

#### NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members is to be convened. The meeting will be held on Wednesday 16 September 2020 at 11am (AEST). Due to the continuing developments concerning coronavirus (COVID19), the health and safety of our shareholders and employees being of paramount importance, continuing restrictions on large gatherings, it is not feasible or advisable for shareholders to physically attend this General Meeting. Accordingly, the General Meeting will be made accessible to shareholders via a live webcast as well as an online platform. These processes are set out in this notice of meeting.

#### **AGENDA**

#### **BUSINESS**

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

## Ordinary Resolution 1 Ratification of 3,300,000 Shares – Listing Rule 7.4

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 3,300,000 fully paid ordinary shares issued under Listing Rule 7.1 on 12 May 2020, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

#### Ordinary Resolution 2 Ratification of 348,886,300 Shares – Listing Rule 7.4

'That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders hereby ratify and approve the issue and allotment of 348,886,300 fully paid ordinary shares issued under Listing Rule 7.1 and 7.1A on 28 July 2020, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

#### Ordinary Resolution 3 Approval of the Proposed Issue of 17,780,367 Shares

'That, for the purposes of ASX Listing Rule 7.1, the proposed issue and allotment of up to 17,780,367 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 to issue 366,666,667 Unlisted Options

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 366,666,667 Options on the terms and conditions set out in the Explanatory Statement."

## Ordinary Resolution 5 Approval to issue 15,000,000 Unlisted Options

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,000,000 Options to Taylor Collison Limited, Shaw and Partners Limited and 44 Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."

## Ordinary Resolution 6 Approval of the Proposed Issue of Shares and Unlisted Options to John Braham.

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 5,555,556 fully paid ordinary shares in the Company and 5,555,556 unlisted options to a Director Mr John Braham and/or his nominee as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

## Ordinary Resolution 7 Approval of the Proposed Issue of Shares and Unlisted Options to Mark Lochtenberg

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 11,111,111 fully paid ordinary shares and 11,111,111 unlisted options in the Company to a Director Mr Mark Lochtenberg and/or his nominee as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

## Ordinary Resolution 8 Approval of the Proposed Issue of Shares and Unlisted Options to Damien Koerber

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 2,222,222 fully paid ordinary shares and 2,222,222 unlisted options in the Company to a Director Mr Damien Koerber and/or his nominee as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

## Ordinary Resolution 9 Approval of the Proposed Issue of Shares and Unlisted Options to Robert Yeates

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 3,333,333 fully paid ordinary shares and 3,333,333 unlisted options in the Company to a Director Mr Robert Yeates and/or his nominee 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 14 August 2020

pjn10441

# **Explanatory Memorandum to the Notice of General Meeting** to be held on 16 September 2020

### Resolution 1 Ratification of Prior Issue of Securities - Listing Rule 7.4

On 12 May 2020, the Company issue 3,300,000 ordinary shares to Westoaks Enterprises Pty Ltd in lieu of Geological Technical Services provided in connection with the Cerro Bayo project in southern Chile.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of these shares does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued the Shares.

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

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, resolution 1 seeks Shareholder approval to the issue under and for the purposes of Listing 7.4

If Resolution 1 is passed, the issue of these 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 the Company issued the shares.

If Resolution 1 is not passed, the issue of these shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the issued date.

The Company confirms that the issue of the Placement Shares did not breach Listing Rule 7.1.

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

Name of allottees: Westoaks Enterprises Pty Ltd (not a related party under Listing Rule 10.1

or 10.11)

Number of securities allotted: 3,300,000 ordinary shares pursuant to Listing Rule 7.1

Terms: Fully paid ordinary shares ranking pari passu with existing fully paid

ordinary shares.

Date of issued: The shares were issued on 12 May 2020

Issue price: Nil cash consideration.

Intended use of funds: No funds were raised as part of this issued. The shares were issued as

consideration for Geological Technical Services provided in connection

with the Cerro Bayo project southern Chile.

## **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 1 by or on behalf of

- Westoaks Enterprises Pty Ltd or;
- an associate of Westoaks Enterprises Pty Ltd.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 Ratification of Prior Issue of Securities - Listing Rule 7.4 (Tranche 1)

On 28 July 2020, the Company issue 348,886,300 shares at an issue price of \$0.009 per shares. Under Tranche 1 of the Placement utilising the Company capacity under Listing Rule 7.1 and 7.1A. The Company confirms that the issue of the Placement Shares did not breach Listing Rules 7.1 and 7.1A.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. In addition, under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%. Shareholders approved this additional capacity at the Company's last annual general meeting.

The issue of the Tranche 1 shares under Listing Rule 7.1 does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date the Company issued the Shares.

The issue of the Tranche 1 shares under Listing Rule 7.1A does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 10% limit in Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under 7.1A for the period ending on the earliest of:

- the date that is 12 months after the last annual general meeting at which the Listing Rule 7.1A mandate was approved;
- the time and date of the next annual general meeting; and
- the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking).

Listing Rule 7.4 allows the shareholders of a 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 7.1A and so does not reduce the company's capacity to issue further Equity Securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1 and 7.1A.

To this end, resolution 2 seeks Shareholder approval to ratify the issue of the Tranche 1 Shares under and for the purposes of Listing 7.4.

If Resolution 2 is passed, the issue of these 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 the Company issued the Tranche 1 Listing Rule 7.1 Shares.

If Resolution 2 is passed, the Tranche 1 Listing Rule 7.1A shares will be excluded in calculating the Company's 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing 7.1A Mandate Expiry Date.

If Resolution 2 is not passed, the issue of these shares will be included in calculating the Company's 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval under Listing Rule 7.1 and 7.1A, for the periods noted immediately above.

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

Name of allottees: Sophisticated and professional investors identified by the Lead Manager

Taylor Collison Limited pick through their network (none of whom were related parties of the Company under Listing Rule 10.1 or 10.11 and none are material investors as defined in section 7.4 of Guidance Note 21).

Number of securities allotted: 348,886,300 ordinary shares were issued as follows:

208,011,803 shares were issued under Listing Rule 7.1; and 140,874,497 shares were issued under Listing Rule 7.1A

Terms: Fully paid ordinary shares ranking pari passu with existing fully paid

ordinary shares.

Date: The shares were issued on 28 July 2020

Issue price: \$0.009 per share

Intended use of funds: The proceeds will be used to continue with the drilling and resource

evaluation programs at Cerro Bayo aiming to develop a JORC compliant resource at the Cerro Bayo Project in Chile and for general corporate and

working capital purposes.

## **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 2 by or on behalf of

- a person who participated in the issue or;
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

## Resolution 3 Approval of the Proposed Issue of Shares (Tranche 2)

Subject to shareholder approval the Company has agreed to issue 17,780,367 shares at an issue price of \$0.009 per share to professionals and sophisticated investors identified by the lead manager Taylor Collison Limited under Tranche 2 of the Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its Shareholders over any 12 month period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The proposed issue of the Tranche 2 Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 3 seeks the required Shareholder approval for the proposed issue of Tranche 2 shares under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed the Company will be able to proceed with the issue and the Company's cash reserves will increase by \$160,023 (before expenses) and the total number of shares on issue will increase from 1,760,931,655 to 1,778,712,022 and the existing shareholders holdings will be diluted by 1%. In addition, the Tranche 2 Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Shares and will not raise \$160,023.

To this end, resolution 3 seeks Shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.3 are as follows:

Name of allottees: Sophisticated and professional investors identified by the Lead Manager

Taylor Collison Limited pick through their network (none of whom are related parties of the Company under Listing Rule 10.1 or 10.11 and none are material investors as defined in section 7.2 of Guidance Note 21).

Number of securities to be

allotted:

17,780,367 ordinary shares

Terms: Fully paid ordinary shares ranking pari passu with existing fully paid

ordinary shares.

Allotment date: The shares will be issued no later than 3 months after the date of this

General Meeting.

Issue price: \$0.009 per share

Intended use of funds: The proceeds will be used to continue with the drilling and resource

evaluation programs at Cerro Bayo aiming to develop a JORC compliant resource at the Cerro Bayo Project in Chile and for general corporate and

working capital purposes.

## **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 3 by or on behalf of

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the
  proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the
  Company) or;
- an associate of that person.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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 Approval of the Proposed Issue of Unlisted Options

The Company agreed, subject to shareholder approval, to issue to Placement participants (excluding Listing Rule 10.11 parties) 366,666,667 free Placement Options on the basis of one Placement Option for every one Shares issued under the Placement. Each Placement Option has an exercise price of \$0.015 and Expiry Date is three years from the Grant Date.

The terms and conditions of the Placement Options are set out in Schedule 1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The proposed issue of Placement Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 4 seeks the required Shareholder approval for the proposed issue of Placement Options under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed the Company will be able to proceed with the issue of the Placement Options. The Placement Options are free attaching options and therefore no funds will be raised from the issue. If all of the Placement Options the subject of Resolution 4 are exercised the Company will receive approximately \$5,500,000 in exercise monies. In addition, the Placement Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Placement Options and the Company will not receive up to approximately \$5,500,000 in exercise monies.

To this end, resolution 4 seeks shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.3 are as follows:

Names of allottees: The Placement Options will be issued to participants in the Tranche 1 and

Tranche 2 Placement (other than Listing Rule 10.11 parties) As noted above Tranche 1 and Tranche 2 participants are professional and sophisticated investors identified by the Lead Manager Taylor Collison Limited pick through their network, all of who are unrelated parties of the Company and none are material investors as defined in section 7.2 of

Guidance Note 21).

Number of securities to be 366,666,667 Place Options.

allotted: Terms:

The full terms and conditions of the Placement Options to be issued

under Resolution 4 are set out in Schedule 1.

Each Option entitles the holder to subscribe for and be allotted one fully paid ordinary share. The options vest on Grant Date and are exercisable

at any time before the Expiry Date.

Date of securities to be

granted:

The options may be issued immediately following the Grant Date and, in any event, within three months following the close of the meeting.

Issue price: Nil for the Placement Options, as the Options are being issued as free

attaching options on the basis of 1 Placement Option for each Share

issued under the Placement.

Exercise price: \$0.015 per share

Vesting date: Immediately following shareholder approval of the grant of the options.

Expiry date: Three years from the Grant Date.

Intended use of funds

The Placement Options are free attaching options and therefore no funds

will be raised from the issue. Any funds raised on exercise will be applied towards insuring Equus is well funded to continue the the drilling and resource evaluation programs at Cerro Bayo aiming to develop a JORC compliant resource at the Cerro Bayo Project in Chile and for general

corporate and working capital purposes.

## **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 4 by or on behalf of

- a person who is expected to participate in, or who will obtain a material benefit as a result of, the
  proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the
  Company) or;
- an associate of that person.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

### Resolution 5 Approval to issue Broker Options

Taylor Collison Limited, Shaw and Partners Limited and 44 Capital Pty Ltd <The 88 Cap a/c> acted as Brokers to the Placement. The Company agreed, subject to shareholder approval, to grant 15,000,000 unlisted options to Brokers of the Placement (or their nominees), each Broker Option has an exercise price of \$0.015 and Expiry Date is 3 years from the Grant Date. Taylor Collison Limited received a management fee of 2% of the amounts raised under the Placement and a selling fee of 4% of amounts raised under the Placement.

The terms and conditions of the options are set out in Schedule 1.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that the Company can issue without the approval of its shareholders over any 12 month to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The proposed issue of the Broker Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Shareholders under Listing Rule 7.1.

Resolution 5 seeks the required Shareholder approval for the proposed issue of the Broker Options under and for the purposes of Listing Rule 7.1.

If Resolution 5 is passed the Company will be able to proceed with the issue of the Broker Options. The Broker Options are free options and therefore no funds will be raised from the issue. If all of the Broker Options the subject of Resolution 5 are exercised the Company will receive approximately \$225,000 in exercise monies. In addition, the Broker Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Broker Options and the Company will not receive up to approximately \$225,000 in exercise monies.

To this end, resolution 5 seeks shareholder approval to the issue under and for the purposes of Listing Rule 7.1.

Details of the proposed issue and allotment, as required by ASX Listing Rule 7.3 are as follows:

Names of allottees: 10,000,000 options to Taylor Collison Limited or its nominee;

2,500,000 options to Shaw and Partners Limited or its nominee; and 2,500,000 options to 44 Capital Pty Ltd <The 88 Cap a/c> or its nominee (none of whom are related parties of the Company under Listing Rule 10.1 or 10.11 and none are material investors as defined

in section 7.2 of Guidance Note 21).

Number of securities to be allotted: 15,000,000 Broker Options

Date of securities to be granted: The options may be allotted immediately following Shareholder

approval at the General Meeting and, in any event, within three

months following the close of the meeting.

Issue price: Nil cash consideration

Terms: The full terms and conditions of the Placement Options to be issued

under Resolution 5 are set out in Schedule 1.

Each Option entitles the holder to subscribe for and be allotted one fully paid ordinary share. The options vest on Grant Date and are

exercisable at any time before the Expiry Date.

Exercise price: \$0.015 per share

Vesting date: Immediately following shareholder approval of the grant of the

options.

Expiry date: The Expiry Date is three years from the Grant Date.

Used of the funds: No funds to be raised, the options to be granted to Brokers are in

part consideration for managing the Placement announced on 20 July 2020. Any funds raised on exercise will be applied towards insuring Equus is well funded to continue the drilling and resource evaluation programs at Cerro Bayo aiming to develop a JORC compliant resource at the Cerro Bayo Project in Chile and for general corporate and

working capital purposes.

## **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 5 by or on behalf of

- Taylor Collison Limited, Shaw and Partners Limited and 44 Capital Pty Ltd <The 88 Cap a/c> or;
- an associate of Taylor Collison Limited, Shaw and Partners Limited and 44 Capital Pty Ltd <The 88 Cap a/c>.

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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

## Resolutions 6, 7, 8 and 9 Approval of Directors Participation in Tranche 2 Placement Shares

For the purposes of Chapter 2E of the Corporations Act, Messrs Braham, Lochtenberg, Koerber and Yeates are related parties of the Company. Resolutions 6, 7, 8 and 9 relates to a proposed issued of Placement Shares to Messrs Braham, Lochtenberg, Koerber and Yeates (or entities related to them or in which they have an indirect interest), which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the *Corporations Act*.

The Company has agreed, subject to Shareholder approval to issue 5,555,556 Shares to Mr Braham, 11,111,111 Shares to Mr Lochtenberg, 2,222,222 Shares to Mr Koerber and 3,333,333 Shares to Mr Yeates at an issue price of \$0.009 per Share (or their nominees) under Tranche 2 of the Placement.

Information Requirements - Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Shares under Resolutions 6, 7, 8 and 9 will be to parties who fall within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6, 7, 8 and 9 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company Directors or their nominees participation on exactly the same terms as the Placement made to the unrelated parties.

If Resolutions 6, 7, 8 and 9 are passed, the Company will be able to proceed with the issue to Directors and the Company will raise \$200,000 before costs.

If Resolutions 6, 7, 8 and 9 are not passed, the Company will not be able to proceed with the issue of the Placement Shares to Directors or their nominees and the Company will not receive \$200,000 in application funds.

Details of the issue, as required by ASX Listing Rule 10.13 are as follows:

Names of the allottees: Resolution 6 the shares to be issued to John Braham or his nominee;

> Resolution 7 the shares to be issued to Mark Lochtenberg or his nominee; Resolution 8 the shares to be issued to Damien Koerber or his nominee; and

Resolution 9 the shares to be issued to Robert Yeates or his nominee.

The category under Listing Rule 10.11

Resolution 6 Listing Rule 10.11.1 because John Braham is related party as Director of the Company;

Resolution 7 Listing Rule 10.11.1 because Mark Lochtenberg is a related

party as Director of the Company;

Resolution 8 Listing Rule 10.11.1 because Damien Koerber is a related party

as Director of the Company; and

Resolution 9 Listing Rule 10.11.1 because Robert Yeates is a related party as

Director of the Company.

The number and class of The shares will be issued as follows:: securities to be issued:

John Braham or his nominee 5,555,556 shares;

Mark Lochtenberg or his nominee 11,111,111 shares;

Damien Koerber or his nominee 2,222,222 shares; and

Robert Yeates or his nominee 3,333,333 shares.

Terms: Fully paid ordinary shares in the Company.

Allotment date: The shares will be issued no later than 1 month after the date of the General

Meeting and it is intended that issue will occur on the same date.

Issue price: \$0.09 per share

Intended use of funds The funds will be used to continue with the drilling and resource evaluation

> programs at Cerro Bayo aiming to develop a JORC compliant resource at the Cerro Bayo Project in Chile and for general corporate and working capital

purposes.

If approval is given for the issued of the Shares under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### Resolutions 6, 7, 8 and 9 Approval of Directors Participation in Tranche 2 Placement Options

For the purposes of Chapter 2E of the Corporations Act, Messrs Braham, Lochtenberg, Koerber and Yeates are related parties of the Company. Resolutions 6, 7, 8 and 9 relates to a proposed issued of Placement Options to Messrs Braham, Lochtenberg, Koerber and Yeates (or entities related to them or in which they have an indirect interest), which is a financial benefit that requires Shareholder approval for the purposes of section 208 of the *Corporations Act*.

The Company has agreed, subject to Shareholder approval to issue 5,555,556 Options to Mr Braham, 11,111,111 Options to Mr Lochtenberg, 2,222,222 Options to Mr Koerber and 3,333,333 Options to Mr Yeates or their nominees. The Options are to be issued as free attaching Options to the Placement Shares.

Information Requirements - Listing Rules 10.11 and 10.13

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

The proposed issue of Options under Resolutions 6, 7, 8 and 9 will be to parties who fall within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6, 7, 8 and 9 seeks the required Shareholder approval to the issue under and for the purposes of Listing Rule 10.11 and for all other purposes to allow the Company Directors or their nominees participation on exactly the same terms as the Placement made to the unrelated parties.

If Resolutions 6,7,8 and 9 are passed, the Company will be able to proceed with the issue of the Options to Directors. If all of the Placement Options to Directors are exercised the Company will receive \$333,333 in exercise monies.

If Resolutions 6, 7, 8 and 9 are not passed, the Company will not be able to proceed with the issue of the Placement Options to Directors or their nominees and the Company will not receive up to \$333,333 in exercise monies.

Details of the issue, as required by ASX Listing Rule 10.13 are as follows:

Names of the allottees: Resolution 6 the options to be issued to John Braham or his nominee;

> Resolution 7 the options to be issued to Mark Lochtenberg or his nominee; Resolution 8 the options to be issued to Damien Koerber or his nominee;

Resolution 9 the options to be issued to Robert Yeates or his nominee.

The category under Listing Rule 10.11

Resolution 6 Listing Rule 10.11.1 because John Braham is related party as Director of the Company;

Resolution 7 Listing Rule 10.11.1 because Mark Lochtenberg is a related

party as Director of the Company;

Resolution 8 Listing Rule 10.11.1 because Damien Koerber is a related party

as Director of the Company; and

Resolution 9 Listing Rule 10.11.1 because Robert Yeates is a related party as

Director of the Company.

The number and class of securities to be issued:

The options will be issued as follows::

John Braham or his nominee 5,555,556 options;

- Mark Lochtenberg or his nominee 11,111,111 options;
- Damien Koerber or his nominee 2,222,222 options; and
- Robert Yeates or his nominee 3,333,333 options.

Terms: The full terms and conditions of the Placement Options to be issued under

Resolutions 6, 7, 8 and 9 are set out in Schedule 1.

Each Option entitles the holder to subscribe for and be allotted one fully paid ordinary share. The options vest on Grant Date and are exercisable at

any time before the Expiry Date.

Allotment date: The options will be issued no later than 1 month after the date of the

General Meeting and it is intended that issue will occur on the same date.

Issue price: Nil for the Placement Options, as the Options are being issued as free

attaching options on the basis of 1 Placement Option for each Share Issued

under the Placement.

Exercise price: \$0.015 per share

Vesting date: Immediately following shareholder approval of the grant of the options.

Expiry date: The Expiry Date is three years from the Grant Date.

Intended use of funds The Placement Options are free attaching options and therefore no funds

> will be raised from the issue. Any funds raised on exercise will be applied towards insuring Equus is well funded to continue the drilling and resource evaluation programs at Cerro Bayo aiming to develop a JORC compliant resource at the Cerro Bayo Project in Chile and for general corporate and

working capital purposes.

If approval is given for the grant of the Placement Options under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 6 by or on behalf of John Braham or any other person who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 6.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 6.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 7 by or on behalf of Mark Lochtenberg or any other person who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 7.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 7.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 8 by or on behalf of

Damien Koerber or any other person who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 8.

The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 8.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour on Resolution 9 by or on behalf of Robert Yeates or any other person who is to receive the securities and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

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

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - 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
  - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Directors recommend that you vote IN FAVOUR of Resolution 9. The Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 9.

#### **SCHEDULE 1**

## **TERMS AND CONDITIONS OF OPTIONS**

- 1. The maximum number of options to be issued is set by the Board.
- 2. Each Option entitles the holder to subscribe for and be allotted one ordinary share (Share) in Equus Mining Limited, at an exercise price of \$0.015 per share, expiring 36 months from the Grant Date (Expiry Date).
- 3. The Options may be exercised at any time prior to the Expiry Date wholly or in part by delivering a duly completed form of notice of exercise together with payment of the exercise price per Option exercised to the Company.
- 4. The Options expire at 5pm Eastern Standard Time on the Expiry Date.
- 5. Any Options not exercised on or before the Expiry Date will automatically lapse.
- 6. All Shares allotted on the exercise of Options will rank equally in all respects with the Company's then existing ordinary fully paid ordinary shares.
- 7. The Options must not be assigned, transferred or otherwise dealt with except with the approval of the Board or in the case of a takeover offer or a Scheme of Arrangement.
- 8. The Options will not be listed on The Australian Securities Exchange (ASX), although the Company will apply for the official quotation of any shares which are issued as a result of an exercise of Options.
- Shares allotted and issued pursuant to the exercise of Options will be allotted and issued not more than 15 business days after receipt of a properly executed notice of exercise of the Options and payment of the requisite application moneys.
- 10. There are no participating rights or entitlements inherent in the Options and holders will not be entitled to vote or participate in new issues of capital offered or made to shareholders during the currency of the Options unless they exercise their Options prior to the date for determining entitlements to participate in any such issue.
- 11. There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of shares or other securities to the holders of ordinary shares in the Company.
- 12. In the event of any reorganisation of the issued capital of the Company on or prior to the Expiry Date, the rights of an option-holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation, including the number of Options held, the number of securities to be issued on exercise of the Options, the exercise price, the due date for payment and the consequences of non-payment.
- 13. The Options are transferable provided the holder has obtained the prior written consent of the Board to the transfer and the transfer complies with section 707(3) of the Corporations Act.



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	CHAIRPERSON'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:  The Chairperson intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chairperson may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.										
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LODGE YOUR PROXY APPOINTMENT ONLINE

**ONLINE PROXY APPOINTMENT** 

#### **COVID-19: EQUUS MINING LIMITED GENERAL MEETING**

Due to the rapidly evolving COVID-19 outbreak, the Company encourages Shareholders to consider participating in the Meeting virtually or voting by proxy rather than attending the Meeting in person.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to listen to the Meeting and vote online. Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal from 14 September 2020.

More information regarding online participation at the Meeting is available in the Virtual Attendance Instructions accompanying the Notice of Meeting.

#### HOW TO COMPLETE THIS SHAREHOLDERS PROXY FORM

#### **CHANGE OF ADDRESS**

This form shows your address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

#### APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

#### **DEFAULT TO THE CHAIR OF THE MEETING**

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

#### **VOTING DIRECTIONS – PROXY APPOINTMENT**

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

#### PLEASE NOTE:

If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

#### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) Return both forms together.

#### **COMPLIANCE WITH LISTING RULE 14.11**

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

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

#### **CORPORATE REPRESENTATIVES**

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

#### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

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

#### Joint Holding:

Where the holding is in more than one name, all shareholders should sign.

#### **Power of Attorney:**

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

#### **Companies:**

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

## **LODGE YOUR PROXY FORM**

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11:00am (AEST) on 14 September 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.

ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login

💹 BY MAIL

Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909

BY FAX

+61 8 6370 4203

BY EMAIL

admin@advancedshare.com.au

IN PERSON

Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009

L ALL ENQUIRIES TO

Telephone: +61 8 9389 8033