

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 7 July 2021 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 2,500,000 Unlisted Options – 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 2,500,000 unlisted options issued under Listing Rule 7.1 on 1 December 2020, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 2 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 9 December 2020, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 3 Ratification of 11,538,000 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 11,538,462 fully paid ordinary shares issued under Listing Rule 7.1 on 14 January 2021, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 4 Ratification of 1,250,000 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 1,250,000 fully paid ordinary shares issued under Listing Rule 7.1 on 24 February 2021, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 5 Ratification of 750,000 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 750,000 fully paid ordinary shares issued under Listing Rule 7.1 on 12 May 2021, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 6 Ratification of 431,390,000 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 431,390,000 fully paid ordinary shares issued under Listing Rule 7.1 and 7.1A on 28 May 2021, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 7 Approval of the Proposed Issue of 159,519,091 Ordinary Shares

'That, for the purposes of ASX Listing Rule 7.1, the proposed issue and allotment of up to 159,519,091 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 8 Approval of the Proposed Issue of 45,454,545 Ordinary Shares 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 45,454,545 fully paid ordinary shares 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.'

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
7 June 2021

pjn10830

Explanatory Memorandum to the Notice of General Meeting to be held on 7 July 2021

Resolution 1 Ratification of Prior Issue unlisted options - Listing Rule 7.4

On 1 December 2020, the Company issued 2,500,000 unlisted options to Guillermo Angel Chacon. The Board considers that it is reasonable to provide remuneration incentive to the exploration manager in Chile to align management interests with those of shareholders. The Board believes that the issue of the options to Management provides a reasonable, and cost-effective method of remunerating management by providing an equity-based incentive for their ongoing commitment and contribution to the Company in their management role.

The terms and conditions of the Options are set out in Annexure A.

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 months to 15% of the fully paid ordinary Shares it had on issue at the start of that period.

The issue of the Options does not fall within any of the exceptions set out in Listing Rule 7.2 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 months following the date the Company issued the Shares.

If Resolution 1 is passed, the issue of these options 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 months following the date the Company issued the options. If all of the Options the subject of Resolution 1 are exercised the Company will receive approximately \$55,000 in exercise monies

If Resolution 1 is not passed, the issue of these options 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 months following the issued date.

Resolution 1 seeks Shareholder approval of the options issued under and for the purposes of Listing 7.4

Details as required by ASX Listing Rule 7.5:

Names of allottees:	Guillermo Angel Chacon (not a related party under Listing Rule 10.1 or 10.11).
Number of securities to be allotted:	2,500,000 Unlisted Options.
Issue price:	Nil cash consideration
Terms:	The full terms and conditions of the Options issued under Resolution 1 are set out in Annexure A. 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:	\$0.022 per share
Vesting date:	The options vested on Grant Date.
Expiry date:	1 December 2023.
Intended use of funds	The Options are free Options and therefore no funds were raised from the issue. Any funds raised on exercise will be applied towards ensuring Equus is well funded to continue to progress its drilling campaign at Cerro Bayo in Chile and for general corporate and working capital purposes.

Voting Exclusion Statement

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

- Guillermo Chacon or;
- an associate of Guillermo Chacon.

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 Chair 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

On 9 December 2020, the Company issued 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 months 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 months 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 2 seeks Shareholder approval to the issue 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 months following the date the Company issued the shares.

If Resolution 2 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 months 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 <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 9 December 2021.
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 in southern Chile.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 2 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 2.

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

Resolution 3 Ratification of Prior Issue of Securities - Listing Rule 7.4

On 14 January 2021, the Company issued 11,538,000 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 months 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 months 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 3 seeks Shareholder approval to the issue under and for the purposes of Listing 7.4

If Resolution 3 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 months following the date the Company issued the shares.

If Resolution 3 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 months 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:	11,538,462 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 14 January 2021.
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 in southern Chile.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 3 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 3.

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

Resolution 4 Ratification of Prior Issue of Securities - Listing Rule 7.4

On 24 February 2021, the Company issued 1,250,000 ordinary shares to Simon Richard Jeremy Perkins in lieu of 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 months 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 months 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 4 seeks Shareholder approval to the issue under and for the purposes of Listing 7.4

If Resolution 4 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 months following the date the Company issued the shares.

If Resolution 4 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 months 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:	Simon Richard Jeremy Perkins (not a related party under Listing Rule 10.1 or 10.11)
Number of securities allotted:	1,250,000 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 24 February 2021.
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 Technical Services provided in connection with the Cerro Bayo project in southern Chile.

Voting Exclusion Statement

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

- Simon Richard Jeremy Perkins or;
- an associate of Simon Richard Jeremy Perkins.

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

Resolution 5 Ratification of Prior Issue of Securities - Listing Rule 7.4

On 12 May 2021, the Company issued 750,000 ordinary shares to Simon Richard Jeremy Perkins in lieu of 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 months 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 months 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 5 seeks Shareholder approval to the issue under and for the purposes of Listing 7.4

If Resolution 5 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 months following the date the Company issued the shares.

If Resolution 5 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 months 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:	Simon Richard Jeremy Perkins (not a related party under Listing Rule 10.1 or 10.11)
Number of securities allotted:	750,000 ordinary shares pursuant to Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date of issued:	The shares were issued on 12 May 2021.
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 Technical Services provided in connection with the Cerro Bayo project in southern Chile.

Voting Exclusion Statement

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

- Simon Richard Jeremy Perkins or;
- an associate of Simon Richard Jeremy Perkins.

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

Resolution 6 Ratification of Prior Issue of Securities - Listing Rule 7.4 (Tranche 1)

On 28 May 2021, the Company issued 431,390,000 shares at an issue price of \$0.011 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 months 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 months 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 6 seeks Shareholder approval to ratify the issue of the Tranche 1 Shares under and for the purposes of Listing 7.4.

If Resolution 6 is passed, the Tranche 1 Listing Rule 7.1 and 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 6 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:	431,390,000 ordinary shares were issued as follows: 251,101,674 shares were issued under Listing Rule 7.1; and 180,288,326 shares were issued under Listing Rule 7.1A
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date:	The shares were issued on 28 May 2021
Issue price:	\$0.011 per share
Intended use of funds:	The proceeds will be used to further advance the Maiden Inferred Mineral Resource Estimate at Cerro Bayo, continue with the greenfields and brownfields drilling campaigns, progress the mine restart and to further advance the Los Domos and Cerro Diablo projects and for general corporate and working capital purposes.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 6 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 6.

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

Resolution 7 Approval of the Proposed Issue of Shares (Tranche 2)

Subject to shareholder approval the Company has agreed to issue 159,519,091 shares at an issue price of \$0.011 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 7 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 7 is passed the Company will be able to proceed with the issue and the Company's cash reserves will increase by \$1,754,710 (before expenses) and the total number of shares on issue will increase from 2,251,162,706 to 2,410,681,797 and the existing shareholders holdings will be diluted by 7%. 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 7 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Shares and will not raise \$1,754,710 (before expenses).

To this end, resolution 7 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:	159,519,091 ordinary shares
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> 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:	\$0.011 per share
Intended use of funds:	The proceeds will be used to further advance the Maiden Inferred Mineral Resource Estimate at Cerro Bayo, continue with the greenfields and brownfields drilling campaigns, progress the mine restart and to further advance the Los Domos and Cerro Diablo projects and for general corporate and working capital purposes.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 7 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 7.

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

Resolution 8 Approval of Director Participation in Tranche 2 Placement Shares

For the purposes of Chapter 2E of the Corporations Act, Mr Mark Lochtenberg is a related party of the Company. Resolution 8 relate to a proposed issued of Placement Shares to Mr Lochtenberg (or entities related to him or in which he has 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 45,454,545 Shares to Mr Lochtenberg, at an issue price of \$0.011 per Share (or his 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 Resolution 8 will be to a party 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.

Resolution 8 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 Director or his nominees participation on the same terms as the Placement made to the unrelated parties.

If Resolution 8 is passed, the Company will be able to proceed with the issue to the Director and the Company will raise \$500,000 before costs.

If Resolution 8 is not passed, the Company will not be able to proceed with the issue of the Placement Shares to the Director or his nominees and the Company will not receive \$500,000 in application funds.

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

Names of the allottees:	Resolution 8 the shares to be issued to Mark Lochtenberg or his nominee.
The category under Listing Rule 10.11	Resolution 8 Listing Rule 10.11.1 because Mark Lochtenberg is a related party as Director of the Company;
The number and class of securities to be issued:	45,454,545 ordinary 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:	\$0.011 per share
Intended use of funds	The proceeds will be used to further advance the Maiden Inferred Mineral Resource Estimate at Cerro Bayo, continue with the greenfields and brownfields drilling campaigns, progress the mine restart and to further advance the Los Domos and Cerro Diablo projects and for general corporate and working capital purposes.

If approval is given for the issue of the Shares 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 8 by or on behalf of Mark Lichtenberg 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.

ANNEXURE A
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 \$0.022 per share, expiring 24 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.
9. 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.

 **ONLINE PROXY APPOINTMENT**
www.advancedshare.com.au/investor-login

 **MOBILE DEVICE PROXY APPOINTMENT**
Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the rapidly evolving COVID-19 outbreak, Shareholders are encouraged to consider participating in the Meeting virtually or voting by proxy rather than attending the Meeting in person. More information regarding online participation at the Meeting (including how to vote and ask questions online during the Meeting) is available in the Virtual Attendance Instructions accompanying the Notice of Meeting.

2021 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Equus Mining Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chairperson of the meeting **OR**

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

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chairperson of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held virtually **on 7 July 2021 at 11 am (AEST)** and at any adjournment or postponement of that Meeting.

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.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Ratification of 2,500,000 Unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of 3,300,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of 11,538,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of 1,250,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of 750,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of 431,390,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of the Proposed Issue of 159,519,091 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of the Proposed Issue of 45,454,545 Shares to Mark Lochtenberg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 * If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

STEP

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 5 July 2021.

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 Chairperson as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairperson, 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 Chairperson as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chairperson may vote as he sees 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:

- 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
- return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with 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 5 July 2021, 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



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033