

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEST) on Monday, 15 August 2022**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>
or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

MAYUR RESOURCES LIMITED
(the "Company")
(Incorporated in the Republic of Singapore)
Registration No. 201114015W
ARBN 619 770 277

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the Company will be conducted in an on-line format on **Wednesday 17 August 2022, at 11.00 am Brisbane, Queensland time.**

Details of how to participate in the on-line meeting are set out on page 4 of this Notice of General Meeting.

The Explanatory Memorandum accompanying this Notice of General Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and Proxy Form are part of this Notice. The materials for the General Meeting can be accessed at: <https://www2.asx.com.au/markets/company/mrl>.

Terms and abbreviations used in this Notice of General Meeting and the attached Explanatory Memorandum and Proxy Form are defined in the Glossary at the end of the document.

ASX takes no responsibility for the contents of this Notice.

BUSINESS

1. Ratification of proposed future issue of Shares in connection with a Convertible Loan Facility entered into with Santos Ventures Pty Ltd

Resolution 1:

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 Rules 7.1 and 7.4 and for all other purposes, approval be given for the Company to agree to issue 38,786,149 Equity Securities at an issue price of \$0.1120 per Share in connection with a Convertible Loan Facility entered into with Santos Ventures Pty Ltd, as announced on 20 June 2022, as detailed in the Explanatory Memorandum".

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any Associates 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 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 providing the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
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2. Ratification of previous allotment of unlisted options in connection with a Convertible Loan Facility entered into with funds managed by Tribeca Investment Partners

Resolution 2:

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 Rules 7.1 and 7.4 and for all other purposes, approval be given for the issue of 10,000,000 unlisted options with a strike price of \$0.30 per unlisted option and an expiry date of 21 December 2024, in connection with Convertible Loan Facilities entered into with Equity Trustees Ltd as the responsible entity for Tribeca Global Natural Resources Fund ARSN 607 181 715 and Tribeca Global Natural Resources Limited ACN 627 596 418, as detailed in the Explanatory Memorandum”.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any Associates 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 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 providing the following conditions are met:
 - a. 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
 - b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
-

3. Ratification of previous allotment of unlisted options in connection with a Mandate Agreement entered into with Fivemark Partners

Resolution 3:

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 Rules 7.1 and 7.4 and for all other purposes, approval be given for the issue of 1,200,000 unlisted options with a strike price of \$0.45 per unlisted option, in connection with a Mandate Agreement entered into with Fivemark Partners, as detailed in the Explanatory Memorandum”.

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any Associates 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 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 providing the following conditions are met:
 - a. 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

- b. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

DATED 18 July 2022

By order of the Board.

A handwritten signature in blue ink, appearing to be 'C. Fear', written on a light blue background.

Mr Charles Fear
Chairman

HOW DO I PARTICIPATE IN THE GENERAL MEETING?

In light of current uncertainty and potential health risks associated with large gatherings, the General Meeting will be in an online format.

To participate in the General Meeting via on-line facility (which will be broadcast as a live webinar, facilitated by the Company's registry provider, Automic), Shareholders are required to pre-register in advance of the General Meeting at:

https://us02web.zoom.us/webinar/register/WN_b_zv9kHFTfy4mWqU8Jfpuw

Once registered for the virtual General Meeting, a confirmation email will be sent containing information on how to attend on the day of the Meeting. Shareholders will be able to vote (see the "Voting virtually at the General Meeting" section of this Notice of Meeting below) and ask questions at the Meeting.

Shareholders who are unable to, or who do not wish to, attend the General Meeting will be able to vote ahead of the General Meeting by submitting their Proxy Form. Shareholders and proxyholders will have the ability to ask questions during the General Meeting and to hear all of the discussion, subject to connectivity of their device.

Shareholders are also encouraged to submit questions in advance of the General Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at Kerry.parker@mayurresources.com by or before 11.00 am (Brisbane, Queensland Time) on Monday 15 August 2022.

VOTING VIRTUALLY AT THE GENERAL MEETING

Shareholders who wish to vote virtually on the day of the General Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the General Meeting to avoid any delays on the day of the General Meeting.

HOW DO I CREATE AN ACCOUNT WITH AUTOMIC?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I HAVE AN ACCOUNT WITH AUTOMIC, WHAT ARE THE NEXT STEPS?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the General Meeting:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
 2. Registration on the day: If registration for the virtual meeting is open (this will open 30 minutes before the start of the General Meeting), click on 'GM open for registration' and follow the steps.
 3. Live voting on the day: If live voting for the virtual meeting is open, click on 'GM open for voting' and follow the steps.
- For further information on the live voting process please see the Registration and Voting Guide at

<https://www.automicgroup.com.au/virtual-agms/>.

VOTING BY PROXY

A Proxy Form accompanies this Notice of Meeting and to be effective must be received at least 48 hours before the appointed time of the General Meeting at the Company's corporate registry:

Online: <https://investor.automic.com.au/#/loginsah>

By Post: C/- Automic Group, GPO Box 5193, Sydney NSW 2001

By Hand: Automic Group, Level 5, 126 Philip Street Sydney NSW 2000

By Email: meetings@automicgroup.com.au

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on +61 (0) 7 3157 4400.

Explanatory Memorandum

1. Introduction

This section is included in, and forms part of the Notice of General Meeting dated 18 July 2022 and should be read together with the Notice of General Meeting.

This Explanatory Memorandum contains an explanation of, and information on, the Resolutions to be put to Shareholders and considered at the General Meeting set out in the accompanying Notice of General Meeting to assist Shareholders on their decision on how they wish to vote on the Resolutions.

Shareholders should read this Explanatory Memorandum in full together with the accompanying Notice of General Meeting.

If you are in doubt about the action you should or should not take in relation to the Resolution, you should consult your financial or other professional adviser.

Words and expressions used in the Notice of General Meeting and in this Explanatory Memorandum are defined in the Glossary.

Unless otherwise stated, all currency amounts outlined in this Notice of General Meeting are expressed in Australian Dollars.

2. Resolution 1 – Ratification of proposed future issue of Shares in connection with a Convertible Loan Facility entered into with Santos Ventures Pty Ltd

2.1 General

Subject to specified exceptions, ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of convertible securities to Santos Ventures Pty Limited as described in section 2.2 below does not fit within any of the exceptions to ASX Listing Rule 7.1. As a result and because that issue has not yet been approved by Shareholders of the Company, it effectively uses up part of the 15% limit in ASX 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 the issue of the convertible securities to Santos Ventures Pty Limited.

Listing Rule 7.4 allows Shareholders of the Company to approve an issue of equity securities after it has been made or agreed to be made. If approved, 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.

If Resolution 1 is not approved and the issue of the Shares under the proposed future issue of shares is not ratified, this will reduce the Company's capacity to issue equity securities without Shareholder approval during the 12 month period following the issue of the Shares under the proposed future issue of shares.

2.2 Resolution 1 – Ratification of proposed future issue of Shares in connection with a Convertible Loan Facility entered into with Santos Ventures Pty Ltd

On 20 June 2022, Mayur Resources Limited announced that it had executed an Expression of Interest (EOI) with Santos Ventures Pty Ltd (Santos), a subsidiary of Santos Limited (ASX:STO), to jointly develop a portfolio of nature-based carbon offset projects in Papua New Guinea (Carbon Projects).

Nature-based offsets projects protect, transform or restore land. In this way, nature absorbs more CO2 emissions from the atmosphere. These projects can lead to the marketing, trading and sale of carbon credits.

Under the terms of the EOI, Mayur has agreed to provide Santos with an exclusive period of 180 days (Exclusivity Period) during which Santos and Mayur are to negotiate in good faith and if agreed, enter into binding transaction documents (Transaction Documents) to jointly develop Carbon Projects. The Carbon Projects focus on preserving 1.4 million hectares of pristine rainforest in Papua New Guinea through avoided deforestation. Phase 1 development is already being progressed which includes up to 800,000 hectares in the Western Province. The EOI includes a framework for the future commercialisation of the Carbon Projects contingent on executing Transaction Documents along with remaining confirmatory due diligence.

In addition, Santos has provided Mayur with a US\$3 million facility on 16 June 2022 to, amongst other

things, fund ongoing detailed feasibility and landholder consent work on the Carbon Projects. If the Transaction Documents are not entered before the conclusion of the Exclusivity Period, this loan will convert into 38,786,149 fully paid ordinary shares in the Company (Convertible Securities) based on a 30-day Volume Weighted Average Price (VWAP) calculated three years from the date of execution of the EOI.

Based on the 30 trading day VWAP for the 30 trading day period immediately prior to the execution of the facility of \$0.1120 per Share, this would result in a total of 38,786,149 Shares being issued.

The actual number of shares to be issued will be calculated at the time of conversion.

Under Mayur's current placement capacity limits, Mayur has sufficient capacity to issue 24,851,442 Shares.

As noted earlier, if the Transaction Documents are not entered before the conclusion of the Exclusivity Period (being 17 December 2022), the Convertible Securities issued under the loan facility on 16 June 2022 will convert on the date that is 5 business days after the third anniversary of the execution of the EOI (provided no shareholder approval is required) or such other date as the parties may agree to issue ordinary fully paid shares in Mayur based on a 30-day Volume Weighted Average Price (VWAP) calculated three years from the date of execution of the EOI (being 20 June 2025).

This resolution seeks approval for the issue of 38,786,149 convertible securities, which, as described above, could convert into fully paid ordinary shares in the Company. The Company will be able to rely on Listing Rule 7.2 Exception 9 in respect of the conversion of the convertible security into fully paid ordinary shares on 20 June 2025 without the need to obtain further approval of Shareholders.

3. Resolution 2 – Ratification of previous allotment of unlisted options in connection with a Convertible Loan Facility entered into with funds managed by Tribeca Investment Partners

3.1 General

Subject to specified exceptions, ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of unlisted options to Equity Trustees Ltd as the responsible entity for Tribeca Global Natural Resources Fund ARSN 607 181 715 and Tribeca Global Natural Resources Limited ACN 627 596 418 as described in section 3.2 below does not fit within any of the exceptions to ASX Listing Rule 7.1. As a result and because that issue has not yet been approved by Shareholders of the Company, it effectively uses up part of the 15% limit in ASX 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 the issue of options to Equity Trustees Ltd as the responsible entity for Tribeca Global Natural Resources Fund and Tribeca Global Natural Resources Limited.

Listing Rule 7.4 allows Shareholders of the Company to approve an issue of equity securities (including options) after they have been made or agreed to be made. If approved, 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.

If Resolution 2 is not approved and the issue of the unlisted options is not ratified, this will reduce the Company's capacity to issue equity securities without Shareholder approval during the 12 month period following the issue of the unlisted options.

3.2 Resolution 2 – Ratification of previous allotment of unlisted options in connection with a Convertible Loan Facility entered into with funds managed by Tribeca Investment Partners

On 20 December 2021, Mayur Resources Limited announced that it had executed Loan Facilities of \$3 million with Equity Trustees Ltd as the responsible entity for Tribeca Global Natural Resources Fund ARSN 607 181 715 and Tribeca Global Natural Resources Limited ACN 627 596 418, with a term of 2 years, with an interest rate of 8% per annum, with interest payable quarterly in arrears. The facilities were to be utilised for general corporate purposes and to progress Mayur's Carbon Estate projects to be verified under the United Nation's Reducing Emissions from Deforestation and Forest Degradation (REDD+) program in PNG.

The Loan Facilities had full option coverage via the issue of 10,000,000 3-year unlisted options over fully paid ordinary shares in the Company with a strike price of A\$0.30 per Share being a 50% premium to the December 2021 capital raise placement price of A\$0.20 cents per Share. Proceeds from the exercise of the options were to be intended to be used to repay the Loan Facility.

The unlisted options were issued to Equity Trustees Ltd as the responsible entity for Tribeca Global Natural

Resources Fund ARSN 607 181 715 and Tribeca Global Natural Resources Limited ACN 627 596 418 on 31 May 2022, and have an expiry date of 21 December 2024.

The \$3 million loan facility was repaid in full on 20 June 2022.

This resolution seeks approval by Shareholders for the issue of the 10,000,000 unlisted options with a 3 year term expiring on 21 December 2024, and a strike price of \$0.30 per Share.

4. Resolution 3 – Ratification of previous allotment of unlisted options in connection with a Mandate Agreement entered into with Fivemark Partners

4.1 General

Subject to specified exceptions, ASX Listing Rule 7.1 provides that a company must not, without the approval of the holders of its ordinary securities, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The issue of unlisted options to Fivemark Capital Pty Limited as described in section 4.2 below does not fit within any of the exceptions to ASX Listing Rule 7.1. As a result and because that issue has not yet been approved by Shareholders of the Company, it effectively uses up part of the 15% limit in ASX 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 the issue of options to Fivemark Capital Pty Limited.

Listing Rule 7.4 allows Shareholders of the Company to approve an issue of equity securities (including options) after they have been made or agreed to be made. If approved, 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.

If Resolution 3 is not approved and the issue of the unlisted options is not ratified, this will reduce the Company's capacity to issue equity securities without Shareholder approval during the 12 month period following the issue of the unlisted options.

4.2 Resolution 3 – Ratification of previous allotment of unlisted options in connection with a Mandate Agreement entered into with Fivemark Partners

On 23 February 2022, Mayur Resources Limited executed a Mandate Agreement with Fivemark Capital Pty Ltd (Fivemark) for the provision by Fivemark of strategic, investor relations, market and media communications advice services to the Company.

The agreement is for a period of 12 months which is capable of being extended by mutual agreement between the parties.

Mayur and Fivemark agreed on a fee structure comprising a cash component of \$5,500 plus GST per month, and an equity fee component comprising 1,200,000 unlisted options over fully paid ordinary shares in the Company with a strike price of \$0.45 per Share and an expiry date of 30 November 2024.

On the anniversary of the Commencement Date (defined below) for as long as the agreement remains in place, Fivemark will be issued additional equity/options component of the fee structure, the amount which will be reasonably agreed between the parties. As the number of options that will be issued in this regard is to be agreed on each anniversary and is not yet known, the issue of these unlisted options will not be covered by the Shareholder approval being sought via Resolution 3 and any later issue of unlisted options that is agreed between the Company and Fivemark will reduce the Company's capacity to issue equity securities during the 12 month period following the issue of such unlisted options unless further Shareholder approval is obtained once the number of options to be issued is known.

Either party may terminate the Mandate Agreement on giving 30 days notice. If the Mandate Agreement is terminated prior to six months after the Commencement Date, all base fees (see above for the cash component of the fee) payable to Fivemark across the first six months of the Mandate Agreement (net of any base fees already paid) become due and payable by Mayur. In addition the equity component of the fee will be prorated down to 50%, which is to be effected by the cancellation of 0.6 million of the 1.2 million unlisted options comprising the equity fee. Mayur and Fivemark consider that the Agreement has been entered into on a commercial terms, on arms length basis. The Company confirms that Fivemark is not a related party of the Company, members of the Company's key management personnel, or substantial holders of the Company.

Under the Agreement, Fivemark warrants that none of these unlisted options will be exercised within six months from the commencement date of the Mandate Agreement, being 1 March 2022 (Commencement Date), and that after six months from the Commencement Date of the Mandate Agreement only a

maximum of 50% will be exercised with a further maximum of 50% exercise after 12 months from the Commencement Date.

The unlisted options were issued to Fivemark on 3 May 2022 and expire on 30 November 2024.

This resolution seeks approval by Shareholders for the issue of the 1,200,000 unlisted options over fully paid ordinary shares in the Company expiring on 30 November 2024, and a strike price of \$0.45 per Share.

In this Explanatory Memorandum and the Notice of General Meeting;

AUD, \$, AU\$ are references to the Australian Dollar;

General Meeting or **Meeting** means the general meeting of the Company to be convened by this Notice of General Meeting (unless the context otherwise requires);

Associate(s) has the meaning given in Chapter 19 of the ASX Listing Rules;

ASX means the Australian Securities Exchange or ASX Limited ACN 008 624 691;

ASX Listing Rules or **Listing Rules** means the official listing rules of the ASX;

Board means the board of Directors of the Company at the date of this Notice;

Chair means the chair of the Meeting;

Company or **Mayur** means Mayur Resources Limited with Singapore Registration No. (201114015W) and Australian Registration No. ARBN 619 770 277;

Directors means the directors of the Company being as at the date of this Notice of General Meeting;

Equity Securities has the meaning given to that term in the ASX Listing Rules.

Explanatory Memorandum means this explanatory memorandum that accompanies and forms part of the Notice of General Meeting;

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

Notice or **Notice of General Meeting** means this notice of general meeting including the Explanatory Memorandum and the Proxy Form;

Proxy Form means a valid proxy form accompanying the Notice;

Resolution means a resolution referred to in the Notice of General Meeting;

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

Shareholder means a registered holder of a Share.