



EQUUS
MINING LIMITED

ABN 44 065 212 679

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members is to be convened at Suite 2, Level 3, 66 Hunter Street, Sydney, NSW, 2000 on 3 March 2015 at 11 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 30,500,000 fully paid ordinary shares in the Company on 16 January 2015 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.'

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.

Equus Mining Limited ABN 44 065 212 679

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Australia

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Ordinary Resolution 2 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 Norman Seckold and/or his nominee Permgold Pty Ltd to participate in the placement to the extent of up to 2,500,000 fully paid ordinary shares in the Company as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Norman Seckold and his nominee Permgold Pty Ltd 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 2.

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

Ordinary Resolution 3 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 Lochtenberg and/or his nominee The Rigi Super Fund Account to participate in the placement to the extent of up to 2,500,000 fully paid ordinary shares in the Company as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Mark Lochtenberg and his nominee The Rigi Super Fund Account, 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 3.

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

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

23 January 2015

Explanatory Memorandum to the Notice of General Meeting to be held on 3 March 2015

Resolution 1

Resolution 1 seeks the ratification by shareholders of the issue of 30,500,000 fully paid ordinary shares in the Company on 16 January 2015 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: 30,500,000.
- Issue price: A\$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
Taycol Nominees Pty Ltd	5,000,000
UBS Wealth Management Australia Nominees <Baker Super Fund A/C>	2,000,000
John Desmond Martin	4,000,000
Selwyn Pty Ltd ATF <Korn Personal Superannuation Fund>	1,000,000
Christopher John Morgan-Hunn	1,000,000
Sekfam Pty Ltd	1,000,000
Antonios Dourambeis and Ann Dourambeis <Dourambies Family S/F A/C>	2,000,000
Peter John Bartter	8,000,000
DRYCA Pty Ltd <DRYCA Employees RET/F A/C>	2,000,000
Cynthia Wardman	2,000,000
ACT2 Pty Ltd	2,500,000

- Intended use of funds: To fund initial drilling activities at Mina Rica thermal coal project in Chile and to provide working capital.

Resolution 2 and 3

Resolutions 2 and 3 seeks the approval by shareholders of the issue and allotment of 5,000,000 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 16 January 2015 and in conjunction with the placement completed on that day, will provide funding for the initial drilling activities at the Mina Rica thermal coal project in southern 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 completed 16 January 2015.

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 allotted: 5,000,000.
- Issue price: A\$0.01 per share.
- Terms: Fully paid ordinary shares ranking pari passu with existing ordinary shares.
- Names of allottees: Permgold Pty Ltd 2,500,000 ordinary shares; and
The Rigi Super Fund Account 2,500,000 ordinary shares.
- Allotment date: Within one month of the date of this General Meeting.
- Intended use of funds: To fund initial drilling activities at Mina Rica thermal coal project in Chile and to provide and working capital.



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 shareholder's 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 11.00am (AEDT) on 1 March 2015 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 (AEDT) on 27 February 2015 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

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Update your holding details

Reprint various documents online



EQUUS MINING LIMITED

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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 Suite 2, Level 3, 66 Hunter Street, Sydney NSW 2000 on 3 March 2015 at 11.00am (AEDT) 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

	FOR	AGAINST	ABSTAIN
1. Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the Proposed Issue of Shares	<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"/>

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