

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of members of Equus Mining Limited (**Company**) is to be convened. The meeting will be held on Wednesday, 9 February 2022 at 11am Australian Eastern Daylight Time (AEDT) to consider the business set out in this Notice of Meeting. Due to the continuing developments concerning coronavirus (COVID19), the health and safety of our shareholders and employees being of paramount importance, and 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

ORDINARY BUSINESS

The items of business should be read in conjunction with the explanatory notes on the pages to follow. The explanatory notes form part of this Notice of Meeting.

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

Ordinary Resolution 1 Approval of the Proposed Issue of 5,882,353 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 5,882,353 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.'

Ordinary Resolution 2 Approval of the Proposed Issue of 296,470 Ordinary Shares 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 296,470 fully paid ordinary shares in the Company to a Director Mr John Braham and/or his nominee as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 3 Approval of the Proposed Issue of 58,824 Ordinary Shares 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 58,824 fully paid ordinary shares 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 4 Approval of the Proposed Issue of 117,647 Ordinary Shares to David Coupland

'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 117,647 fully paid ordinary shares in the Company to a Director Mr David Coupland and/or his nominee as set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Ordinary Resolution 5 Ratification of 13,080,000 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 13,080,000 fully paid ordinary shares issued under Listing Rule 7.1 on 15 December 2021, on the terms and conditions 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

6 January 2021

pjn11070

Explanatory Memorandum to the Notice of General Meeting to be held on 9 February 2022

Resolution 1 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 1 relate to a proposed issued of 5,882,353 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 5,882,353 Shares to Mr Lochtenberg, at an issue price of \$0.17 per Share (or his nominees) under Tranche 2 for Directors to participate in accordance with the announcement dated 8 December 2021.

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 1 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 1 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 1 is passed, the Company will be able to proceed with the issue to the Director and the Company will raise \$1,000,000 before costs.

If Resolution 1 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 \$1,000,000 in application funds.

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

Names of the allottees: Resolution 1 the shares to be issued to Mark Lochtenberg or his nominee.

The category under Listing Rule 10.11 Resolution 1 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: 5,882,353 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 that the shareholder approve the issue.
Issue price:	\$0.17 per share
Intended use of funds	The funds raised by the placement will be used to advance exploration and drill test high priority targets, further progress resource evaluation and upgrading of the JORC compliant resources throughout the Cerro Bayo Project, 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.

The Company confirms that the shares are not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 1 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 1 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 Approval of Director Participation in Tranche 2 Placement Shares

For the purposes of Chapter 2E of the Corporations Act, John Braham is a related party of the Company. Resolution 2 relate to a proposed issued of 296,470 Shares to Mr John Braham (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 296,470 Shares to Mr John Braham, at an issue price of \$0.17 per Share (or his nominees) under Tranche 2 for Directors to participate in accordance with the announcement dated 8 December 2021.

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 2 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 2 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 2 is passed, the Company will be able to proceed with the issue to the Director and the Company will raise \$50,400 before costs.

If Resolution 2 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 \$50,400 in application funds.

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

Names of the allottees:	Resolution 2 the shares to be issued to John Braham or his nominee.
The category under Listing Rule 10.11	Resolution 2 Listing Rule 10.11.1 because Jonh Braham is a related party as Director of the Company;
The number and class of securities to be issued:	296,470 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 that the shareholder approve the issue.
Issue price:	\$0.17 per share
Intended use of funds	The funds raised by the placement will be used to advance exploration and drill test high priority targets, further progress resource evaluation and upgrading of the JORC compliant resources throughout the Cerro Bayo Project, 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.

The Company confirms that the shares are not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 2 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 2 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 Chair of the Meeting intends to vote undirected proxies IN FAVOUR of Resolution 2.

Resolution 3 Approval of Director Participation in Tranche 2 Placement Shares

For the purposes of Chapter 2E of the Corporations Act, Damien Koerber is a related party of the Company. Resolution 3 relate to a proposed issued of 58,824 Shares to Mr Damien Koerber (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 58,824 Shares to Mr Damien Koerber, at an issue price of \$0.17 per Share (or his nominees) under Tranche 2 for Directors to participate in accordance with the announcement dated 8 December 2021.

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 3 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 3 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 3 is passed, the Company will be able to proceed with the issue to the Director and the Company will raise \$10,000 before costs.

If Resolution 3 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 \$10,000 in application funds.

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

Names of the allottees: Resolution 3 the shares to be issued to Damien Koerber or his nominee.

The category under Listing Rule 10.11 Resolution 3 Listing Rule 10.11.1 because Damien Koerber is a related party as Director of the Company;

The number and class of securities to be issued: 58,824 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 that the shareholder approve the issue.

Issue price: \$0.17 per share

Intended use of funds The funds raised by the placement will be used to advance exploration and drill test high priority targets, further progress resource evaluation and upgrading of the JORC compliant resources throughout the Cerro Bayo Project, 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.

The Company confirms that the shares are not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 3 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 3 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 Director Participation in Tranche 2 Placement Shares

For the purposes of Chapter 2E of the Corporations Act, David Coupland is a related party of the Company. Resolution 4 relate to a proposed issued of 117,647 Shares to Mr David Coupland (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 117,647 Shares to Mr David Coupland, at an issue price of \$0.17 per Share (or his nominees) under Tranche 2 for Directors to participate in accordance with the announcement dated 8 December 2021.

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 3 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 4 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 4 is passed, the Company will be able to proceed with the issue to the Director and the Company will raise \$20,000 before costs.

If Resolution 4 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 \$20,000 in application funds.

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

Names of the allottees:	Resolution 4 the shares to be issued to David Coupland or his nominee.
The category under Listing Rule 10.11	Resolution 4 Listing Rule 10.11.1 because David Coupland is a related party as Director of the Company;
The number and class of securities to be issued:	117,647 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 that the shareholder approve the issue.
Issue price:	\$0.17 per share
Intended use of funds	The funds raised by the placement will be used to advance exploration and drill test high priority targets, further progress resource evaluation and upgrading of the JORC compliant resources throughout the Cerro Bayo Project, 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.

The Company confirms that the shares are not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 4 by or on behalf of David Coupland 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 4 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 Ratification of Prior Issue of Securities - Listing Rule 7.4 (Tranche 1)

On 15 December 2021, the Company issued 13,080,000 shares at an issue price of \$0.17 per shares. Under Tranche 1 of the Placement utilising the Company capacity under Listing Rule 7.1. The Company confirms that the issue of the Placement Shares did not breach Listing Rules 7.1.

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.

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 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 ratify the issue of the Tranche 1 Shares under and for the purposes of Listing 7.4.

If Resolution 5 is passed, the Tranche 1 Listing Rule 7.1 shares will be excluded in calculating the Company's 15% limit in Listing Rules 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 months following the issued date.

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.

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 picked 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:	13,080,000 ordinary shares were issued under Listing Rule 7.1
Terms:	Fully paid ordinary shares ranking <i>pari passu</i> with existing fully paid ordinary shares.
Date:	The shares were issued on 15 December 2021.
Issue price:	\$0.17 per share
Intended use of funds:	The funds raised by the placement will be used to advance exploration and drill test high priority targets, further progress resource evaluation and upgrading of the JORC compliant resources throughout the Cerro Bayo Project, and for general corporate and working capital purposes.

The Company confirms that the shares were not issued under an agreement.

Voting Exclusion Statement

The Company will disregard any votes cast in favour on Resolution 5 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 5.

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

LODGE YOUR PROXY APPOINTMENT ONLINE



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 COVID-19 pandemic, the GM will be held as a virtual meeting. If you wish to virtually attend the GM, please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the meeting at www.advancedshare.com.au/virtual-meeting.

2022 GENERAL MEETING PROXY FORM

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

STEP 1 APPPOINT A PROXY

The Chair of the Meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chair 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) are named, the Chair 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 9 February 2022 at 11 am (AEDT)** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair 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.

STEP 2 VOTING DIRECTIONS

Resolutions

- 1 Approval of the Proposed Issue of 5,882,353 Ordinary Shares to Mark Lochtenberg
- 2 Approval of the Proposed Issue of 296,470 Ordinary Shares to John Braham
- 3 Approval of the Proposed Issue of 58,824 Ordinary Shares to Damien Koerber
- 4 Approval of the Proposed Issue of 117,647 Ordinary Shares to David Coupland
- 5 Ratification of 13,080,000 Shares – Listing Rule 7.4

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 3 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.

COVID-19: EQUUS MINING LIMITED GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the Meeting through an online platform provided by Advanced Share Registry.

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 attend 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.

HOW TO COMPLETE THIS SHAREHOLDERS PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on 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 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 Chair 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:

- (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 security holders 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.

LOGDE 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 (AEDT) on 7 February 2022, 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