
PURSUIT MINERALS LTD**ACN 128 806 977****NOTICE OF GENERAL MEETING**

Notice is given that the Meeting will be held at:

TIME: 10:00 am (WST)

DATE: 14 September 2020

PLACE: Suite 4, 246-250 Railway Parade, West Leederville 6007

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 10:00am (WST) on 12 September 2020.

BUSINESS OF THE MEETING

AGENDA

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

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 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 Eurasian Minerals Sweden AB) 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.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF CONSULTANT 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 7.4 and for all other purposes, Shareholders ratify the issue of 3,014,540 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 S3 Consortium 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.

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF THE TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1

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 Rule 7.4 and for all other purposes, Shareholders ratify the issue of 26,518,425 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 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.

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF THE TRANCHE 1 PLACEMENT SHARES – LISTING RULE 7.1A

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 7.4 and for all other purposes, Shareholders ratify the issue of 32,981,575 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 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 THE TRANCHE 2 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 60,500,000 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 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.

6. RESOLUTION 6 – ISSUE OF TRANCHE 2 PLACEMENT SHARES TO MR PETER WALL

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 5,000,000 Tranche 2 Placement Shares to Mr Peter Wall (or his 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 Wall (or his 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 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; 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 – ISSUE OF TRANCHE 2 PLACEMENT SHARES TO MR MARK FREEMAN

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Tranche 2 Placement Shares to Mr Mark Freeman (or his 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 Freeman (or his 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 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; 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 – ISSUE OF TRANCHE 2 PLACEMENT SHARES TO MR MATTHEW O’KANE

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,000,000 Tranche 2 Placement Shares to Mr Matthew O’Kane (or his 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 O’Kane (or his 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 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; 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 – APPROVAL TO ISSUE SHARES TO S3 CONSORTIUM PTY LTD

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 6,875,000 Shares to S3 Consortium Pty Ltd 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) S3 Consortium 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.

10. RESOLUTION 10 – ADOPTION OF INCENTIVE OPTION PLAN

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 7.2 (Exception 13(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Option Plan and for the issue of securities under that Option Plan, 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 eligible to participate in the employee incentive scheme 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.

Voting Prohibition Statement:

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.

However, 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 MARK FREEMAN

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 23,000,000 Options to Mr Mark Freeman (or his 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 Freeman (or his 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 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; 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:

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.

However, 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 JEREMY READ

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 13,000,000 Options to Mr Jeremy Read (or his 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 Read (or his 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 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; 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:

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.

However, 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 – ISSUE OF OPTIONS TO RELATED PARTY – MR PETER WALL

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 13,000,000 Options to Mr Peter Wall (or his 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 Wall (or his 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 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; 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:

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.

However, 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.

14. RESOLUTION 14 – ISSUE OF OPTIONS TO RELATED PARTY – MR MATTHEW O'KANE

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

“That, for the purposes of Section 195(4) of the Corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Options to 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 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 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; 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:

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.

However, 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.

Dated: 11 August 2020

By order of the Board

Mark Freeman
CEO/Company Secretary

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 two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two (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:

- 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.

Voting in person

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

You may still attend the meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment is deemed to be revoked with respect to voting on that resolution.

Please bring your personalised Proxy Form with you as it will help you to register your attendance at the meeting. If you do not bring your Proxy Form with you, you can still attend the meeting but representatives from Automatic Registry Services will need to verify your identity. You can register from 9.30 am (WST) on the day of the meeting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 6500 3271.

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. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF CONSIDERATION SHARES

1.1 General

As announced on 17 February 2020, the Company has entered into a 12 month option agreement with Eurasian Minerals Sweden AB (**Eurasian**) (**Option Agreement**), with the ability to subsequently purchase 100% interests in the Espedalen, Sigdal and Hosanger advanced nickel sulphide projects in southern and west-central Norway (the **Projects**). The terms of the Option Agreement are summarised in Schedule 1.

The Projects are currently owned by Eurasian, a wholly owned subsidiary of EMX Royalty Corporation.

Pursuant to the Agreement, the Company issued 20,000,000 fully paid ordinary shares in the Company (**Shares**) to Eurasian on 21 February 2020 (**Consideration Shares**).

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.

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.

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 27 November 2019.

The issue of the Consideration Shares does not fit within any of the exceptions to Listing Rules 7.1 and 7.1A that are set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively used 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 Consideration Shares.

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 Consideration Shares.

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

1.2 Technical information required by Listing Rule 14.1A

If Resolution 1 is passed, the 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 Consideration Shares.

If Resolution 1 is not passed, the 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 Consideration Shares.

1.3 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 Consideration Shares were issued to Eurasian Minerals Sweden AB, who are not related parties of the Company;
- (b) 20,000,000 Consideration Shares were issued and the 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 Consideration Shares were issued on 28 February 2020;
- (d) the Consideration Shares were issued for nil cash consideration at a deemed issue price of \$0.0073 per Consideration Share;
- (e) the Consideration Shares were issued in consideration for the acquisition of the Projects and to fulfill the Company's obligations under the Options Agreement;
- (f) the Consideration Shares were issued to Eurasian Minerals Sweden AB under the Option Agreement. A summary of the material terms of the Option Agreement is set out in Schedule 1; and
- (g) a voting exclusion statement is included in Resolution 1 of the Notice.

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF CONSULTANT SHARES

2.1 General

On 17 February 2020, the Company entered into an agreement with S3 Consortium Pty Ltd (ACN 135 239 968) (**S3**) for the provision of marketing services to the Company (**Initial S3 Agreement**).

In consideration for providing these services, the Company agreed to:

- (a) provide \$22,000 in cash consideration; and
- (b) issue \$22,000 (including GST) worth of Shares to S3 with a deemed issue price based on the volume weighted average price of the Shares for the 5 trading days prior to the date of the Initial S3 Agreement, being 3,014,540 Shares (**Consultant Shares**).

As announced on 17 February 2020, the Company issued the Consultant Shares to S3 pursuant to the terms of the Initial S3 Agreement.

S3 was engaged by the Company for the term of the Initial S3 Agreement, which concluded three months after the date of execution of the Initial S3 Agreement.

A summary of Listing Rules 7.1, 7.1A and 7.4 are set out in Section 1.1 above.

Resolution 2 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Consultant Shares.

2.2 Technical information required by Listing Rule 14.1A

If Resolution 2 is passed, the Consultant 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 Consultant Shares.

If Resolution 2 is not passed, the Consultant 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 Consultant 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 2:

- (a) the Consultant Shares were issued to S3 Consortium Pty Ltd, who is not a related party of the Company;
- (b) 3,014,540 Consultant Shares were issued and the Consultant 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 Consultant Shares were issued on 28 February 2020;
- (d) the Consideration Shares were issued for nil cash consideration at a deemed issue price of \$0.0073 per Consideration Share
- (e) the Consultant Shares were issued in part consideration for marketing services that S3 Consortium Pty Ltd provided the Company;
- (f) the Consultant Shares were issued under the Initial S3 Agreement, which is summarised in Section 2.1 above; and
- (g) a voting exclusion statement is included in Resolution 2 of the Notice.

3. BACKGROUND TO THE PLACEMENT

3.1 General

As announced on 17 July 2020, the Company has entered into a binding option agreement with Golden Buck Ventures LLC and Moreton Gold Pty Ltd, granting the Company the right to purchase a 100% interest in the Buck Mountain Gold Project in Arizona, USA (**Project**).

The Company has paid an initial US\$20,000 cash payment for exclusivity over the Project until 30 September 2020, following which it has the right to acquire 100% of the Project with a payment of US\$75,000 in cash plus deferred payments (being a combination of cash and Shares) and a royalty.

In conjunction with the transaction, the Company is undertaking an equity raising of up to \$600,000 through the issue of Shares across the following tranches:

- (a) 59,500,000 Shares with an issue price of \$0.005 per Share that were issued using the Company 7.1 placement capacity on 24 July 2020 (**Tranche 1 Placement Shares**); and
- (b) 60,500,000 Shares with an issue price of \$0.005 per Share, the issue of which are subject to shareholder approval (**Tranche 2 Placement Shares**),

(together, the **Placement**).

The purpose of the issue of the Tranche 1 Placement Shares and Tranche 2 Placement Shares (together, the **Placement Shares**) is to raise capital, which the Company intends to apply towards acquisition of and costs associated with the Project based on the following budget:

Activity	Budgeted expenditure (A\$)
Due diligence (including payment of option fee, processing 26 assays, collect additional 21 samples and construct data set)	\$75,000
Exercise of initial US\$75,000 option	\$105,000
Seismic program to determine depths of gravels	\$20,000
Assay of existing samples (230)	\$92,000
Infill drilling program and assays	\$135,000
Reserve upgrade report	\$50,000
Desktop study	\$73,000
Working capital	\$50,000
Total	\$600,000

3.2 Commitment Agreements

The Company entered into firm commitment letters with certain Placement participants (**Participants**) direct and a firm commitment mandate with CPS Capital Pty Ltd (**CPS**) for all of the Placement Shares (together, the **Commitment Agreements**). The material terms of the Commitments Letters are as follows:

- (a) each Participant and CPS agreed on a certain allocation of the Placement Shares; and
- (b) each of the Participants and CPS has confirmed that they are a sophisticated or a professional investor for the purposes of Section 708(8) or 708(11) of the Corporations Act respectively.

The Commitment Agreements otherwise contain terms and conditions considered standard for agreements of this nature.

3.3 Director participation

As announced on 17 July 2020, Messrs Peter Wall, Mark Freeman and Matt O’Kane, directors of the Company (together, the **Participating Directors**), each intend to participate in the Placement subject to Shareholder approval (**Director Participation**). Under the Director Participation, the Participating Directors will each subscribe for Placement Shares, for an aggregate sum of \$45,000. Each Participating Director has entered into a Commitment Letter with the Company. Subject to Resolutions 6 to 8, Mr Wall (or his nominee) will subscribe for 5,000,000 Tranche 2 Placement Shares and Messrs Freeman and O’Kane (or their nominees) will each subscribe for 2,000,000 Tranche 2 Placement Shares. For more information regarding the Director Participation, refer to Section 6 below.

The Company has engaged the services of CPS Capital Pty Ltd (ACN 130 948 579) (**CPS**), to manage the issue of the Placement Shares. The Company will pay CPS a fee of 1% (exclusive GST) on the amount raised under the issue of the Placement Shares and 5% on any funds raised by CPS.

4. RESOLUTIONS 3 AND 4 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

4.1 General

On 24 July 2020, the Company completed a placement to sophisticated and institutional investors pursuant to which it issued 59,500,000 Tranche 1 Placement Shares at an issue price of \$0.005 per Share.

26,518,425 Tranche 1 Placement Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 3) and 32,981,575 Tranche 1 Placement Shares were issued pursuant to the Company's 7.1A mandate (being the subject of Resolution 4) which was approved by Shareholders at the annual general meeting held on 27 November 2019.

A summary of Listing Rules 7.1, 7.1A and 7.4 are set out in Section 1.1 above.

The issue of the Tranche 1 Placement Shares does not fit within any of these exceptions 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 Placement Shares.

Resolutions 3 and 4 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

4.2 Technical information required by Listing Rule 14.1A

If Resolutions 3 and 4 are passed, the Tranche 1 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 Placement Shares.

If Resolutions 3 and 4 are not passed, the Tranche 1 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 that the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Placement Shares.

4.3 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 Resolutions 3 and 4:

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors who were identified by the Directors and CPS. The recipients were identified through a bookbuild process which involved the Directors and CPS seeking expressions of interest to participate in the Placement from non-related parties of the Company. None of the recipients are related parties, members of key personnel, substantial holders or advisers to the Company (or their associates);
- (b) 59,500,000 Tranche 1 Placement Shares were issued on the following basis:
 - (i) 26,518,425 Shares issued pursuant to Listing Rule 7.1 (ratification of which is sought under Resolution 3); and
 - (ii) 32,981,575 Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 4);
- (c) the Tranche 1 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 Placement Shares were issued on 24 July 2020;
- (e) the issue price was \$0.005 per Tranche 1 Placement Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (f) the purpose of the issue of the Tranche 1 Placement Shares was to raise \$297,500, which will be applied towards the purposes set out in Section 3.1 above;
- (g) the Tranche 1 Placement Shares were issued pursuant to the Commitment Agreements, which are summarised in Section 3.2 above; and
- (h) a voting exclusion statement is included in Resolutions 3 and 4 of the Notice.

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

5.1 General

The Company is proposing to issue up to 60,500,000 Tranche 2 Placement Shares at an issue price of \$0.005 per Share to raise up to \$302,500 (**Tranche 2 Placement Shares**).

A summary of Listing Rule 7.1 is set out in Section 1.1 above.

The proposed issue of the Tranche 2 Placement 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.

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 Tranche 2 Placement Shares. In addition, the issue of the Tranche 2 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 5 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares.

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Tranche 2 Placement Shares.

5.3 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 5:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who have been identified by the Directors and CPS. The recipients were identified through a bookbuild process which involved the Directors and CPS seeking expressions of interest to participate in the Placement from non-related and related parties of the Company. Other than as expressly set out in this explanatory statement, none of the recipients are related parties, members of key personnel, substantial holders or advisers to the Company (or their associates);
- (b) the maximum number of Tranche 2 Placement Shares to be issued is 60,459,600. The Tranche 2 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 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 Placement Shares will occur on the same date;
- (d) the issue price of the Tranche 2 Placement Shares will be \$0.005 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;

- (e) the purpose of the issue of the Tranche 2 Placement Shares is to raise capital, which the Company intends to apply towards the purposes set out in Section 3.1 above;
- (f) the Tranche 2 Placement Shares are being issued under the Commitment Agreements, which are summarised in Section 3.2 above;
- (g) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 5 of the Notice.

6. RESOLUTIONS 6 TO 8 – ISSUE OF TRANCHE 2 PLACEMENT SHARES TO THE PARTICIPATING DIRECTORS

6.1 Background

Resolutions 6 to 8 seek Shareholder approval for the issue up to:

- (a) 5,000,000 Tranche 2 Placement Shares to Mr Wall (or his nominee);
- (b) 2,000,000 Tranche 2 Placement Shares to Mr Freeman (or his nominee); and
- (c) 2,000,000 Tranche 2 Placement Shares to Mr O'Kane (or his nominee),

(together, the **Participating Directors**) as a result of the Director Participation on the terms set out below.

6.2 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 Director Participation will result in the issue of Shares which constitutes giving a financial benefit to the Participating Directors, who are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Wall who has a material personal interest in Resolution 6) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Tranche 2 Placement Shares to Mr Wall because the Tranche 2 Placement Shares will be issued to Mr Wall (or his nominee) on the same terms as Tranche 2 Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr Freeman who has a material personal interest in Resolution 7) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Tranche 2

Placement Shares to Mr Freeman because the Tranche 2 Placement Shares will be issued to Mr Freeman (or his nominee) on the same terms as Tranche 2 Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

The Directors (other than Mr O'Kane who has a material personal interest in Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Tranche 2 Placement Shares to Mr O'Kane because the Tranche 2 Placement Shares will be issued to Mr O'Kane (or his nominee) on the same terms as Tranche 2 Placement Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) three of the Company's four Directors have a material personal interest in the outcome of Resolutions 6 to 8. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 6 to 8 at a Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 6 to 8 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

6.4 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 Director Participation 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 6 to 8 seek Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

6.5 Technical information required by Listing Rule 14.1A

If Resolutions 6 to 8 are passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares under the Director Participation 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) and will raise additional funds which will be used in the manner as other funds raised under the Placement. As approval pursuant to Listing Rule 7.1 is not required for the issue of the Shares in respect of the Director Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6 to 8 are not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to the Participating Directors.

6.6 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 6 to 8:

- (a) the Tranche 2 Placement Shares will be issued to the Participating Directors (or their nominees), each of which fall within the category set out in Listing Rule 10.11.1 as Mr Wall, Mr Freeman and Mr O'Kane are related parties of the Company by virtue of being Directors;
- (b) the maximum number of Tranche 2 Placement Shares to be issued to:
 - (i) 5,000,000 Tranche 2 Placement Shares to Mr Wall (or his nominee);
 - (ii) 2,000,000 Tranche 2 Placement Shares to Mr Freeman (or his nominee); and
 - (iii) 2,000,000 Tranche 2 Placement Shares to Mr O'Kane (or his nominee),
- (c) the Tranche 2 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;
- (d) the Tranche 2 Placement Shares to be issued to the Participating Directors 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 anticipated the Tranche 2 Placement Shares will be issued on the same date;
- (e) the issue price of the Tranche 2 Placement Shares to be issued to the Participating Directors will be A\$0.005 per Share, being the same issue price as Shares issued to other participants in the Placement. The

Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;

- (f) the purpose of the issue of the Tranche 2 Placement Shares under the Director Participation is to raise capital, which the Company intends to use in the manner set out in Section 3 above;
- (g) the Tranche 2 Placement Shares issued under the Director Participation are not intended to remunerate or incentivise the Director;
- (h) the Tranche 2 Placement Shares to be issued to the Participating Directors are being issued under the Commitment Agreements, which are summarised in Section 3.2 above; and
- (i) a voting exclusion statements is included in Resolutions 6 to 8 of the Notice.

7. RESOLUTION 9 – APPROVAL TO ISSUE SHARES TO S3 CONSORTIUM PTY LTD

7.1 General

The Company has entered into an agreement to issue 6,875,000 Shares in consideration for marketing services provided by S3 (**S3 Shares**) (**Second S3 Agreement**). A summary of the material terms of the Second S3 Agreement is set out in Schedule 2.

A summary of Listing Rule 7.1 is set out in Section 1.1 above.

The proposed issue of the S3 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.

7.2 Technical information required by Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the S3 Shares. In addition, the issue of the S3 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 9 is not passed, the issue of the S3 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.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the S3 Shares.

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 S3 Shares will be issued to S3 Consortium Pty Ltd, who are not related parties of the Company;

- (b) the maximum number of S3 Shares to be issued is 6,875,000. The S3 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 S3 Shares will occur on the same date;
- (d) the S3 Shares will be issued at a nil issue price, in consideration for marketing services provided by S3 Consortium Pty Ltd;
- (e) the purpose of the issue of the S3 Shares is to satisfy the Company's obligations under the Second S3 Agreement;
- (f) the S3 Shares are being issued to S3 Consortium Pty Ltd under the Second S3 Agreement. A summary of the material terms of the S3 is set out in Schedule 2;
- (g) the S3 Shares are not being issued under, or to fund, a reverse takeover; and
- (h) a voting exclusion statement is included in Resolution 9 of the Notice.

8. RESOLUTION 10 – ADOPTION OF INCENTIVE OPTION PLAN

8.1 General

Resolution 10 seeks Shareholder approval for the adoption of the employee incentive scheme titled "Incentive Option Plan" (**Option Plan**) and for the issue of Options under the Option Plan in accordance with Listing Rule 7.2 (Exception 13(b)).

The objective of the Option Plan is to attract, motivate and retain key employees and the Company considers that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

As summarised in Section 1.1 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.

Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 10 is passed, the Company will be able to issue Options under the Option Plan to eligible participants over a period of 3 years. The issue of any Options to eligible participants under the Option Plan (up to the maximum number of Options stated in Section 8.2(c) below) 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.

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of Options under the Option Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 10 is not passed, the Company will be able to proceed with the issue of Options under the Option Plan to eligible participants, but any issues of Options will reduce, to that extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Options.

8.2 Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 10:

- (a) a summary of the key terms and conditions of the Option Plan is set out in Schedule 3;
- (b) on 8 November 2018, the Company issued the following Options under the Option Plan:
 - (i) 1,000,000 Options to Mr Matthew Kane, a Director; and
 - (ii) 1,000,000 Options to Key Management Personnel.

No other issues have been made under the Option Plan since was last approved by Shareholders on 30 June 2017;

- (c) the maximum number of Securities proposed to be issued under the Option Plan, following Shareholder approval, is 23,242,119 Options. It is not envisaged that the maximum number of Securities for which approval is sought will be issued immediately; and
- (d) a voting exclusion statement is included in Resolution 10 of this Notice.

9. RESOLUTIONS 11 TO 14 – ISSUE OF RELATED PARTY OPTIONS TO DIRECTORS

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue Options to the following parties (being the Directors):

- (a) (Resolution 11) 23,000,000 Options to Mr Mark Freeman (or his nominee);
- (b) (Resolution 12) 13,000,000 Options to Mr Jeremy Read (or his nominee);
- (c) (Resolution 13) 13,000,000 Options to Mr Peter Wall (or his nominee); and
- (d) (Resolution 14) 10,000,000 Options to Mr Matthew O'Kane (or his nominee),

on the terms and conditions set out below (**Related Party Options**).

The amount payable upon exercise of each Related Party Option will be \$0.007. On 3 August 2020, the closing price of the Company's Shares was \$0.019 and as such, at the date of this Notice the Related Party Options are in the money. However, the Company notes that the exercise price of the Related Party Options was set when the Company's Share trading price was \$0.005 per Share, making the exercise price of \$0.007 a 40% premium to the trading price at the time.

A full summary of the material terms and conditions of the Related Party Options are set out in Schedule 4.

9.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 the Related Party Options to the Directors (or their nominee) constitutes giving a financial benefit and Mr Freeman, Mr Read, Mr Wall and Mr O'Kane are related parties of the Company by virtue of being Directors.

The Directors (other than Mr Freeman) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Options to Mr Freeman (being the subject of Resolution 11), because the agreement to issue the Related Party Options, reached as part of the remuneration package for Mr Freeman, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Read) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Options to Mr Read (being the subject of Resolution 12), because the agreement to issue the Related Party Options, reached as part of the remuneration package for Mr Read, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr Wall) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Options to Mr Wall (being the subject of Resolution 13), because the agreement to issue the Related Party Options, reached as part of the remuneration package for Mr Wall, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Directors (other than Mr O'Kane) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Options to Mr O'Kane (being the subject of Resolution 14), because the agreement to issue the Related Party Options, reached as part of the remuneration package for Mr O'Kane, is considered reasonable

remuneration in the circumstances and was negotiated on an arm's length basis.

9.3 Section 195(4) of the Corporations Act

A summary of section 195(4) of the Corporations Act is set out in Section 6.3 above.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) each of the Directors have a material personal interest in the outcome of Resolutions 11 to 14. If each does have such an interest, then a quorum could not be formed to consider the matters contemplated by Resolutions 11 to 14 at a Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for Resolutions 11 to 14 for the purposes of section 195(4) of the Corporations Act in respect of the reliance on the arm's length exception and the decision not to seek Shareholder approval under Chapter 2E of the Corporations Act.

9.4 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.

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 11 to 14 seek the required Shareholder approval for the issue of the Related Party Options under and for the purposes of Listing Rule 10.11.

9.5 Technical information required by Listing Rule 14.1A

If Resolutions 11 to 14 are passed, the Company will be able to proceed with the issue of the Related Party Options to the Directors 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 Resolutions 11 to 14 are not passed, the Company will not be able to proceed with the issue of the Related Party Options and alternative cash based incentives will be negotiated with the Directors.

9.6 Technical Information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolutions 11 to 14:

- (a) the Related Party Options will be issued to the following parties (or their nominees), each of which fall within a category set out in Listing Rule 10.11.1:
 - (i) Mr Mark Freeman is a related party of the Company by virtue of being a Director;
 - (ii) Mr Jeremy Read is a related party of the Company by virtue of being a Director;
 - (iii) Mr Peter Wall is a related party of the Company by virtue of being a Director; and
 - (iv) Mr Matthew O'Kane is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Related Party Options to be issued is 59,000,000, comprising of:
 - (i) 23,000,000 Options to Mr Freeman (or his nominee);
 - (ii) 13,000,000 Options to Mr Read (or his nominee);
 - (iii) 13,000,000 Options to Mr Wall (or his nominee); and
 - (iv) 10,000,000 Options to Mr O'Kane (or his nominee);
- (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 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 Directors to motivate and reward their performance as a Director

and to provide cost effective remuneration to the Directors, enabling 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 Directors. As stated in Section 9.1 above, at the date of this Notice the Related Party Options are in the money (based on the closing price of the Company's Shares on 3 August 2020, being \$0.019). The Company notes that the exercise price of the Related Party Options was set when the Company's Share trading price was \$0.005 per Share, making the exercise price of \$0.007 a 40% premium to the trading price at the time. Achieving this premium is the performance linked component to remuneration package for the Directors;

- (g) the Directors' current total remuneration packages per annum are as follows:
 - (i) for Mr Freeman, \$180,000 of directors' fees/consulting fees;
 - (ii) for Mr Read, an estimated \$144,000 of directors' fees/consulting fees (this estimate being calculated pursuant to Mr Read's daily rate);
 - (iii) for Mr Wall, \$36,000 of directors' fees; and
 - (iv) for Mr O'Kane, \$36,000 comprising of directors' fees;
- (h) the value of the Related Party Options and the pricing methodology is set out in Schedule 5;
- (i) the Related Party Options are being issued to Mr Freeman under his Consultancy Services Agreement with the Company (as amended). A summary of the material terms of the Consultancy Services Agreement is set out in Schedule 6. The remaining Related Party Options are not being issued under an agreement; and
- (j) voting exclusion statements are included in Resolutions 11 to 14 of the Notice.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

Associated Body Corporate means:

- (a) a related body corporate (as defined in the Corporations Act) of the Company;
- (b) a body corporate which has an entitlement to not less than 20% of the voting Shares of the Company; and
- (c) a body corporate in which the Company has an entitlement to not less than 20% of the voting shares.

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

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.

Commitment Agreements means the Placement commitment letters that are summarised in Section 3.2.

Company means Pursuit Minerals Ltd (ACN 128 806 977).

Constitution means the Company's constitution.

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

CPS means CPS Capital Pty Ltd (ACN 130 948 579).

Directors means the current directors of the Company.

Eurasian means Eurasian Minerals Sweden AB.

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.

Listing Rules means the Listing Rules of ASX.

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.

Option Agreement means the option agreement dated 17 February 2020 between the Company and Eurasian. The terms of the Option Agreement are summarised in Schedule 1.

Option Plan means the incentive option plan the subject of Resolution 10 as summarised in Schedule 3.

Optionholder means a holder of an Option.

Proxy Form means the proxy form accompanying the Notice.

Related Party Options means the Options to be issued to the Directors, subject to Resolutions 11 to 14, with the terms and conditions set out in Schedule 4.

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

S3 means S3 Consortium Pty Ltd (ACN 135 239 968).

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.

US\$ means United States dollars.

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

SCHEDULE 1 – THE OPTION AGREEMENT

(a) **Option**

The Company has been granted the sole and exclusive option to acquire from Eurasian all of its interest in the Projects (**Option**). The Option is exercisable by payment of the amount of US\$25,000 following the Company incurring exploration expenditure of US\$250,000 during the 12-month period from the date of execution (**Option Period**) (**Execution Date**).

(b) **Consideration**

- (i) In consideration for the grant of the Option, the Company must issue Eurasian with 20,000,000 Shares (subject to 12-month voluntary escrow) upon execution of the Option Agreement.
- (ii) Following exercise of the Option, the Company will issue Eurasian with up to an additional 20,000,000 Shares (the number of Shares issued will be such that Eurasian's holdings are capped at 9.9%) which will also be subject to voluntary escrow of 12 months.
- (iii) the Company will also grant Eurasian a royalty of 3% of production returns on standard terms.

(c) **Post exercise of Option**

- (i) Subject to execution of the Option:
 - (A) on or before the second anniversary of the Execution Date, the Company shall spend an additional US\$500,000 to bring the total expenditure to US\$750,000; and
 - (B) the Company shall make an advance royalty payment of US\$25,000 per Project (i.e. a total of US\$75,000). This advance payment shall increase by US\$5,000 each year and be payable on each anniversary of the Execution Date. These advance royalty payments will be 100% set off against the subsequent payment of any royalty.
- (ii) On the 3rd anniversary of the Execution Date, the Company will:
 - (A) issue Eurasian with up to an additional 20 million Shares (the number of Shares issued will be such that Eurasian's holdings are capped at 9.9%) which will also be subject to voluntary escrow of 12 months; and
 - (B) commit to completing 1,000m of drilling on each Project for each calendar year (on a pro-rata basis) until a pre-feasibility study is commissioned.
- (iii) Should the Company complete a pre-feasibility study on any of the Projects that demonstrates the economic viability of that Project, the Company must make a payment to Eurasian of US\$500,000 (payable in cash or Shares).
- (iv) Should the Company complete a definitive feasibility study on any of the Projects that demonstrates the economic viability of that Project,

the Company must make a further payment to Eurasian of US\$500,000 (payable in cash or Shares).

(d) **Management**

The Company will act as the manager during the Option Period. The parties will also establish a management committee to review and set standard exploration programs for the Projects.

The Option Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

SCHEDULE 2 – SECOND S3 AGREEMENT

The Company entered into the Second S3 Agreement with S3 Consortium Pty Ltd (ACN 135 239 968) (**S3**) to record the terms and conditions of the engagement of S3 to provide marketing services to the Company (**Engagement**). The material terms of the Second S3 Agreement are as follows:

(a) **Consideration**

In consideration for providing the marketing services, the Company will, subject to shareholder approval, issue \$123,750 (including GST) worth of Shares to S3 with a deemed issue price of \$0.018 per Share, being 6,875,000 Shares (**Consideration**).

(b) **Term**

The Engagement commenced on 28 July 2020 and, unless the Second S3 Agreement is validly terminated in accordance with section (c) below, will continue until 28 January 2021.

(c) **Termination**

The Company or S3 may at its sole discretion terminate the Engagement:

- (i) in the event that the other party is in default of a term of the Second S3 Agreement and that party fails to remedy the default within 14 days of being given notice of the alleged default;
- (ii) immediately if the other party is declared bankrupt, suffers an insolvency event or enters into a deed of arrangement with its creditors; or
- (iii) by way of 45 days' written notice.

The Second S3 Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

SCHEDULE 3 – TERMS AND CONDITIONS OF INCENTIVE OPTION PLAN

The material terms of the Incentive Option Plan (**Option Plan**) are summarised below:

(a) **Eligibility**

Participants in the Option Plan may be:

- (i) a Director (whether executive or non-executive) of the Company and any Associated Body Corporate of the Company (each, a **Group Company**);
- (ii) a full or part time employee of any Group Company;
- (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 as amended or replaced (**Class Order**); or
- (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under subparagraphs (i), (ii), or (iii) above,

who is declared by the Board to be eligible to receive grants of Options under the Option Plan (**Eligible Participant**).

(b) **Offer**

The Board may, from time to time, in its absolute discretion, make a written offer to any Eligible Participant to apply for up to a specified number of Options, upon the terms set out in the Option Plan and upon such additional terms and conditions as the Board determines.

(c) **Plan limit**

The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.

(d) **Issue price**

Unless the Options are quoted on the ASX, Options issued under the Option Plan will be issued for no more than nominal cash consideration.

(e) **Exercise price**

The Board may determine the Option exercise price (if any) for an Option offered under that Offer in its absolute discretion. To the extent the Listing Rules specify or require a minimum price, the Option exercise price must not be less than any minimum price specified in the Listing Rules.

(f) **Vesting conditions**

An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option (**Vesting Conditions**).

(g) **Vesting**

The Board may in its absolute discretion except in respect of a change of control occurring where Vesting Conditions are deemed to be automatically waived by written notice to a Participant (being an Eligible Participant to whom Options have been granted under the Option Plan or their nominee where the Options have been granted to the nominee of the Eligible Participant (**Relevant Person**)), resolve to waive any of the Vesting Conditions applying to Options due to:

- (i) special circumstances arising in relation to a Relevant Person in respect of those Options, being:
 - (A) a Relevant Person ceasing to be an Eligible Participant due to:
 - (I) death or total or permanent disability of a Relevant Person; or
 - (II) retirement or redundancy of a Relevant Person;
 - (B) a Relevant Person suffering severe financial hardship;
 - (C) any other circumstance stated to constitute "special circumstances" in the terms of the relevant offer made to and accepted by the Participant; or
 - (D) any other circumstances determined by the Board at any time (whether before or after the offer) and notified to the relevant Participant which circumstances may relate to the Participant, a class of Participant, including the Participant or particular circumstances or class of circumstances applying to the Participant,

(**Special Circumstances**), or
- (ii) a change of control occurring; or
- (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.

(h) **Lapse of an Option**

An Option will lapse upon the earlier to occur of:

- (i) an unauthorised dealing in, or hedging of, the Option occurring;
- (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, as determined by the Board in its absolute discretion, unless the Board exercises its discretion to waive the Vesting Conditions and vest the Option in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;

- (iii) in respect of unvested Option only, a Relevant Person ceases to be an Eligible Participant, unless the Board exercises its discretion to vest the Option in the circumstances set out in paragraph (g) or the Board resolves, in its absolute discretion, to allow the unvested Options to remain unvested after the Relevant Person ceases to be an Eligible Participant;
- (iv) in respect of vested Options only, a Relevant Person ceases to be an Eligible Participant:
 - (A) during the initial six (6) month period following the date of issue of the Options (**Issue Date**), then all unexercised Options granted in respect of that Relevant Person; or
 - (B) after the initial six (6) month period following the Issue Date but prior to date that is 12 months after the Issue Date, then 50% of the unexercised Options granted in respect of that Relevant Person,

will lapse seven (7) days (or such later date as the Board determines) after the date the Relevant Person ceases to be an Eligible Participant;
- (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Eligible Participant;
- (vi) the Company undergoes a change of control or a winding up resolution or order is made and the Board does not exercise its discretion to vest the Option; and
- (vii) the expiry date of the Option.

(i) **Not transferrable**

Subject to the Listing Rules, Options are only transferrable in Special Circumstances with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death, to the Participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.

(j) **Shares**

Shares resulting from the exercise of the Options shall, subject to any sale restrictions (refer to paragraph (k)), from the date of issue, rank on equal terms with all other Shares on issue.

(k) **Sale restrictions**

The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant on exercise of those Options (**Restriction Period**). In addition, the Board may, in its sole discretion, having regard to the circumstances at the time, waive any such Restriction Period.

(l) **Quotation of Shares**

If Shares of the same class as those issued upon exercise of Options issued under the Option Plan are quoted on the ASX, the Company will, subject to the Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business

days of the later of the date the Shares are issued and the date any Restriction Period applying to the disposal of Shares ends. The Company will not apply for quotation of any Options on the ASX.

(m) **No participation rights**

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

(n) **Change in exercise price or number of underlying securities**

An Option does not confer the right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised.

(o) **Reorganisation**

If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), the terms of the Options will be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reorganisation.

(p) **Amendments**

Subject to express restrictions set out in the Option Plan and complying with the Corporations Act, Listing Rules and any other applicable law, the Board may, at any time, by resolution amend or add to all or any of the provisions of the Option Plan, or the terms or conditions of any Option granted under the Option Plan including giving any amendment retrospective effect.

SCHEDULE 4 – TERMS OF THE RELATED PARTY OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.007 (**Exercise Price**).

(c) **Termination Conditions**

the Options will not be subject to any vesting conditions, however:

- (i) in the event the holder ceases to be a director, employee or consultant of the Company in the first 6 months following the issue date of the Options (Issue Date), then all of the Options held by the holder must be exercised within 7 days, otherwise they will all lapse; and
- (ii) in the event the holders ceases to be a director, employee or consultant to the Company in the period between 6 months from the Issue Date and 12 months from the Issue Date, then 50% of the Options held by the holder must be exercised within 7 days, otherwise those Options will lapse.

(d) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the Issue Date (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

Options that have vested in accordance with paragraph (c) are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(f) **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.

(g) **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**).

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

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

- (i) 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 (h)(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.

(i) **Shares issued on exercise**

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

(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 RELATED PARTY OPTIONS

The Related Party Options to be issued to the Directors pursuant to Resolutions 11 to 14 have been valued externally.

Using the Black & Scholes option model and based on the assumptions set out below, the Related Party Options were ascribed the following value:

Assumptions	
Valuation date	27 July 2020
Market price of Shares	\$0.013
Exercise price	\$0.007
Expiry date (length of time from issue)	Three (3) years from date of issue
Risk free interest rate	0.29%
Indicative value per Option	\$0.0106632
Total Value of Options	\$629,128.80
Mark Freeman (23,000,000 Options)	\$245,254
Jeremy Read (13,000,000 Options)	\$138,622
Peter Wall (13,000,000 Options)	\$138,622
Matthew O'Kane (10,000,000 Options)	\$106,632

Note: The valuation noted above is not the market price for taxation purposes.

SCHEDULE 6 – CONSULTANCY SERVICES AGREEMENT

The Company entered into the Consultancy Services Agreement with Meccano Consulting Pty Ltd (ACN 159 460 367) (**Consultant**) and Mr Mark Freeman to record the terms and conditions of the Company's engagement of the Consultant (**Engagement**).

Under the Consultancy Services Agreement, the Mr Freeman agreed to be the person who will perform the services set out in the Consultancy Services Agreement (as Chief Executive Officer and Executive Director of the Company) on behalf of the Consultant.

The material terms of the Consultancy Services Agreement are as follows:

(a) **Remuneration Package:**

- (i) In consideration for providing the services, the Company will pay to the Consultant \$15,000 per month (exclusive of GST) (**Fee**).
- (ii) In consideration for providing bookkeeping services, the Company will pay to the Consultant a fee of \$2,000 per month.
- (iii) The Company agrees, subject to Resolution 11, to issue the Consultant (or its nominee) 23,000,000 Related Party Options (the terms of which are set out in Schedule 4).
- (iv) the Company may pay to the Consultant a performance-based bonus over and above the Fee in cash or non-cash form at any time during the Term (as defined below) subject to obtaining any applicable regulatory approvals.

(b) **Reimbursements:**

- (i) The Consultant will be reimbursed for all travel, accommodation and general expenses (with accompanying receipts) incurred in connection with the business of the Company.
- (ii) The Consultant must obtain prior approval from the Board for expenditure in excess of \$1,000.

(c) **Term**

The Engagement will commenced on 1 April 2020 and will continue until the date the Consultancy Services Agreement is validly terminated in accordance with section (d) below.

(d) **Termination:**

- (i) The Company or the Consultant may at its sole discretion terminate the Engagement by way of three months' written notice.
- (ii) The Company will not be obliged to make a payment after the Consultancy Services Agreement is terminated that exceeds the maximum amount permitted by the ASX Listing Rules or the Corporations Act. In the event Shareholder approval is required before a portion of such a payment is permitted by the ASX Listing Rules or the Corporations Act, the Company would be obliged to pay only the amount it is permitted to pay by the ASX Listing Rules or the Corporations Act without prior Shareholder approval, and the balance will only become payable in the event Shareholder approval is obtained. If Shareholder

approval is required, the Company will seek such approval at its next Shareholder meeting for which the notice of meeting is despatched following the date of termination of the Consultancy Services Agreement unless waived by written notice from the Consultant.

The Consultancy Services Agreement otherwise contains terms and conditions considered standard for an agreement of this nature.

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

Holder Number:

Vote by Proxy: PUR

Your proxy voting instruction must be received by **10.00am (WST) on Saturday, 12 September 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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






ATTENDING THE MEETING

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

POWER OF ATTORNEY

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



Contact	Return your completed form	All enquiries to Automic	
	 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
	 WEBCHAT https://automicgroup.com.au/		 PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

STEP 1: Appoint Your Proxy	Complete and return this form as instructed only if you do not vote online
	I/We being a Shareholder entitled to attend and vote at the General Meeting of Pursuit Minerals Limited, to be held at 10.00am (WST) on Monday, 14 September 2020 at Suite 4, 246-250 Railway Parade, West Leederville 6007 hereby:
	Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote. Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 10 - 14 (except where I/we have indicated a different voting intention below) even though Resolutions 10 - 14 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain	Resolutions	For	Against	Abstain
	1. Ratification of Prior Issue of Consideration Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8. Issue of Tranche 2 Placement Shares to Mr Matthew O’Kane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Ratification of Prior Issue of Consultant Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9. Approval to Issue Shares to S3 Consortium Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Ratification of Prior Issue of the Tranche 1 Placement Shares – Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Adoption of Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Ratification of Prior Issue of the Tranche 1 Placement Shares – Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Issue of Options to Related Party – Mr Mark Freeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. Approval to Issue the Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12. Issue of Options to Related Party – Mr Jeremy Read	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Issue of Tranche 2 Placement Shares to Mr Peter Wall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. Issue of Options to Related Party – Mr Peter Wall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. Issue of Tranche 2 Placement Shares to Mr Mark Freeman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. Issue of Options to Related Party – Mr Matthew O’Kane	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution 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: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	Individual or Securityholder 1	Securityholder 2	Securityholder 3
	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>	<div style="border: 1px solid black; height: 30px; width: 100%;"></div>
	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
	Contact Name:		
	<div style="border: 1px solid black; height: 20px; width: 100%;"></div>		
Email Address:			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Contact Daytime Telephone			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			
Date (DD/MM/YY)			
<div style="border: 1px solid black; height: 20px; width: 100%;"></div>			

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

[PUR]

