising. Funds applied for working capital at Forrestania gold project and Kat Gap.

The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

EXPLANATORY STATEMENT

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

The funds raised in the capital raisings the subject of Resolutions 4 - 7, 12 and 13 will be used for general working capital purposes and, in particular, exploration activities at the Company's Kat Gap project.

4.5 Voting Exclusion Statement

A voting exclusion statement is included in the Notice in respect of each of Resolutions 4 to 13.

Glossary

2020 Annual Report means the Company's annual report including the reports of the Directors and auditor and the financial statements of the Company for the year ended 30 June 2020, which can be downloaded from the Company's website at www.classicminerals.com.au

ASX means ASX Limited ACN 008 724 791.

Annual General Meeting or **Meeting** means the Annual General Meeting of the Company to be held on Monday 16 November 2020.

ASX Listing Rules or **Listing Rules** means the listing rules of the ASX as amended or replaced from time to time.

Board means the board of Directors.

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

Company or **Classic Minerals** means Classic Minerals Limited ACN119 484 016.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Key Management Personnel has the meaning given in Accounting Standard AASB 124 Related Party Disclosure.

Notice or **Notice of Meeting** means the notice of the Annual General Meeting accompanying this Explanatory Statement.

Option means an option to subscribe for a Share.

Proxy Form means the proxy form included with the Notice.

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" set out in the 2020 Annual Report.

Resolution means a resolution contained in the Notice.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time

Schedule 1

Terms & conditions of Options

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



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 ANNUAL GENERAL MEETING PROXY FORM

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

APPOINT A PROXY

☐ The Chair of the meeting

OR

☐

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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **at Sugar Room, Ibis Perth, 334 Murray Street, PERTH WA 6000 on 16 November 2020 at 11.00am 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is 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.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Election of Stephen John O'Grady	☐	☐	☐
3 Re-election of John Hugh Lester	☐	☐	☐
4 Ratification of Prior Issue of Shares to James Passaris	☐	☐	☐
5 Ratification of Prior Issue of Shares to Craig Martin	☐	☐	☐
6 Ratification of Prior Issue of Shares to Stock Assist Group Pty Ltd	☐	☐	☐
7 Ratification of Prior Issue of Shares to Jasford Enterprises Pty Ltd	☐	☐	☐
8 Ratification of Prior Issue of Shares to Foskin Pty Ltd	☐	☐	☐
9 Ratification of Prior Issue of Shares to James Passaris	☐	☐	☐
10 Ratification of Prior Issue of Shares to Greywood Holdings Pty Ltd	☐	☐	☐
11 Ratification of Prior Issue of Shares to Gurindji Pty Ltd	☐	☐	☐
12 Ratification of Prior Issue of Shares to Beirne Trading Pty Ltd	☐	☐	☐
13 Ratification of Prior Issue of Options to Whead Pty Ltd	☐	☐	☐

* 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.

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 Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

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:

- 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
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

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

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

CORPORATE REPRESENTATIVES

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

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

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

Joint Holding:

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

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am WST on 14 November 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