

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members is to be convened at Level 5, 56 Pitt Street, Sydney, NSW, 2000 on 28 April 2017 at 10 am.

AGENDA

BUSINESS

To consider and, if thought fit, pass the following resolutions, with or without amendment:

Ordinary Resolution 1 Ratification of Prior Issue of Shares

'That the issue of 100,000,000 fully paid ordinary shares in the Company on 4 November 2016 for A\$0.01 per share be and is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5 as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 2 Ratification of Prior Issue Options

'That the grant of 8,718,273 unlisted options in the Company granted on 4 November 2016 to Bell Potter Nominees Ltd is hereby ratified for the purposes of ASX Listing Rules 7.4 and 7.5.'

Ordinary Resolution 3 Approval of the Proposed Issue and Allotment of Shares

'That, for the purposes of ASX Listing Rule 7.1, the proposed issue and allotment of up to 83,846,024 fully paid ordinary shares in the Company as set out in the Explanatory Memorandum attached to this Notice of Meeting be and is hereby approved.'

Ordinary Resolution 4 Approval of the Proposed Issue and allotment of Shares

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders authorise and is hereby approve Mr Robert Yeates and/or his nominee to participate in the placement to the extent of up to 1,000,000 fully paid ordinary shares in the Company as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 5 Approval of the Proposed Issue and allotment of Shares

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders authorise and is hereby approve Mr Mark Lichtenberg and/or his nominee to participate in the placement to the extent of up to 5,000,000 fully paid ordinary shares in the Company as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

To transact any other business that may be brought forward in accordance with the Company's Constitution.

By order of the Board
Marcelo Mora
Company Secretary
24 March 2017

Explanatory Memorandum to the Notice of General Meeting to be held on 28 April 2017

Resolution 1

Resolution 1 seeks the ratification by shareholders of the issue of 100,000,000 fully paid ordinary shares in the Company on 4 November 2016 for the purposes of ASX Listing Rules 7.4 and 7.5. This ratification will provide the Company with the ability to raise further funds, if required, will maximise the flexibility of the Company's funds management and will facilitate planning for the Company's ongoing activities.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- Number of securities allotted: 100,000,000.
- Issue price: \$0.01 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares

Names of allottees:	Allottees	Ordinary shares allotted
	BT Portfolio Services Limited <Warrell Holdings S/F A/C>	15,000,000
	Gazit Holdings Pty Ltd	2,000,000
	Mahdi-Jhan Rosana Cassie	1,000,000
	JB Toro Pty Ltd	1,500,000
	Jan Bernard Lichtenberg	1,500,000
	Pershing Australia Nominees Pty Ltd <ACCUM A/C>	5,000,000
	Spinite Pty Ltd	20,000,000
	St Barnabas Investments Pty Ltd <St Barnabas Super Fund A/C>	2,000,000
	St Barnabas Investments Pty Ltd <The Melvista Family A/C>	2,000,000
	John Wardman & Lesley Jean Wardman	5,000,000
	Allan Zion	5,000,000
	Altinova Nominees Pty Ltd	20,000,000
	Permgold Pty Limited	7,500,000
	Rosignol Pty Ltd <Nightingale Family Account>	7,500,000
	Pigequity Pty Ltd	2,500,000
	Harry Edward Buckeridge	2,500,000

- Use of funds: The fund were used to acquire the option at the Los Domos Gold-Silver Project ('Los Domos') in Chile, for the initial exploration activities at Los Domos and working capital.

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by a person who participated in the placement and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides

The Directors recommend that you vote IN FAVOUR of Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 1.

Resolution 2

Resolution 2 seeks the ratification by shareholders of the grant of 8,718,273 unlisted options in the Company on 4 November 2016 for the purposes of Listing Rule 7.4 and 7.5. This ratification will provide the Company with the ability to raise further funds, if required, will maximise the flexibility of the Company's funds management and will facilitate planning for the Company's ongoing activities.

Details of the issue, as required by ASX Listing Rule 7.5 are as follows:

- Number of securities allotted is 8,718,273 unlisted options;
- Issue price: is Nil cash consideration;
- Terms
 - Unlisted options
 - Each Option entitles the holder to subscribe for and be allotted one ordinary share in Equus Mining Limited at an exercise price of \$0.02 per Option.
 - The rights of the optionholder can be change to comply with the listing rules when the company undertakes a reorganisation of capital.
 - The options do not entitle the holder to participate in new issues without exercising the options.
 - The options do not confer the right to change the exercise price nor a change to the underlying number of ordinary shares over which it can be exercised.
 - The options are transferable.
 - Upon exercise of the options, the options will convert into fully paid ordinary shares which will rank equally in all respect with existing fully paid ordinary shares.
- Name of allottees: Bell Potter Nominees Ltd;
- Use of funds: No funds were raised, the options were granted in part consideration to Bell Potter Nominees Ltd for managing the placement.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by Bell Potter Nominees Ltd and any of his associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides

The Directors recommend that you vote IN FAVOUR of Resolution 2.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3

Resolution 3 seeks the approval by shareholders of the issue and allotment of up to 83,846,024 fully paid ordinary shares in the Company as soon as practicable after the date of this General Meeting. The issue will occur progressively and in any event, within 3 months of the date of this General Meeting for the purposes of ASX Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.1 are as follows:

- Maximum number of securities to be issued: 83,846,024.
- Issue price: \$0.012 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing ordinary shares.
- Allottees: Professional and sophisticated investors.
- Allotment date: Within three months of the date of this General Meeting.
- Intended use of funds: To fund the 2,000 metres drilling program at Los Domos Gold-Silver project in Chile and to provide working capital.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 3.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 3.

Resolution 4 and 5

Resolutions 4 and 5 seeks the approval by shareholders of the issue and allotment of 6,000,000 fully paid ordinary shares in the Company as soon as practicable after the date of this General Meeting, and in any event, within 1 month of the date of this General Meeting for the purposes of ASX Listing Rule 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1.

This proposed issue, which was announced to the ASX on 17 March 2017 and in conjunction with the placement also announced on that day, will provide funding for the 2,000 metres drilling program at the Los Domos Gold-Silver project in Chile.

Shareholder approval is required in accordance with Listing Rule 10.11 and Section 228 of the *Corporations Act* because Directors and former Directors of the Company that ceased to be directors in the last 6 months prior to this notice of meeting are related parties. If approved, the shares are issue on the same terms and conditions as the placement announced on 17 March 2017.

Furthermore, Shareholder approval of the issue placement to the Directors means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Details of the issue, as required by ASX Listing Rule 7.1 and 10.11 are as follows:

- Number of securities to be allotted: 6,000,000.
- Issue price: \$0.012 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing ordinary shares.
- Names of allottees: Mark Lochtenberg or his nominee 5,000,000 ordinary shares; and Robert Yeates or his nominee 1,000,000 ordinary shares.
- Allotment date: Within one month of the date of this General Meeting.
- Intended use of funds: To fund the 2,000 metres drilling program at Los Domos Gold-Silver project in Chile and to provide working capital.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolutions 4 by Robert Yeates or his nominee and Resolution 5 Mark Lochtenberg and his nominee and any of their associates.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Directors recommend that you vote IN FAVOUR of Resolution 4 and 5.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 4 and 5.



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with x) should advise your broker of any changes.

Form of Proxy

Please mark to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf



PLEASE NOTE: This proxy is solicited on behalf of the management of Equus Mining Limited ABN 44 065 212 679 (the "Company") for use at the meeting of the shareholders of the Company to be held at level 5, 56 Pitt Street, Sydney NSW 2000 on 28 April 2017 at 10.00am (AEST) or any adjournment thereof (the "Meeting").

I/We being a member/s of Equus Mining Limited hereby appoint

the Chairman
of the meeting

OR



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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

If you have not appointed the Chairman of the Meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting right and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.



PLEASE NOTE: If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2

Items of Business



PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below

		FOR	AGAINST	ABSTAIN
1.	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Ratification of Prior Issue Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Approval of the Proposed Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of the Proposed Issue of Shares to Robert Yeates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Approval of the Proposed Issue of Shares to Mark Lochtenberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions.

SIGN

Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and
Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date



EQUUS MINING LIMITED

ABN 44 065 212 679

Lodge your vote:



By Mail:
Equus Mining Limited,
Level 2,
66 Hunter Street,
Sydney NSW 2000

Alternatively you can fax your form to
Facsimile: +61 (0) 2 9221 6333

For all enquiries call Advanced Share Registry:

Telephone: +61 (0) 8 9389 8033
Email: admin@advancedshare.com.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholders voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 10.00am (AEST) on 26 April 2017 by mail to Equus Mining Limited, Level 2, 66 Hunter Street Sydney NSW 2000 or by facsimile at +61 (0) 2 9221 6333 or deliver to Equus Mining Limited, Level 2, 66 Hunter Street, Sydney NSW 2000.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEST) on 26 April 2017 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



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www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
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