

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Tuesday, 29 August 2023

Time of Meeting

10.00 a.m. (Australian Eastern Standard Time)

Place of Meeting

Suite 1G, Building 1
Kings Row Office Park
40-52 McDougall Street, Milton QLD 4064

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Macarthur Minerals Limited

ABN 93 103 011 436

Head Office Brisbane:

Suite 1G, Kings Row Office Park, 40-52 McDougall St, Milton, QLD 4064, Australia

Postal address: PO Box 1148, Milton, QLD 4064, Australia

T +617 3221 1796 | www.macarthurminerals.com

AGENDA

BUSINESS OF THE MEETING

FINANCIAL STATEMENTS & REPORTS

To receive and consider the Australian statutory report of the directors and the Australian and Canadian financial reports of the Company and its controlled entities for the year ended 31 March 2023 together with the Auditors' reports thereon.

The reports can be accessed on the Company's website: www.macarthurminerals.com

Short Explanation: Neither the Corporations Act 2001 (Cth) nor the Company's constitution require a vote of shareholders on the reports or statements at the meeting. Accordingly, no resolution will be put to shareholders on this item of business

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

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

"That the Remuneration Report, as set out in the Annual Report for the financial year ended 31 March 2023 be adopted."

Short Explanation: Section 250R(2) of the Corporation Act requires a listed company to put to shareholders at each annual general meeting a resolution adopting the report on the remuneration of the company's directors, executives and senior managers included in the annual report. The above resolution is being proposed to comply with this requirement. The vote on this resolution is advisory only and does not bind the Company or its directors (**Directors**).

RESOLUTION 2: RE-ELECTION OF DIRECTOR – ANDREW SUCKLING

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

"That Andrew Paul Suckling, who retires by rotation in accordance with clause 18.6(a) of the Company's Constitution, and being eligible, be re-elected as a director of the Company in accordance with clause 18.8(a)(1) of the Company's Constitution."

Short Explanation: Pursuant to the Company Constitution, one-third of the Directors of the Company (other than the Managing Director) must retire at each annual general meeting and being eligible, may offer themselves for re-election at the annual general meeting.

RESOLUTION 3: RE-ELECTION OF DIRECTOR – ALAN SPENCE PHILLIPS

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

"That Alan Spence Phillips, who retires in accordance with clause 18.7(a) of the Company's Constitution, and being eligible, be re-elected as a director of the Company in accordance with clause 18.8(a)(1) of the Company's Constitution."

Short Explanation: Pursuant to the Company Constitution, to comply with any Listing Rules which oblige the company to permit shareholders to vote on the election of all Directors at the annual general meeting, those Directors must submit themselves for re-election at the annual general meeting.

RESOLUTION 4: RE-ELECTION OF DIRECTOR – CAMERON MCCALL

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

"That Cameron McCall, who retires in accordance with clause 18.7(a) of the Company's Constitution, and being eligible, be re-elected as a director of the Company in accordance with clause 18.8(a)(1) of the Company's Constitution."

Short Explanation: Pursuant to the Company Constitution, to comply with any Listing Rules which oblige the company to permit shareholders to vote on the election of all Directors at the annual general meeting, those Directors must submit themselves for re-election at the annual general meeting.

RESOLUTION 5: ELECTION OF DIRECTOR – PAUL RYAN WELKER

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

“That Paul Ryan Welker, who is appointed in accordance with the clause 18.3 of the Company’s Constitution, and being eligible, be elected as a director of the Company in accordance with clause 18.3(a) of the Company’s Constitution.”

Short Explanation: Pursuant to the Company Constitution, to comply with any Listing Rules which oblige the company to permit shareholders to vote on the election of any Director at the annual general meeting under clause 18.3(a), shall hold office only until the next following annual general meeting and be eligible for re-election at the annual general meeting.

RESOLUTION 6: APPOINTMENT OF CANADIAN AUDITOR

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

“That, RSM Australia Partners, be re-appointed as Canadian auditor of the Company for the 2023-2024 financial year at a remuneration to be fixed by the Board.”

Short Explanation: TSX-V Policy 3.1 section 12, requires that Canadian Auditor be elected or re-elected by Shareholders at the annual general meeting.

RESOLUTION 7: APPROVAL OF FIXED 20% OMNIBUS INCENTIVE PLAN, EMPLOYEE SHARE COMPENSATION PLAN AND CONSULTANT SHARE COMPENSATION PLAN

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

1. *“The omnibus incentive plan, employee share compensation plan and the consultant share compensation plan of the Company (collectively the “**Share Compensation Plans**”) which currently fix the maximum number of common shares of the Company that may be issued under the Share Compensation Plans at 20% of the number of common shares of the Company issued and outstanding, are hereby approved as of the effective date of the Share Compensation Plans, as described in the Explanatory Statement dated 2 August 2023, subject to the Company obtaining all required approvals from the TSX-V and any other securities exchanges or other regulatory authorities;*
2. *Any unallocated entitlements under the Share Compensation Plans are approved and the Company is authorised to grant entitlements under the Share Compensation Plans; and*
3. *Any director or officer of the Company is hereby authorised and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to items 1 and 2 of this resolution.”*

Short Explanation: The terms of the Current Share Compensation Plans fix the maximum number of common shares in the Company that may be issued at 20% of the number of common shares of the Company issued and outstanding as of the effective date of the Current Share Compensation Plans. The Company is proposing to refresh the effective date of the Current Compensation Plans so that the fixed maximum number of common shares of the Company that may be issued under the Current Share Compensation Plans accurately reflects 20% of the number of common shares of the Company issued and outstanding as of the Record Date for this Meeting.

RESOLUTION 8: RATIFICATION OF PREVIOUS SECURITIES ISSUES

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

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment of 800,000 Common Shares to Karlsson Group Ltd and otherwise on the terms set out in the Explanatory Statement.”

Short Explanation: ASX 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 ASX Listing Rule 7.1 and so does not reduce the Company’s capacity to issue further equity securities without shareholder approval under that rule. The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain shareholder approval for such issues under ASX Listing Rule 7.1.

RESOLUTION 9: APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, pass the following **special resolution** requiring a special majority of 75%:

“That, for the purpose of ASX Listing Rule 7.1A, and for all other purposes, approval be given to the issue of equity securities up to 10% of the issued capital of the Company calculated at the time of the issue in accordance with formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Short Explanation: ASX Listing Rule 7.1A enables the Company to issue Equity Securities up to 10% of the Company’s fully paid ordinary shares securities on issue under the 10% Placement Capacity during the period of up to 12 months after shareholders approval at the annual general meeting and without using the Company’s 15% annual placement capacity granted under ASX Listing Rule 7.1.

EXPLANATORY STATEMENT 2 August 2023

MACARTHUR MINERALS LIMITED
ACN 103 011 436
FOR THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS

VOTING ENTITLEMENTS

The directors of the Company have set 10:00 a.m. on Thursday, 3 August 2023 (Australian Eastern Standard Time) or 5:00 p.m. (Eastern Daylight Time) or 2:00 p.m. (Pacific Daylight Time) on Wednesday, 2 August 2023 as the applicable notice record date ("**Notice Record Date**"). Shareholders who are registered on the Company's register of members on the Notice Record Date or by 7:00 a.m. Monday, 28 August 2023 (Australian Eastern Standard Time) or 5:00 p.m. (Eastern Daylight Time) or 2:00p.m. (Pacific Daylight Time) on Friday, 25 August 2023 ("**Final Record Date**") are entitled to vote at the Meeting ("**Registered Shareholders**"). Accordingly, all Registered Shareholders not appearing on the Company's register of members on the Notice Record Date or by the Final Record Date will be disregarded in determining entitlements to attend and vote at the Meeting.

SOLICITATION OF PROXIES

This Explanatory Statement is also furnished in connection with the solicitation of proxies by management ("**Management**") for use at the Meeting. Any solicitation by Management will be conducted by mail or e-mail and may be supplemented by telephone or other personal contact to be made without special compensation by officers and employees of the Company and such cost of solicitation will be borne by the Company. Additionally, Laurel Hill Advisory Group has been retained by the Company to assist with the solicitation of proxies.

APPOINTMENT OF PROXY HOLDER – REGISTERED SHAREHOLDER

A Registered Shareholder is entitled to attend (whether in their own right, or as a corporate representative, or power of attorney) and vote at the Meeting, or may, by lodging a valid proxy form, appoint another person (who need not be a Shareholder of the Company), to attend the Meeting and represent the Shareholder (a "Proxy Holder"). A Registered Shareholder may appoint a Proxy Holder by inserting that person's name on the proxy form. If no person is named in the proxy form, the Chairman of the Meeting ("Chairman") will be appointed as that Shareholder's Proxy Holder. A Shareholder who holds two or more shares can appoint a maximum of two Proxy Holders to vote their shares.

A Proxy Holder can be appointed by a Registered Shareholder (or its attorney or other person duly authorised) in writing which must be signed or otherwise be authenticated in a manner permitted by the Corporations Act and the Company's Constitution. If a proxy form is signed or otherwise authenticated by an attorney or other person duly authorised, the power of attorney or authority under which the proxy was signed or otherwise authenticated (or a certified copy of that power of attorney or authority) must be delivered to the Company at an address and time as specified below.

A Proxy Holder's appointment will not be valid unless the completed proxy form is delivered to an address set out below by **10:30 a.m. on Friday, 25 August 2023 (Australian Eastern Standard Time) or Thursday, 24 August 2023 at 5:00 pm (Eastern Daylight Time) or 2:00 p.m. (Pacific Daylight Time)** or not less than 48 hours before any adjournment of the Meeting ("**Proxy Cut-off Time**"). Proxy forms delivered after that time will not be accepted.

A proxy form is included with this Explanatory Statement and completed forms can be submitted to Computershare, the Company's transfer agent, as follows:

For Canadian shareholders:

- **by post and/or hand deliver to:** Computershare Investor Services Inc., 100 University Avenue, 8th Floor Toronto, ON M5J 2Y1, Canada
- **by fax to:** 1-866-249-7775 (Toll Free North America); +1 416-263-9524 (International)

- **by email to:** service@computershare.com

For Australian shareholders:

- **by post to:** Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, VIC 3001
- **by fax to:** 1800 783 447 (within Australia), or +61 3 9473 2555 (outside Australia)

Proxy forms may also be delivered to the Company's registered office in Australia at Suite 1G, Building 1, Kings Row Office Park, 40-52 McDougall Street, Milton, Queensland, Australia, posted to the Company at P.O. Box 1148, Milton, Queensland, 4064, Australia or by email to the Company to communications@macarthurminerals.com (if sent from overseas).

VOTING BY PROXY

Direction on how to vote

If you wish to direct the Proxy Holder how to vote, ***please place a mark in the appropriate boxes that appear on the proxy form.***

The shares represented by a properly executed proxy form, where the Chairman is the Proxy Holder will:

- where a choice with respect to any matter to be acted upon has been specified in the proxy form or on any ballot or poll that may be taken, be voted in accordance with the specification made in such proxy form; and
- **On a poll, such shares will be voted in favour of each matter for which no choice has been specified, or where both choices have been specified by the Shareholder.**

No Direction on how to vote - General

If no person is named in the proxy form, the Chairman will be appointed as that Shareholder's Proxy Holder. If you do **not** direct your Proxy Holder how to vote in respect of the Resolution(s), the Proxy Holder may cast your vote as the Proxy Holder thinks fit or may abstain from voting. By signing an undirected appointment, you acknowledge that, subject to the Corporations Act, the Proxy Holder may exercise your vote even if he/she has an interest in the outcome of the Resolution(s) and even if votes cast by him/her other than as Proxy Holder will be disregarded because of that interest.

The enclosed proxy form, when properly completed, delivered and not revoked, confers discretionary authority upon the Proxy Holder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the Chairman to vote in accordance with his best judgment on such matters or business. At the time of the printing of this Explanatory Statement, Management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

NON-REGISTERED HOLDERS

Only Registered Shareholders or duly appointed Proxy Holders are permitted to vote at the Meeting. Most North American Shareholders of the Company are Non-Registered Shareholders because the shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the shares; bank, trust company, trustee or administrator of self-administered RRSPs, RRIFFs, RESPs and similar plans; or clearing agency such as CDS Clearing and Depository Services Inc. (a "Nominee"). If you purchased your shares through a broker, you are likely to be a Non-Registered Shareholder.

Shares held by Nominees can only be voted (for or against resolutions) at the direction of the Non-Registered Shareholder. Without specific instructions, Nominees are prohibited from voting shares for Non-Registered Shareholders. **Therefore, each Non-Registered Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Proxy Cut-off Time.**

Existing regulatory policy requires Nominees to seek voting instructions from Non-Registered Shareholders in advance of Shareholders' meetings. The various Nominees have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Non-Registered Shareholders in order to ensure that their shares are voted at the Meeting. Often the proxy form supplied to a Non-Registered Shareholder by its broker is identical to the proxy form provided by the Company to the Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Non-Registered Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and the United States. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). The Company may also use Broadridge's Quickvote™ service to take votes over the telephone from eligible Non-Registered Shareholders. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting.

There are two kind of Non-Registered Shareholders those who object to their name being made known to the issuers of securities which they own called Objecting Beneficial Owners (or '**OBos**') and those who do not object to the issuers of the securities they own knowing who they are called, being Non-Objecting Beneficial Owners (or '**NOBos**').

A Non-Registered Shareholder who receives a Broadridge voting instruction form cannot use that form to vote shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of shares must be communicated to Broadridge) well in advance of the Proxy Cut-off Time in order to have the shares voted.

Although Non-Registered Shareholders may not be recognised directly at the Meeting for the purposes of voting shares registered in the name of their Nominee, a Non-Registered Shareholder may attend the Meeting as Proxy Holder for their Non-Registered shareholding and vote the shares in that capacity only in a poll. **Non-Registered Shareholders who wish to attend the Meeting and indirectly vote their shares only on a poll as proxy holder for their Non-Registered shareholding should enter their own names in the blank space on the voting instruction form provided to them and return the same to their Nominee (or the Nominee's agent) in accordance with the instructions provided by such Nominee.**

All references to Shareholders in this Explanatory Statement and the accompanying form of proxy and Notice of Meeting are to Registered Shareholders and Non-Registered Shareholders as at the record date of notice unless specifically stated otherwise.

REVOCABILITY OF PROXY

A Registered Shareholder who has submitted a proxy form may revoke it at any time in writing signed by the Registered Shareholder or by the Registered Shareholder's attorney or, where the Registered Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and received by the Company:

- In **Canada**: at any time up to **5:00 p.m. Thursday, 24 August 2023 (Eastern Daylight Time)** by hand or by post to Computershare Investor Services Inc., 100 University Avenue, 8th Floor Toronto, ON, M5J 2Y1, Canada, or facsimile to 1-866-249-775 (Toll Free North America); +1-416-263-9524 (International) or via email on service@computershare.com;
- In **Australia**: at any time up to **5:00 p.m. (Australian Eastern Standard Time) on the last business day preceding the day of the Meeting** (or if adjourned, any reconvening thereof) to the head office of the Company, at Suite 1G, Building 1, Kings Row Office Park, 40-52 McDougall Street, Milton, Queensland, Australia, or posted to P.O. Box 1148, Milton, Queensland, 4064, Australia, facsimile to (07) 3221 6152 or +617 3221 6152 (if sent from overseas) or via email on communications@macarthurminerals.com; or
- To the Chairman on the day of the Meeting (or if adjourned, any reconvening thereof); or
- In any other manner provided by law.

A revocation of a proxy form does not affect any matter on which a vote has been taken prior to the revocation. Only Registered Shareholders have the right to revoke a proxy form. Non-Registered Shareholders who wish to change their vote must in sufficient time in advance of the Meeting, arrange for the respective Nominee to revoke their proxy form on their behalf.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein:

- (a) no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year;
- (b) no proposed nominee of Management of the Company for election as a director of the Company; and
- (c) no associate or affiliate of the foregoing persons;

has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in any matter to be acted upon at the Meeting other than the election of directors (Resolutions 2 to 5). See "*Particulars of Matters to be Acted Upon*" for further details.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorised to issue an unlimited number of ordinary (common) shares without par value, of which **165,853,488** shares were issued and outstanding on **2 August 2023**. The holders of common shares are entitled to one vote for each common share held. To the knowledge of the directors and executive officers of the Company, at the date of this Explanatory Statement, no disclosed person beneficially owns, directly or indirectly, or exercises control or direction over shares carrying more than 10% of the voting rights attached to all shares of the Company.

QUESTIONS FROM SHAREHOLDERS

The Company welcomes your feedback. You may submit written questions using the **Shareholder Question Form** included with this Notice of Meeting or using the online form available on the Company's website www.macarthurminerals.com prior to the Meeting relating to the business of the meeting, including questions for the Company's auditor. Questions for the Company's auditor must relate to the content of the Auditor's Report of the conduct of the audit of the Financial Report. Written questions must be received by the Company no later than **5:00 p.m. on Wednesday, 23 August 2023 (Australian Eastern Standard Time)**.

Please send written questions to:

Macarthur Minerals Limited
P.O. Box 1148
Milton Queensland 4064, Australia

Email: communications@macarthurminerals.com

OTHER MATTERS

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting in accordance with the Corporations Act, it is the intention of the Chairman to vote the shares represented by any proxies issued in the Chairman's favour in accordance with his best judgment on such matter.

ADDITIONAL INFORMATION

Additional information relating to the Company is on SEDAR at www.sedar.com, ASX at www.asx.com or on the Company website, www.macarthurminerals.com. Shareholders may contact the Company to request copies of the Company's financial statements and Management Discussion & Analysis ("**MD&A**") via telephone on (07) 3221 1796 or international telephone +61 7 3221 1796 during Australian business hours, by facsimile to the Company on (07) 3221 6152 or +617 3221 6152 (if from overseas), email: communications@macarthurminerals.com or at Suite 1G, Building 1, Kings Row Office Park, 40-52 McDougall Street, Milton, Queensland 4064 Australia.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, both of which are filed on SEDAR and ASX.

If you have any queries on how to cast your votes then call Macarthur's proxy solicitation agent, Laurel Hill Advisory Group, by email at assistance@laurelhill.com or by telephone at 1-877-452-7184 (toll free within Canada or the U.S.) or + 1 416-304-0211 (for collect calls outside Canada and the U.S.).

DATED this 2nd day of August 2023

BY ORDER OF THE BOARD OF DIRECTORS

OF MACARTHUR MINERALS LIMITED

"Cameron McCall"

Cameron McCall

Chairman

QUESTIONS MAY BE DIRECTED TO THE PROXY SOLICITOR



**North America Toll Free
1-877-452-7184**

**Collect Calls Outside North America
416-304-0211**

Email: assistance@laurelhill.com

PARTICULARS OF MATTERS

1. FINANCIAL STATEMENTS & REPORTS

Section 317 of the Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the AGM. There is no requirement in the Corporations Act or the Company's constitution for Shareholders to vote on, approve or adopt such reports.

Following consideration of the reports, the Chairman will provide Shareholders an opportunity to ask questions and make comments on the Company's reports and accounts for the financial year ended 31 March 2023 and on the management of the Company.

2. REMUNERATION REPORT (RESOLUTION 1)

The Remuneration Report is required to be considered for adoption in accordance with section 250R(2) of the Corporations Act. The Remuneration Report, which details the Company's policy on the remuneration of non-executive Directors, executive Directors and senior executives for the financial year ending 31 March 2023, is part of the Director's Report contained in the Company's 2023 Annual Report. The Directors of the Company will take into consideration the outcome of voting on this Resolution when assessing the remuneration policy for senior executives and executive and non-executive Directors in future.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting.

Voting consequences

Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to Shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' Report must stand for re-election ("**Spill Resolution**"). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("**Spill Meeting**") within 90 days of the second annual general meeting.

At the 2022 annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

Proposed Resolution

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

1. "That the Remuneration Report, as set out in the Annual Report for the financial year ended 31 March 2023 be adopted."

Directors' Recommendation

Acknowledging that every Director has a personal interest in his own remuneration from the Company, as described in the Remuneration Report, the Directors unanimously recommend the adoption of the Remuneration Report.

Voting Exclusion Statement:

In accordance with the ASX Listing Rule 14.11 and section 250BD of the Corporations Act, the Company will disregard any votes cast in favour of Resolution 1 by or on behalf of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such member; or
- (b) a Person appointed as a proxy, where that person is either a member of Key Management Personnel or a Closely Related Party of such member.

However, a person (**the voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. RE-ELECTION OF DIRECTORS (RESOLUTIONS 2 – 5)

The Company's Constitution requires that all newly appointed directors stand for re-election at the next annual general meeting and that the remaining directors, through retirement by rotation must stand for re-election at each annual general meeting. Shareholders will therefore have the opportunity to vote on the election of each director at the Meeting.

The Company has adopted a majority voting system which aligns with Australian corporate practice. Under majority voting in Australia, security holders can vote "for", "against" or "abstain" in relation to each resolution. Votes cast as an abstention are not counted in favour or against a resolution. If directors receive a majority of votes against, they will not be re-elected and their position on the board will cease in accordance with the Company's Constitution.

Under the Company's Constitution the minimum number of directors is three. The board of directors (the "**Board**") presently consists of four directors. The Company is required to have an Audit and Risk Committee and the members of this committee are as set out in the table below.

Information on the directors is as follows:

Name & Position ⁽¹⁾	Principal Occupation or Employment during the past 5 years	Period of Service as an Officer or Director	Number of Shares, RSUs and Options ⁽³⁾
<p>Andrew Suckling⁽²⁾</p> <p>Independent Director</p> <p>New York, USA</p>	<p>Mr Suckling was appointed to the board on 21 May 2019.</p> <p>Mr. Suckling is Non-Executive Chairman of the Board of Cadence Minerals PLC and has over 25 years' experience in the commodity industry. He began his career as a trader on the London Metal Exchange (LME) for Metallgesellschaft (MG). In that role, he established a trading presence in China for MG setting up a representative office in Shanghai in 1997. He then became a partner and trader with the New York based multi-billion fund manager Ospraie Management, LLC. In addition to his role as Executive Chairman at Cadence he is the founding principal and portfolio manager for Verulam, a discretionary commodity fund. Mr. Suckling is a graduate of Brasenose College, Oxford University earning a BA (Hons) in Modern History in 1993 and an MA in Modern History in 2000.</p>	<p>Non-Executive Independent Director, appointed 21 May 2019</p> <p>Re-elected for a further term in 2022.</p>	<p>2,050,000 shares</p> <p>1,800,000 options</p> <p>1,100,000 RSUs</p> <p>Nil warrants</p>

Name & Position ⁽¹⁾	Principal Occupation or Employment during the past 5 years	Period of Service as an Officer or Director	Number of Shares, RSUs and Options ⁽³⁾
<p>Alan Spence Phillips ⁽²⁾</p> <p>Non -Executive Director</p> <p>Queensland, Australia</p>	<p>Mr Phillips was appointed to the board on 19 October 2005. Mr Phillips was President and CEO of the Company from 31 August 2009 until his resignation from those positions on 28 April 2015. Mr Phillips continued as Executive Director until his resignation as Executive Director on 1 January 2017. Mr Phillips continues as Non-Executive Director.</p> <p>Mr Phillips has been a senior executive, director and chairman of ASX, TSX-V, TSX and AIM listed companies over a period of 40 years. Mr Phillips specializes in start-up and turnaround companies across a broad range of industries, but predominantly in the mining and exploration of copper, gold, ethanol and iron ore and technology sectors.</p>	<p>Non-Executive Director, on 1 January 2017.</p> <p>Re-elected for a further term in 2022.</p>	<p>3,318,068 shares</p> <p>1,800,000 options</p> <p>1,050,000 RSUs</p> <p>Nil warrants</p>
<p>Cameron McCall</p> <p>Executive Chairman and CEO</p> <p>Queensland, Australia</p>	<p>Mr McCall was appointed to the board on 27 April 2015. Mr McCall has a wealth of experience across the financial services and commercial property industries within Australia and internationally. He has been providing investment, equity capital raising and share trading advice for over 18 years to corporate entities and private clients at Hartleys Limited and Macquarie Bank Limited. Mr McCall has during his 40-year career built an extensive network of international and Australian based high net worth individuals and corporate entities. Mr McCall is currently running a corporate advisory business providing advice on asset acquisition and capital raising to international and Australian based organisations.</p> <p>Mr McCall is currently an Executive Chairman of Macarthur Minerals Limited (substantial shareholder of Infinity Mining) and Non-Executive Director of Infinity Mining Limited and is not considered to be independent.</p>	<p>Executive Chairman on 13 May 2022 and CEO on 1 September 2022.</p> <p>Re-elected for a further term in 2022.</p>	<p>3,451,821 shares</p> <p>1,800,000 options</p> <p>1,700,000 RSUs</p> <p>Nil warrants</p>

Name & Position ⁽¹⁾	Principal Occupation or Employment during the past 5 years	Period of Service as an Officer or Director	Number of Shares, RSUs and Options ⁽³⁾
<p>Ryan Welker ⁽²⁾</p> <p>Independent Director</p> <p>New South Wales, Australia</p>	<p>Mr Welker was appointed to the board on 1 September 2022.</p> <p>Mr Welker is Chairman and Co-founder of Vitrinite, a tightly held, private, premium-hard coking coal producer in Queensland's Bowen Basin. Mr Welker brings a vast range of skills and experience to the board of Macarthur Minerals. He has worked for and supported mining and exploration companies all over the world in nearly every stage of the development and production cycle. His direct industry experience gives him a blend of capabilities where he understands the needs of mining companies of all sizes, but particularly publicly listed junior mining companies.</p> <p>His previous and current positions include management, corporate development, and finance. Prior to moving back to Australia in 2019, Mr Welker worked for EAS Advisors in New York, where he advised and raised more than \$2bn for dozens of ASX, LSE, TSX and AIM listed companies. Prior to EAS, he held positions at Rio Tinto, Hancock Prospecting, Standard Bank and served as a Non-Executive Director of Mineral Resources Limited.</p>	<p>Non-Executive Independent Director, appointed 1 September 2022.</p>	<p>Nil shares</p> <p>2,300,000 options</p> <p>Nil RSUs</p> <p>Nil warrants</p>

Notes:

1. The information as to place of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors and officers individually.
2. Member of Remuneration and Nomination Committee and Audit and Risk Committee, Mr. Suckling is the Chair.
3. Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at 2 August 2023, based upon information furnished to the Company by individual directors. Unless otherwise indicated, such shares are held directly.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company.

To the knowledge of the Company, no proposed director of the Company is, as at the date hereof, or has been, within the 10 years before the date of this Explanatory Statement, a director, chief executive officer ("CEO") or chief financial officer ("CFO") of any corporation (including the Company) that:

- (a) was subject to an order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "Order"), that was issued while the proposed director was acting in the capacity as a director, CEO or CFO; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or
- (c) is, as at the date of this Explanatory Statement, or has been within 10 years before the date of the Explanatory Statement, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- (d) has, within the 10 years before the date of this Explanatory Statement, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual; or
- (e) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (f) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Proposed Resolution

The ordinary resolution, substantially in the form below, must be passed by at least a majority of the votes cast at the Meeting in person or by proxy.

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

1. **(Resolution 2):** “That Andrew Paul Suckling, who retires by rotation in accordance with clause 18.6(a) of the Company’s Constitution, and being eligible, be re-elected as a director of the Company in accordance with clause 18.8(a)(1) of the Company’s Constitution.”
2. **(Resolution 3):** “That Alan Spence Phillips, who retires in accordance with clause 18.7(a) of the Company’s Constitution, and being eligible, be re-elected as a director of the Company in accordance with clause 18.8(a)(1) of the Company’s Constitution.”
3. **(Resolution 4):** “That Cameron McCall, who retires in accordance with clause 18.7(a) of the Company’s Constitution, and being eligible, be re-elected as a director of the Company in accordance with clause 18.8(a)(1) of the Company’s Constitution.”
4. **(Resolution 5):** “That Paul Ryan Welker, who is appointed in accordance with the clause 18.3 of the Company’s Constitution, and being eligible, be elected as a director of the Company in accordance with clause 18.3(a) of the Company’s Constitution.”

Directors’ Recommendation

The directors (except for their interests) recommend that Shareholders vote in favour of the re-election of each director in the event that resolutions 2 to 5 are passed.

The Chairman of the Meeting intends to vote in favour of the respective Resolutions where there are no directions indicated on the proxy form.

4. APPOINTMENT OF CANADIAN AUDITOR (RESOLUTION 6)

RSM Australia Partners has been the Company’s sole Canadian and Australian auditor since 27 October 2021. Unless otherwise instructed, the proxies given in favour of the Chairman will be voted for the re-appointment of RSM Australia Partners as the auditor of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

Under Australian law, the Company’s corporate auditors, RSM Australia Partners, were appointed by Shareholders on 31 August 2022 and do not require re-appointment every year at the annual general meeting.

Proposed Resolution

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

1. “That, RSM Australia Partners, be re-appointed as Canadian auditor of the Company for the 2023-2024 financial year at a remuneration to be fixed by the Board.”

Directors' Recommendation

The directors recommend that Shareholders vote in favour of the appointment of RSM Australia Partners as the Company's Canadian auditor.

The Chairman of the Meeting intends to vote in favour of the respective resolution where there are no directions indicated on the proxy form.

5. APPROVAL OF A FIXED 20% OMNIBUS INCENTIVE PLAN, EMPLOYEE SHARE COMPENSATION PLAN AND CONSULTANT SHARE COMPENSATION PLAN (RESOLUTION 7)

Background

The Company currently has three incentive plans, the Omnibus Incentive Plan, Employee Share Compensation Plan and the Consultant Share Compensation Plan (collectively the "**Current Share Compensation Plans**"). The Current Share Compensation Plans were approved by Shareholders at the Company's AGM held on 31 August 2022.

The terms of the Current Share Compensation Plans fix the maximum number of common shares in the Company that may be issued at 20% of the number of common shares of the Company issued and outstanding as of the effective date of the Current Share Compensation Plans.

The Company is proposing to refresh the effective date of the Current Compensation Plans so that the fixed maximum number of common shares of the Company that may be issued under the Current Share Compensation Plans accurately reflects 20% of the number of common shares of the Company issued and outstanding as of the Record Date for this Meeting (**Effective Date**) which is equivalent to 33,170,698 common shares. As at the date of this Explanatory Statement, the Company has on issue 165,853,488 common shares (collectively, the "**Share Compensation Plans**").

The Share Compensation Plans provide participants with the opportunity, not only through the grant of stock options, but also through the award of restricted share units ("**RSUs**"), share purchase scheme (the "**SPS**") and share bonus scheme (the "**SBS**") to acquire an ownership interest in the Company.

Listing Rule 14.1.A and TSXV Policy 4.4

Pursuant to Policy 4.4 of the TSX Venture Exchange Manual ("**Manual**"), any amendment to the Share Compensation Plans requires disinterested shareholder approval.

If Resolution 7 is passed, the Company will be able to issue up to 20% of 165,853,488 common shares issued and outstanding as at Effective date of 2 August 2023 which is equivalent to 33,170,698 common shares with any future issue of the Equity Securities to the Employees, Consultants and Directors.

In the event that Resolution 7 is not approved by Shareholders at this Meeting, the Company's Current Share Compensation Plan will continue to be in effect. This may potentially impact the Company's ability to issue any future Equity Securities to Employees and Consultants and the Company will not be able to proceed with any proposed future issue of the Equity Securities to the Directors. The Directors fee / remuneration entitlements will be settled by a cash payment made in accordance with the Company's usual monthly pay cycle.

Listing Rules 10.14 and 10.15

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under the Share Compensation Plans:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director the company (Listing Rule 10.14.2); or
- (c) a person whose relation with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

Any future issue of Equity Securities to the Directors falls within Listing Rule 10.14.1 (or Listing Rule 10.14.2 if the Directors elect to be granted to their respective nominees) and therefore requires the approval of Shareholders under Listing Rule 10.14.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 or 10.11 is not required.

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to any future issue of the Equity Securities:

- (a) The Equity Securities will be issued under the Share Compensation Plan to each of the Directors (or their respective nominees).
- (b) The Directors are each related parties of the Company by virtue of being a Director and within the category stipulated by Listing Rule 10.14.1. In the event any Equity Securities are issued to a nominee of a particular Director, that person will fall into the category stipulated by Listing Rule 10.14.2.
- (c) The number of any proposed future Equity Securities to be issued to each of the Directors will not exceed the maximum number available under the refresh capacity with the issue price no less than the market price on the date of grant and must be issue no later than 3 years after the date of the meeting.
- (d) The summary of the material term of the scheme is set out in Resolution 7.
- (e) The current total remuneration package for the Directors as at the date of this Notice (presented in accordance with Form 51-102F6V) sets forth all direct and indirect compensation provided to the Company's directors, for the financial years ended 31 March 2022 and 2023. All dollar amounts are Australian dollars unless otherwise indicated.

Table of compensation excluding compensation securities						
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Joe Phillips ⁽¹⁾ CEO and Director	2023	125,000	-	-	357,500	482,500
	2022	350,000	-	-	-	350,000
Cameron McCall ⁽²⁾ Chairman	2023	279,439	-	-	460,824	740,263
	2022	275,000	-	-	-	275,000
Alan Phillips Non- Executive Director	2023	93,280	-	-	460,824	554,104
	2022	90,000	-	-	-	90,000
Andrew Suckling Non- Executive Director	2023	109,858	-	-	460,824	570,682
	2022	94,460	-	-	-	94,460
Daniel Lanskey Non- Executive Director	2023	-	-	-	-	-
	2022	40,078	-	-	-	40,078
Ryan Welker ⁽⁴⁾ Non- Executive Director	2023	55,417	-	-	128,859	184,276
	2022	-	-	-	-	-
Andrew Bruton ⁽³⁾ CEO	2023	455,000	-	-	-	455,000
	2022	420,000	-	-	-	420,000

Notes:

1. Joe Phillips retired on 31 August 2022.
2. Cameron McCall appointed as CEO on 1 September 2022.
3. Andrew Bruton retired on 13 May 2022.
4. Ryan Welker appointed as Non-Executive Director on 1 September 2022.

The following table sets forth information concerning all awards granted or issued under the Company's Share Compensation Plans during the year ended 31 March 2023 to each of the directors and NEOs.

Compensation Securities							
Name and position	Type of compensation security ⁽¹⁾	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue of grant	Issue, conversion or exercise price (CAD\$)	Closing price of security or underlying security on date of grant (CAD\$)	Closing price of security or underlying security at year end (CAD\$)	Expiry Date
Joe Phillips ⁽¹⁾ CEO and Director	Bonus Shares	1,100,000	25 May 22	\$0.295	\$0.30	\$0.145	N/A
Cameron McCall ⁽²⁾ Executive Chairman	Bonus Shares Options	1,100,000 1,800,000	25 May 22 20 Mar 23	\$0.295 \$0.18	\$0.30 \$0.12	\$0.145 \$0.145	N/A 20 Mar 26
Alan Phillips ⁽³⁾ Non- Executive Director	Bonus Shares Options	1,100,000 1,800,000	25 May 22 20 Mar 23	\$0.295 \$0.18	\$0.30 \$0.12	\$0.145 \$0.145	N/A 20 Mar 26
Andrew Suckling ⁽⁴⁾ Non- Executive Director	Bonus Shares Options	1,100,000 1,800,000	25 May 22 20 Mar 23	\$0.295 \$0.18	\$0.30 \$0.12	\$0.145 \$0.145	N/A 20 Mar 26
Ryan Welker Non- Executive Director	Options Options	500,000 1,800,000	26 Oct 22 20 Mar 23	\$0.40 \$0.18	\$0.153 \$0.12	\$0.145 \$0.145	26 Oct 25 20 Mar 26
Andrew Bruton ⁽⁶⁾ CEO	-	-	-	-	-	-	-

Notes:

1. Joe Phillips held 2,350,000 RSUs and no Options at 31 March 2023.
2. Cameron McCall held 1,800,000 options and 1,700,000 RSUs at 31 March 2023.
3. Alan Phillips held 1,800,000 options and 1,050,000 RSUs at 31 March 2023.
4. Andrew Suckling held 1,800,000 options and 1,100,000 RSUs at 31 March 2023.
5. Ryan Welker held no 2,300,000 options at 31 March 2023.
6. Andrew Bruton held no options or RSUs at 31 March 2023.

Pursuant to and in accordance with ASX Listing Rule 10.15.10 and 10.15.11, the following information is provided in relation to any future issue of the Equity Securities:

a) LR 10.15.10

No loans have or will be made by the Company in connection with any proposed issue of Equity Securities under the Plans to any persons covered by listing rule 10.14.

b) LR 10.15.11

- Subject to Shareholder approval being obtained, the maximum number of Equity Securities that are issuable under the Plans to any persons covered by listing rule 10.14 cannot exceed 2% of shares outstanding which is equivalent to 3,317,069 common shares within any one-year period and will be published in the annual report of the entity relating to the period in which they were issued, along with a statement that approval for the issue was obtained under listing rule 10.14.
- Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of Equity Securities under the Plans after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.

Listing Rules 7.2 Exception 13(b)

The following information is provided to Shareholders for the purposes of obtaining Shareholders approval:

- (a) A summary of the terms of the three plans is set out below.
 (b) As at the last Shareholders approval at the Company’s AGM held on 31 August 2022, 8,500,000 Equity Securities have been issued under the Plans as follows:

Date Options Granted	Expiry Date	Issue Price of Shares	Number under options
26 Oct 2022	26 Oct 2024	AUD\$0.45	650,000
26 Oct 2022	26 Oct 2024	AUD\$0.50	150,000
26 Oct 2022	26 Oct 2025	AUD\$0.40	500,000
20 Mar 2023	20 Mar 2026	AUD\$0.20	7,200,000
			8,500,000

- (c) The maximum number of Equity Securities proposed to be issued under the Plans in reliance on Listing Rule 7.2 (Exception 13 (b)) is up to 20% of 165,853,488 common shares issued and outstanding as at Effective date of 2 August 2023 which is equivalent to 33,170,698 common shares.

Australian Corporations Act Requirements

Chapter 6D of the *Corporations Act 2001* (Cth) (“**Corporations Act**”) requires that, subject to certain exemptions, the Company provide prospectus level disclosure before an offer of securities (which includes share-based compensation) is made. However, the Australian Securities and Investments Commission (“**ASIC**”) provides relief from prospectus level disclosure for employee incentive schemes. The Company has previously relied on such relief, hence the need for three plans:

- Omnibus Incentive Plan;
- the Employee Share Compensation Plan; and
- the Consultant Share Compensation Plan.

The Omnibus Incentive Plan and Employee Share Compensation Plan rely on relief from prospectus level disclosure pursuant to ASIC Class Order 14/1000 and/or ASIC Class Order 1000 and the Consultant Share Compensation Plan on general disclosure exemptions.

The three plans currently have an aggregate limit of 20% of issued capital as of the effective date of the Current Share Compensation Plans, being 31 August 2022.

Summary of the Share Compensation Plans

The Share Compensation Plans provide participants with the opportunity, through RSUs, options, the SPS and the SBS to acquire an ownership interest in the Company.

- RSUs are units that rise and fall in value based on the value of the Company’s shares. Unlike options, RSUs do not require the payment of any monetary consideration to the Company. Instead, each RSU represents a right to receive one common share following the attainment of vesting criteria determined at the time of the award. See “*Restricted Share Units*” below.
- Options are rights to acquire the Company’s common shares upon payment of monetary consideration (i.e. the exercise price), subject also to vesting criteria determined at the time of the grant. See “*Options*” below.
- The SPS will give participants the opportunity to purchase shares by making contributions from their salary and a part contribution by the Company. See “*Share Purchase Scheme*” below.
- The SBS gives the Company the discretion to allot, issue and distribute common shares to eligible participants who are deemed to have provided an extraordinary contribution to the Company. See “*Share Bonus Scheme*” below.

Purpose of the Share Compensation Plans and Participants

The stated purpose of the Share Compensation Plan is to advance the interests of the Company and its Shareholders by:

- (a) ensuring that the interests of directors, officers, employees and consultants are aligned with the success of the Company;
- (b) encouraging share ownership by such persons; and
- (c) providing compensation opportunities to attract, retain and motivate such persons.

Each director (including non-executive directors), officer, employee and consultant of the Company and its subsidiaries, that are confirmed as bona fide eligible persons, will be eligible to participate in the Share Compensation Plans. See "*Restrictions on the Issuance of Shares from Treasury Under the Share Compensation Plans*" below.

Participants retained to provide Investor Relations Activities can only participate in Options. They are not allowed to receive RSUs, Bonus Shares and Common Shares pursuant to the SPS.

Administration of the Share Compensation Plans

The Share Compensation Plans will be administered by the Board or other such persons as may be designated by the Board from time to time (the "**Administrators**") which may be through the recommendation of the Remuneration and Nomination Committee of the Board (if such a committee is appointed), which will determine, from time to time, the eligibility of persons to participate in the Share Compensation Plans, when RSUs, options and shares under the SBS ("**Bonus Shares**") will be awarded or granted, the number of RSUs, options and Bonus Shares to be awarded or granted, the vesting criteria for each award of RSUs and grant of options, the eligibility of persons to benefit from the cashless provision and all other terms and conditions of each award and grant, in each case in accordance with applicable securities laws and stock exchange requirements. In addition, the Administrators will determine the amount that participants and the Company may contribute under the SPS and whether such contributions shall be used to subscribe for shares from treasury or purchase shares from the market. See "*Share Purchase Scheme*" below.

The grant of any Restricted Share Units, Bonus Shares and Common Shares pursuant to the Share Purchase Scheme to Insider Participants must receive disinterested shareholder approval.

Number of Shares Available for Issuance under the Share Compensation Plans

The number of shares available for issuance from the treasury under the Share Compensation Plans must not at any time exceed 20% of the number of common shares of the Company issued and outstanding as of the effective date of the Share Compensation Plans (i.e. on the approval at this Meeting), currently expected to be 165,853,488. These limits do not apply to shares purchased from the market under the SPS.

Restrictions on the Issuance of Shares from Treasury Under the Share Compensation Plans

Certain additional restrictions on the number of shares issuable from treasury under the Share Compensation Plans will apply as follows:

- (a) the number of shares issuable from treasury to insiders cannot exceed 20% of the shares then outstanding;
- (b) the number of shares issued from treasury to insiders within any one-year period cannot exceed 20% of the shares then outstanding;
- (c) the number of shares issued from treasury to any one person at any time cannot exceed 10% of the shares then outstanding within any one-year period;
- (d) the number of shares issued to any one consultant at any time cannot exceed 2% of shares then outstanding, within any one-year period;
- (e) the number of shares issued to all persons that provide investor relations activities at any time cannot exceed 2% of shares then outstanding, within any one-year period;

- (f) the aggregate number of Common Shares issued for RSUs, Bonus Shares; and the SPS cannot exceeding in the issuance of 20,000,000 at any point in time, including to insiders;

The foregoing restrictions do not apply to shares purchased on the market under the SPS.

Restricted Share Units

- (a) Mechanics for RSUs

RSUs awarded to participants under the Share Compensation Plan will be credited to an account that will be established on their behalf and maintained in accordance with the Share Compensation Plans. Each RSU awarded will conditionally entitle the holder thereof to the issuance of one common share upon achievement of the vesting criteria.

- (b) Vesting Provisions

The Share Compensation Plans provide that:

- (i) at the time of the award of RSUs, the Administrators will determine the vesting criteria applicable to the awarded RSUs;
- (ii) vesting of RSUs may include criteria such as time vesting criteria or performance vesting;
- (iii) RSUs with time vesting criteria would, at a minimum (i.e. as the least restrictive criteria), vest in respect 33 $\frac{1}{3}$ % of the shares subject to RSUs on the first day after each of the first three anniversaries of the award date of such RSUs;
- (iv) RSUs with performance vesting criteria would, at a minimum (i.e. as the least restrictive criteria), vest on the first day after the first achievement of vesting criteria as determined by the Administrators.

- (c) Termination, Retirement and Other Cessation of Employment in connection with RSUs

A person participating in the Share Compensation Plans will cease to be eligible to participate in the following circumstances: (a) where a participant voluntarily resigns from their position on the termination date included in any notice of termination of employment; (b) where a consultant terminates for convenience (insofar as it is possible pursuant to the terms of the consultant's contract) on the termination date included in any notice of termination of contract or service; (c) in all other circumstances, by the giving of any notice of termination of employment (whether voluntary or with just cause or without cause), or any cessation of employment or service for any reason whatsoever, excluding disability or death; or (d) in all other circumstances by the giving of notice by the Company to a consultant of termination of contract, excluding notice of termination of contract due to disability or death of the primary person who provides management or consulting services, excluding disability or death (an "**Event of Termination**").

If an Event of Termination occurs after the vesting date of the RSUs, but prior to settlement of the award of shares, to the extent permitted under applicable laws and the rules of the TSX-V and any other applicable exchange that the Company may be listed on from time to time (the "**Listing Rules**"), the settlement shall occur as soon as practicable after the Event of Termination. If an Event of Termination has occurred prior to the vesting date by voluntary resignation, under the Employee Share Compensation Plan, or by termination for convenience (and provided the Participant is not a Good Leaver) under the Consultant Share Compensation Plan, or a participant is terminated for just cause under both Share Compensation Plans, all of the participant's unvested RSUs will immediately be null and void. If an Event of Termination has occurred by the Company, without cause, all RSUs of the participant shall immediately vest and shall be paid out in shares no later than 10 days after the Event of Termination.

If a participant dies or suffers a disability which the Administrators, in their sole and unfettered discretion, consider likely to permanently prevent the participant (or the primary person who provides management or consulting services to the Company or to any entity controlled by the Company) from: (a) being employed or engaged by the Company, its subsidiaries or another employer, in a position the same as or similar to that in which they were last employed or engaged by the Company or its subsidiaries; or (b) acting as a director or officer of the Company or its subsidiaries (a "**Disability**"), the RSUs then held by the participant shall vest, depending on applicable time vesting criteria or achievement of performance criteria, at any time up to but not after the earlier of: (i) 365 days after the date of death or Disability; and (ii) the expiration date of the RSUs.

(d) Other Terms

Under the Share Compensation Plans, should the vesting of an RSU fall within a blackout period the vesting will be automatically extended to the business day after the end of the blackout period.

Under the Consultant Share Compensation Plan, if a participant's contract term ends after the vesting date of the RSUs, but prior to settlement of the award of shares, to the extent permitted under applicable laws and the Listing Rules, the settlement shall occur as soon as practicable after the expiry of the contract term. If the vesting of a participant's RSUs is delayed due to a blackout period, but the participant's contract ends on, or after, what would have been the vesting date but for the blackout period, the RSUs shall still vest in accordance with their terms despite expiry of the contract term. In all other cases, if a participant's contract term ends prior to the vesting date all rights of the participant in unvested RSUs granted to the participant shall be immediately null and void as of the date of the expiry of the contract.

Under the Share Compensation Plans, all unvested RSUs shall vest on occurrence of a "Change of Control". A "Change of Control" means: (i) the acceptance of a bona fide arm's length Take Over Bid made to all holders of voting shares in the capital of the Company to purchase, directly or indirectly, voting shares in the capital of the Company (an "Offer") by a sufficient number of holders of voting shares in the capital of the Company to constitute the offeror, together with persons acting jointly or in concert with the offeror, a Shareholder of the Company being entitled to exercise more than 50% of the voting rights attaching to the outstanding voting shares in the capital of the Company (provided that prior to the Take Over Bid, the offeror was not entitled to exercise more than 50% of the voting rights attaching to the outstanding voting shares in the capital of the Company), (ii) the completion of a consolidation, merger or amalgamation of the Company with or into any other corporation whereby the voting Shareholders of the Company immediately prior to the consolidation, merger or amalgamation receive less than 50% of the voting rights attaching to the outstanding voting shares of the consolidated, merged or amalgamated corporation, (iii) the completion of a sale whereby all or substantially all of the Company's undertakings and assets become the property of any other entity and the voting Shareholders of the Company immediately prior to that sale hold less than 50% of the voting rights attaching to the outstanding voting securities of that other entity immediately following that sale, (iv) a change in the composition of a majority of the board within a 90 day period as a result of a Shareholder (alone or collectively with other Shareholders) being able to exert control or influence over the composition of the Board, and so exercise such control or influence; or (v) any similar event or transaction not specifically contemplated by this section paragraph as determined by the Company in its sole discretion, acting reasonably, including but not limited to a change in control of the Board.

Options

(a) Mechanics for Options

Each option granted will entitle the holder thereof to the issuance of one share upon achievement of the vesting criteria and payment of the applicable exercise price.

(b) Termination, Retirement and Other Cessation of Employment in connection with Options

A person participating in the Share Compensation Plan will cease to be eligible to participate where there is an Event of Termination (as defined above).

If an Event of Termination occurs as a result of termination for just cause, any unvested options held by such participant on the date of such termination, shall be cancelled as of that date. Except as otherwise stated in the Share Compensation Plans or otherwise determined by the Administrators in their discretion, upon the occurrence of an Event of Termination that includes termination by voluntary resignation, under the Employee Share Compensation Plan, or by termination for convenience, under the Consultant Share Compensation Plan, or termination other than for just cause, under both Share Compensation Plan, all options (vested or unvested) granted to the affected participant shall if unvested vest immediately and they may all be exercised only before the earlier of: (i) the expiry of the option; or (ii)(a) 90 days after the date of the Event of Termination for participants who are not directors; or (ii)(b) 365 days after the date of the Event of Termination for participants who are directors.

If a participant ceases to be an Eligible Person due to his or her death or Disability (or in the case of a consultant company, the primary person who provides management or consulting services to the Company or to any entity controlled by the Company), the options then held by the participant shall vest and be exercisable to purchase shares at any time up to but not after the earlier of: (i) 365 days after the date of death or Disability; and (ii) the expiration date of the options.

(c) Other Terms

The Administrators will determine the exercise price and term/expiration date of each option, provided that the exercise price shall not be less than the prescribed discount permitted by the TSX-V from the market price on the date of grant; and no option shall be exercisable after five years from the date on which it is granted.

Should the term of an option expire on a date that falls within a blackout period or within nine business days following the expiration of a blackout period, such expiration date will be automatically extended to the tenth business day after the end of the blackout period.

If a Change of Control occurs, all options will become vested, whereupon such option may be exercised in whole or in part by the optionee, subject to the approval of the TSX-V, if necessary.

If a bona fide Take Over Bid for shares is made to a participant who holds options or to Shareholders of the Company generally or to a class of Shareholders which includes the options held by a participant, which Take Over Bid, if accepted in whole or in part, would result in the offeror becoming a control person of the Company, within the meaning of the *Securities Act* (British Columbia), the Company may, upon receipt of notice of the Take Over Bid, determine in its discretion whether to amend the vesting provisions of the options and notify each affected participant of full particulars of the Take Over Bid, whereupon (subject to the approval of the TSX-V and /or ASX as applicable) the vesting provisions of the options will be accelerated to being vested and any such unvested options with an out of the money strike price shall have their strike price reduced to be at least 20% in the money (i.e. the value of the un-vested Options (as applicable) shall be increased by ensuring the relevant Options (as applicable) vest at 20% below the lesser of the applicable Takeover price or the 5 day VWAP as at the date upon which the Takeover was announced to the market. The Directors shall give each Participant as much notice as possible of any acceleration of the Options under this section, except that not less than five (5) business days' notice is required and more than 30 days' notice is not required. However, if: (a) the Take Over Bid is not completed within the time specified therein; or (b) all of the shares tendered by the participant pursuant to the Take Over Bid are not taken up or paid for by the offeror in respect thereof, then the shares received upon such exercise, or in the case of clause (b) above, the shares that are not taken up and paid for, may be returned by the participant to the Company and reinstated as authorized but unissued shares and with respect to such returned shares, the participant's options shall be reinstated as if it had not been exercised and the terms upon which such options were to become vested shall be reinstated. If any shares are returned to the Company under this provision, the Company shall immediately refund the exercise price received by the Company to the participant for such options.

Share Purchase Scheme

(a) Mechanics for the SPS

The Administrators shall designate the participants which may be entitled to participate in the SPS, however, Canadian residents shall not be entitled to participate in the SPS. Such participants will be entitled to make contributions from salary or consultant fees for services up to a limit set by the Administrators (to a maximum of 20% of their annual contracted amount). The Administrators shall also determine the contribution that will be made by the Company (up to a maximum of 25% of each participant's contribution). The Administrators shall determine whether a Purchase Scheme Treasury Option (as defined below) or a Purchase Plan Market Option (as defined below) will be utilized.

(b) Purchase Scheme Treasury Option

Under the purchase scheme treasury option (the "**Purchase Scheme Treasury Option**") each of the participant's contribution and the Company's contribution shall be aggregated ("**Aggregate Contribution**") and common shares shall be issued from treasury for the account of each participant. The number of common shares that are issued for the account of each participant is based on their Aggregate Contribution divided by market trading price of the common shares on any exchange where the common shares are listed (including the TSX-V).

(c) Purchase Scheme Market Option

Under the purchase scheme market option (the "**Purchase Scheme Market Option**") the participant's contribution and the Company's contribution will be paid into a trust (the "**Purchase Scheme Trust**") and the Purchase Scheme Trust will use the Aggregate Contribution to purchase common shares on the open market.

(d) Determination of Purchase Scheme Treasury Option or Purchase Scheme Market Option

At the commencement of every calendar quarter, the Administrators shall determine whether Aggregate Contributions in respect of a participant shall be used to:

- (i) purchase shares to be issued from treasury under the Purchase Scheme Treasury Option; or
- (ii) purchase shares through the facilities of the TSX-V (or such other stock exchanges as the Company may designate from time to time) under the Purchase Scheme Market Option, for the next following calendar quarter; provided that, if the Administrators do not make such a determination in respect of any calendar quarter, participants shall continue to participate in the SPS in the next following calendar quarter on the same terms and in the same manner as in the preceding calendar quarter.

Participants shall initially participate in the Purchase Scheme Treasury Option until such determination is changed by the Administrators. Each participant shall be advised in writing of his or her participation in the Purchase Scheme Treasury Option or the Purchase Scheme Market Option and shall be advised of any changes in such participant's participation under the SPS Holding and Delivery of Shares.

(e) Common Shares Held in Trust

All common shares issued to or purchased by the trustee of the Purchase Plan Scheme Trust (the "Trustee") on behalf of a participant shall be held by the Trustee in trust for the benefit of such participant and the Trustee shall record the number of common shares so held by the Trustee for the benefit of the participant.

The common shares held by the Trustee on behalf of a participant pursuant to the SPS shall be voted by the Trustee at each meeting of the Shareholders of the Company in accordance with the timely instructions of such participant and, for the purposes thereof, the Trustee shall, at the expense of the Company cause each participant to be provided with a copy of the notice of meeting, Explanatory Statement and proxy for each meeting of the shareholders of the Company together with an appropriate form on which the participant may indicate voting instructions to the Trustee, or alternatively, the Trustee may deliver to the participant a proxy for use at such meeting, duly endorsed by the Trustee, indicating the number of common shares held by the Trustee for such participant, entitling the participant to deposit such proxy directly with the Company in connection with such meeting.

The Trustee shall promptly advise all participants of take-over bids, issuer bids, rights offerings and other events notice of which is given to the Trustee or its nominee as the registered holder of common shares and cause all participants to be provided with copies of all materials delivered by the Company to the Trustee or its nominee in connection therewith and exercise the rights with respect thereto at the timely direction of the participant upon the participant providing such instructions, information or funds to the Trustee as may be specified by the Trustee.

Unless otherwise provided in the Share Compensation Plan, common shares held for the benefit of a participant in trust with the Trustee shall be delivered to the participant at such times as determined by the Administrators in consultation with the Trustee. With respect to any common shares held by the Trustee for the benefit of any participant on which the Hold Period (as defined below), if any, has not expired at such delivery time, the Trustee shall transfer the common shares then held in trust for such participant in his/her name and deliver such common shares to the participant within five (5) Business Days after expiry of the Hold Period. No fractional shares shall be delivered to any participant and the Trustee shall hold any unused balance of the Aggregate Contribution in respect of a participant in trust on behalf of such participant until used in accordance with the SPS or otherwise returned to the participant or Company, as applicable, in accordance with the terms of the SPS.

Unless otherwise provided under the terms of the Purchase Scheme Trust a participant shall be entitled to authorise and direct the Trustee to sell at or above the Market Price (as defined below) the common shares to which a participant is entitled to under the Purchase Scheme Trust, subject to applicable laws and Listing Rules, including compliance with the Hold Period (as defined below).

"Market Price" means the last closing price per Common Share on the trading day immediately preceding the day on which the Company announces the grant of the option or, if the grant is not announced, on the Grant Date.

(f) Termination of Contract and the SPS

If a participant ceases to be eligible to participate in the SPS for any reason including an Event of Termination, any cash portion of the participant's contribution then held on behalf of such participant shall be paid to the participant:

- (i) Under the Purchase Plan Treasury Option, any cash portion of the Company's contribution made on behalf of such participant to the Purchase Scheme Trust then held by the Purchase Scheme Trust shall be forfeited, and subject to the discretion of the Administrators, any common shares issued on behalf of such participant from time to time for the Aggregate Contribution then held in safekeeping for a participant, subject to applicable law and Listing Rules, be delivered to such participant subject to compliance with applicable law and Listing Rules, including expiry of the Hold Period (as defined below);
- (ii) Under the Purchase Plan Market Option any cash portion of the Company's contribution made on behalf of such participant to the Purchase Scheme Trust then held by the Purchase Scheme Trust shall be forfeited, and subject to the discretion of the Administrators, such Employee shall be entitled to receive the common shares purchased by the Purchase Scheme Trust with the Company's contribution made in respect of such participant up to the end of the quarter immediately prior to the date of the Event of Termination and shall forfeit the amount of the Company's contribution and any Common Shares purchased with such Company's contribution made in respect of such Employee after the end of such quarter.

If a participant shall cease to be employed or consultant's contract terminated by the Company and all designated affiliates by reason of Disability or the death of the participant:

- (i) such participant shall automatically cease to be entitled to participate in the SPS; and
- (ii) any issuance from treasury, purchase from the market and delivery of common shares by the Trustee in respect of such participant, shall not be accelerated by the Disability or death of such participant and shall occur on the date on which such common shares would otherwise have been issued, purchased and delivered to such participant had the Disability or death of the participant not occurred and the Company shall pay any unused portion of the Aggregate Contribution then held by the Trustee on behalf of such participant to the participant or the estate of the participant, as the case may be.

(g) Other Terms

Any participant may at any time during a calendar year, other than during the month of December, elect to withdraw from the applicable Share Purchase Plan. The participant's contribution contributed to the date of withdrawal will continue to be held in trust on behalf of the participant and issued at the time they would otherwise have been issued as if the participant had not withdrawn.

Share Bonus Scheme

(a) Mechanics of the SBS

The Administrators shall have the authority to allot, issue and distribute Bonus Shares to any participants whom the Administrators, in their sole and absolute discretion deem to have provided extraordinary contributions to the advancement of the Company as a discretionary bonus.

Bonus Shares will be issued at a deemed price determined by the Administrators at the time of issuance of such bonus shares, but such price shall not be less than the daily closing price per common share on the TSX-V and/or ASX as applicable on the trading day immediately preceding the day on which the bonus shares are issued.

(b) Other Terms

The pool of Bonus Shares available for any given year if not distributed cease to be available at the end of the year and do not accumulate or become available for any succeeding year.

Transferability

RSUs awarded and options granted under the Share Compensation Plan are non-transferable other than in accordance with the Share Compensation Plan.

Unless otherwise provided under the terms of the Purchase Scheme Trust a participant shall be entitled to authorise and direct the Trustee to sell at or above the current market price the common shares to which a participant is entitled to under the Purchase Scheme Trust.

Hold Period

All shares issued from treasury to a participant under the Share Compensation Plan, other than shares issued on the exercise of options, are subject to a four month and one day hold period on TSX-V, or such longer period as may be required by law or any regulatory authority having jurisdiction over the securities of the Company (the "**Hold Period**"). Shares purchased on the market under the SPS will not be subject to the Hold Period.

If the exercise price of any options issued is at discount to the Market Price, the Hold Period applies from the Grant Date and will be legended in accordance with the TSX-V Manual.

Investor Relations Activities

Any options issued to Participants retained to provide Investor Relations Activities vest in accordance with TSX-V Manual.

The Administrators must, through the establishment of appropriate procedures, monitor the trading in the securities of the Issuer by all Participants performing investor relations activities. These procedures may include, for example, the establishment of a designated brokerage account through which the participant conducts all trades in the securities of the Company or a requirement for such participants to file insider trade report to the Administrators.

Cashless Provision

In lieu of paying the aggregate exercise price to purchase Common Shares under clause 5 (Grant of Options) the Administrators may, in their sole and absolute discretion, permit a Participant to elect to receive, without payment of cash or other consideration, upon surrender of the applicable portion of exercisable Options to the Corporation, a number of Common Shares determined in accordance with the following formula (a **Cashless Exercise**):

$$A = \frac{B * (C - D)}{C}$$

where:

- A the number of the Common Shares (rounded down to the nearest whole number) to be issued to the Participant;
- B the number of Common Shares otherwise issuable upon the exercise of the Option or portion of the Option being exercised;
- C the Market Value of one Common Share determined as of the date of delivery of written notice to the Company Secretary where Market Value is determined to be the weighted average price for Shares on the TSX-V or ASX, as applicable over the last 30 trading days immediately prior to the date that the Corporation receives the notice of Option exercise; and
- D the exercise price of Options

For example: if a Participant holds 50 Options (which have vested and are therefore capable of exercise), each with an exercise price of \$1.00 and they elect to exercise all of their Options by paying the exercise price, they would pay \$50 and receive 50 Common Shares. However, if the Participant elects their rights under the Cashless Exercise, and the Market Value of one Common Share prior to exercise is \$1.50, the Participant will

pay no cash and receive 16 Common Shares (being $50 (\$1.50 - \$1.00) / \$1.50 = 16.67$, rounded down to 16 Common Shares).

For greater certainty, upon the Cashless Exercise of an Option (or portion thereof), the total number of Common Shares that may be issued pursuant to the exercise of Options under the Plan, shall be reduced by the total number of the Common Shares with respect to which the Option (or portion thereof) was surrendered.

Amendment Provisions in the Share Compensation Plans

The Board may amend the Share Compensation Plans or any RSU or option at any time without the consent of any participants under the Share Compensation Plans provided that such amendment shall:

- (a) not adversely alter or impair any RSU previously awarded or any option previously granted except as permitted by the adjustment provisions of the Share Compensation Plan;
- (b) be in accordance with the Manual, applicable Listing Rules and relevant securities legislation and be subject to any regulatory approvals including, where required, the approval of the TSX-V and/or ASX as applicable; and
- (c) be subject to Shareholder approval, where required, by law or the requirements of the TSX-V and/or ASX as applicable, provided that Shareholder approval shall not be required for the following amendments:
 - (i) amendments of a “housekeeping nature”, including any amendment to the Share Compensation Plans or a RSU or option that is necessary to comply with applicable laws, tax or accounting provisions or the requirements of any regulatory authority or stock exchange and any amendment to the Share Compensation Plans or a RSU or option to correct or rectify any ambiguity, defective provision, error or omission therein, including any amendment to any definitions therein;
 - (ii) amendments that are necessary for RSUs or options to qualify for favourable treatment under applicable tax laws;
 - (iii) a change to the vesting provisions of any RSU or any option (including any alteration, extension or acceleration thereof) or the Share Compensation Plans;
 - (iv) a change to the termination provisions of any option (for example, relating to termination of employment, resignation, contract, retirement or death) that does not entail an extension beyond the original expiration date (as such date may be extended by virtue of a blackout period);
 - (v) the introduction of features to the Share Compensation Plans that would permit the Company to, instead of issuing shares from treasury upon the vesting of the RSUs, retain a broker and make payments for the benefit of participants under the Share Compensation Plan to such broker who would purchase shares through the facilities of the TSX-V and/or ASX as applicable for such participants;
 - (vi) where amendments are required to comply with listing on a foreign exchange;
 - (vii) subject to compliance with TSX-V and/or ASX requirements (as applicable), reduce the exercise price of any option (including any cancellation of an option for the purpose of reissuance of a new option at a lower exercise price to the same person); and
 - (viii) change the application of adjustment and change of control sections.
- (d) For greater certainty:
 - (i) Shareholder approval will be required in circumstances where an amendment to the Share Compensation Plans would:
 1. increase the maximum number of shares issuable under the Share Compensation Plans, other than by virtue of the adjustment provisions in the Share Compensation Plans, or

change from a fixed maximum percentage number of shares to a fixed maximum of issued and outstanding shares;

2. amend the fixed limit on the number of Bonus Shares that can be issued for the term of a Share Compensation Plan;
 3. permit RSUs or options to be transferable or assignable other than for normal estate settlement purposes;
 4. extend the term of any option beyond the original term (except if such period is being extended by virtue of a blackout period);
 5. amend the method for determining the exercise price of options;
 6. increase the certain limits referred to above under “*Restrictions on the Award of RSUs and Grant of Options*”;
 7. amend the expiry and termination provisions applicable to RSUs, Options, a SPS or SCA;
 8. amend the number of shares reserved for issuance pursuant to the SPS;
 9. amend limit that the Corporation can contribute to a participant under the SPS;
 10. amend the Cashless Provision; or
 11. amend the amendment provisions in the Share Compensation Plans.
- (ii) Disinterested Shareholder approval will be required in circumstances where an amendment to the Share Compensation Plans would:
1. reduce the exercise price of any Option granted under the Share Compensation Plans if the person is an Insider of the Company at the time of the proposed amendment; or
 2. increase the certain limits referred to above under “*Restrictions on the Award of RSUs and Grant of Options*”.

If the Share Compensation Plans are approved by Shareholders at the Meeting, the Current Share Compensation Plans in its current form will cease to operate, and any outstanding options and RSUs will be rolled into and governed by the New Share Compensation Plans. The above description of the Share Compensation Plans is written on the assumption that the Share Compensation Plan, as amended and presented to Shareholders, are approved at the Meeting.

Copies of the Share Compensation Plans will be available at the Meeting and will be mailed to any Shareholder free of charge by contacting the Company. See “*Additional Information*”.

A voting exclusion statement is included in the Notice of Meeting.

Proposed Resolutions

The ordinary resolution, substantially in the form below, must be passed by at least a majority of the votes cast at the Meeting in person or by proxy.

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

1. “The employee share compensation plan and the consultant share compensation plan of the Company (collectively the “**Share Compensation Plans**”) which currently fix the maximum number of common shares of the Company that may be issued under the Share Compensation Plans at 20% of the number of common shares of the Company issued and outstanding, are hereby approved as of the effective date of the Share Compensation Plans, as described in the Explanatory Statement dated 2 August 2023, subject to the Company obtaining all required approvals from the TSX-V and any other securities exchanges or other regulatory authorities;

2. Any unallocated entitlements under the Share Compensation Plans are approved and the Company is authorised to grant entitlements under the Share Compensation Plans; and
3. Any director or officer of the Company is hereby authorised and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to items 1 and 2 of this resolution."

Directors' Recommendation

The Board has unanimously approved the Share Compensations Plans and recommends to Shareholders of the Company that they vote FOR the Share Compensation Plans.

The Chairman of the Meeting intends to vote in favour of the respective Resolutions where there are no directions indicated on the proxy form

Voting Exclusion Statement:

In accordance with the ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person who is entitled to participate in the issue or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution 7 by:

1. 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
2. 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
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.
4. In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on Resolution 7 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:
 - (i) the proxy is the Chairman of the Meeting; and
 - (ii) the appointment expressly authorises the Chairman to exercise the proxy even though Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RATIFICATION OF PREVIOUS SECURITIES ISSUES (RESOLUTION 8)

On 19 June 2023, under ASX Listing Rule 7.1, the Company issued 200,000 Shares at \$0.22 to Karlsson Group Ltd as 1st installment on business development and marketing fee with the remaining 3 installments payable subject to agreed following performance criteria:

- 200,000 shares once media work is finalised;
- 200,000 shares once digital roadshow is executed; and
- 200,000 shares once physical roadshow is executed in Stockholm.

Pursuant to ASX Listing Rule 7.4, the Company seeks to ratify the allotment and issue of those shares ("Ratification shares") described further below.

Listing Rules 7.1 and 7.4

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.

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 Ratification shares.

If Resolution 8 is passed, the Ratification shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, 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 Ratification shares.

If Resolution 8 is not passed, the Ratification shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, 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 Ratification shares.

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

1. The 1st installment of the 200,000 Ratification shares was issued to Karlsson Group Pty Ltd (**Karlsson**) on 19 June 2023 with the remaining balance of 600,000 shares payable subject to performance criteria in accordance with the terms of the business development and marketing fee as announced on 16 June 2023 pursuant to Listing Rule 7.1. The date or dates on which 600,000 shares have not yet been issued, the date of issue must be no later than 3 months after 29 August 2023.
2. The shares issued and agreed to be issued are all fully paid ordinary shares in the capital of the Company on the same terms and conditions as the Company's existing shares.
3. Karlsson Group Ltd or its controllers is not a related party to Macarthur Minerals Limited; and
4. No funds were raised from the issue of the Ratification shares as they were issued by the Company as consideration for business development and marketing fee at a deemed issue price of A\$0.22 per share.
5. A voting exclusion statement is included in Resolution 8.

Proposed Resolution

The ordinary resolution, substantially in the form below, must be passed by at least a majority of the votes cast at the Meeting in person or by proxy.

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

1. "That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the allotment of 800,000 Common Shares to Karlsson Group Ltd and otherwise on the terms set out in the Explanatory Statement."

Directors' Recommendation

The Board recommends to Shareholders of the Company that they vote FOR the issue of up to 800,000 shares for the purpose of Listing Rule 7.4 and for all other purposes.

The Chairman of the Meeting intends to vote in favour of the respective Resolutions where there are no directions indicated on the proxy form

Voting Exclusion Statement:

In accordance with the ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) Karlsson Group Ltd ("Karlsson");
- (b) A person who participated in the issue of is a counterparty to the agreement being approved; or
- (c) An Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution 8 by:

1. 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
2. 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
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. APPROVAL OF 10% PLACEMENT CAPACITY (RESOLUTION 9)

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (10% Placement Capacity).

An Equity Security is a share, a unit in a trust, a right to a share in a trust or option, an option over an issued or unissued security, a convertible security, or any security that ASX decides to classify as an equity security. If Shareholders approve Resolution 9, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out below).

The effect of Resolution 9 if passed, will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

Resolution 9 is a special resolution. Accordingly, at least **75% of votes** cast by Shareholders present and eligible to vote at the AGM must be in favor of Resolution 9 for it to be passed.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An **Eligible Entity** is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of approximately \$33.17 million (based on the Company's closing price of Shares of \$0.20 on 21 July 2023).

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. At the date of the AGM, the Company will have one (1) class of quoted Equity Securities on issue, being the Shares (ASX: MIO).

The exact number of Equity Securities that the Company may issue with an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A = is the number of shares on issue at the commencement of the relevant period:

- (i) plus the number of shares issued in the relevant period under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- (ii) plus the number of shares issued in the relevant period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
 - a. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - b. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- (iii) plus the number of shares issued in the relevant period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
 - a. the agreement was entered into before the commencement of the relevant period; or
 - b. the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or rule 7.4,
- (iv) plus the number of any other shares issued in the relevant period with approval under ASX Listing Rule 7.1 or 7.4;
- (v) plus the number of partly paid shares that became fully paid in the relevant period; and
- (vi) less the number of shares cancelled in the relevant period.

D = 10%.

E = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that has not subsequently been approved by the holders or ordinary securities under Listing Rules 7.4.

The effect of Resolution 9 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 9 is a special resolution and therefore requires approval of **75% of the votes** cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by ASX Listing Rule 7.3A

Minimum Price: Under the ASX Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 10 ASX trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

Risk of voting dilution: Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- (i) the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 9 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this Notice of Meeting. The table also assumes that no options on issue are exercised into Shares before the date of issue of the equity securities.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.10 50% decrease in Current Share Price	\$0.20 Current Share Price	\$0.40 100% increase in Current Share Price
Current Variable A 165,853,488 Shares	10% Voting Dilution	16,585,349 Shares		
	Funds raised	\$1,658,535	\$3,317,070	\$6,634,140
50% increase in current Variable A 248,780,232 Shares	10% Voting Dilution	24,878,023 Shares		
	Funds raised	\$2,487,802	\$4,975,605	\$9,951,209
100% increase in current Variable A 331,706,976 Shares	10% Voting Dilution	33,170,698 Shares		
	Funds raised	\$3,317,070	\$6,634,140	\$13,268,279

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of shares available under ASX Listing Rule 7.1A;

- (ii) The table shows only the effect of shares issues under ASX Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under ASX Listing Rule 7.1;
- (iii) The current issue price is \$0.20, being the closing price of the shares on ASX on 21 July 2023.
- (iv) The current number of shares on issue is the shares on issue as of 21 July 2023, being 165,853,488.

The table shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro-rata entitlement issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

Date of Issue: If Shareholder approval is granted for Resolution 9, then that approval will expire on the earlier of:

- (i) 29 August 2024, being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under ASX Listing Rule 11.1.2 (proposed change to nature and scale of activities) or ASX Listing Rule 11.2 (change involving main undertaking); or
- (iii) the time and date of the Company's next annual general meeting.

The approval under ASX Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

Purpose of Issue under 10% Placement Capacity: The Company may issue equity securities under the 10% Placement Capacity for cash consideration in which case the Company intends to use funds raised to intensify and aggressively pursue its stated intention to separate the individual business units within the Company according to its six main and autonomous businesses.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.3 upon issue of any Equity Securities.

Allocation under the 10% Placement Capacity: The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Previous Approval under ASX Listing Rule 7.1A: The Company has not previously obtained Shareholder approval under ASX Listing Rule 7.1A at the 2022 Annual General Meeting held on 31 August 2022.

Equity issues over the last 12 months – ASX Listing Rule 7.3A.6

Information required under ASX Listing Rule 7.3A.6: The Company has issued nil Shares under ASX Listing Rule 7.1A.2 over the 12 months preceding the date of the Meeting, representing 0.00% of the total number of equity securities on issue at commencement of the 12-month period.

A voting exclusion statement is included in the Notice of Meeting.

Proposed Resolutions

The ordinary resolution, substantially in the form below, must be passed by at least a special majority of **75% of the votes** cast at the Meeting in person or by proxy.

To consider and, if thought fit, pass the following **ordinary resolution** requiring a special majority of 75%:

1. “That, for the purpose of Listing Rule 7.1A, and for all other purposes, approval be given to the issue of equity securities up to 10% of the issued capital of the Company calculated at the time of the issue in accordance with formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Directors’ Recommendation

The Board recommends to Shareholders of the Company that they vote FOR the issue of equity securities up to 10% of the issued capital of the Company calculated at the time of the issue in accordance with formula prescribed in Listing Rule 7.1A.2.

Voting Exclusion Statement:

As at the date of this Notice of Meeting, the Company is not proposing to make an issue of equity securities under Listing Rule 7.1A.2. However, if at the time the approval is sought the Company does propose to make an issue of equity securities under Listing Rule 7.1A.2, in accordance with the ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) 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); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution 9 by:

1. 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
2. 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
3. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (a) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (b) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.