

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2023 Annual General Meeting (**AGM**) of shareholders of Equus Mining Limited ACN (ASX: EQE) (**Company**) to be held on Thursday, 30 November 2023 at 11:00am Australian Eastern Daylight Time (AEDT) at Level 5, 56 Pitt Street Sydney NSW 2000 to consider the business set out in this Notice of Meeting.

In accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**), the Company will not be dispatching physical copies of the Notice of Meeting unless the shareholder has made a valid election to receive documents in hard copy, in which case a shareholder will also receive a hard copy. Instead, the Notice of Meeting and accompanying Explanatory Memorandum are being made available to shareholders electronically and can be viewed and downloaded from the Company's website at www.equusmining.com.au.

If you have nominated an email address and have elected to receive electronic communications from the Company, you will also receive an email to your nominated email address with a link to an electronic copy of the Notice of Meeting.

This Notice of Meeting should be read in its entirety. If shareholders have any questions regarding the meeting or seek further information, please contact the Company Secretary at info@equusmining.com. If shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

QUESTIONS FROM SHAREHOLDERS

In accordance with the Corporations Act, a reasonable opportunity will be provided to shareholders attending the AGM physically or electronically to ask questions about, or make comments upon, matters in relation to the Company. All shareholders who want to ask questions must submit in writing any questions in relation to the AGM to the Company by email to: info@equusmining.com by 5:00pm AEDT on 27 November 2023. Shareholders attending the meeting virtually will be able to submit their questions/comments in writing to a moderator. The moderator will relay those questions/comments to the meeting Chair at the relevant time on behalf of the shareholder.

During the course of the AGM, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate. However, there may not be sufficient time to answer all of the questions raised at the AGM.

DETERMINATION OF VOTING ENTITLEMENT

For the purposes of this meeting, the Directors have determined that, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), all persons who are registered holders of shares in the Company at 7:00pm AEDT on 28 November 2023 will be entitled to vote at the AGM.

VOTING AT THE MEETING

In accordance with clause 17.2 of the Constitution, it is intended that voting on each of the proposed resolutions at this AGM will be conducted by a poll, rather than on a show of hands.

APPOINTING A PROXY

If you would like to be represented at the AGM by proxy, please complete and execute the enclosed Proxy Form, and return it by not later than 11:00am AEDT on 28 November 2023, being 48 hours prior to the AGM, in accordance with the instructions set out in the Proxy Form.

In accordance with section 249L of the Corporations Act, shareholders are advised that:

- each shareholder entitled to vote may appoint a proxy to attend and vote on behalf of the shareholder;
- a proxy need not be a shareholder of the Company; and
- if the shareholder is entitled to cast more than two votes, the shareholder may appoint no more than two proxies to attend and vote instead of the shareholder. Where more than one proxy is appointed, each proxy may be appointed to represent a specified portion of the shareholder's voting rights. If no such specification is given and two proxies are appointed, each may exercise half the votes to which the shareholder is entitled.

AGENDA

ORDINARY BUSINESS

The items of business should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum provides additional information on matters to be considered at the AGM. The Explanatory Memorandum and the Proxy Form form part of this Notice of Meeting.

Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2023, which includes the Financial Report, the Directors' Report and the Auditor's Report (**Annual Report**) (if available).*

*Note: Please refer to the Explanatory Memorandum for further information. Further, there is no requirement for shareholders to approve the Annual Report.

Resolutions

Item 1 Adoption of the Remuneration Report

To consider and, if thought fit, to pass the following as a **non-binding resolution***:

Resolution 1: *'That the Remuneration Report for the year ended 30 June 2023 be and is hereby adopted for the purposes of the Corporations Act 2001 (Cth).'*.*

A voting exclusion statement applies to this Resolution. Please see below.

*Note: This resolution is advisory only and does not bind the Company. The Directors will consider the outcome of the vote and feedback from shareholders at the meeting when considering the Company's remuneration policies.

Additionally, this resolution may be withdrawn (or the AGM may be adjourned and reconvened at a later date) where the Remuneration Report is not made available to shareholders by the date of the AGM. Please refer to the Explanatory Memorandum for further information.

Item 2 Re-election of David Coupland as a Director

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

Resolution 2: *'That David Coupland having retired in accordance with clause 3.6 of the Company's Constitution and the Listing Rules, and being eligible, offers himself for re-election, be re-elected as a Director of the Company with effect from the close of the AGM.'*

A voting exclusion statement applies to this Resolution. Please see below.

By order of the Board

Marcelo Mora
Company Secretary

2 November 2023

Explanatory Memorandum to the Notice of Annual General Meeting

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to the shareholders at the Annual General Meeting to be held on Thursday, 30 November 2023 at 11:00am AEDT at Level 5, 56 Pitt Street Sydney NSW 2000.

Annual Report

It is the intention of the Directors that the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2023 (**Annual Report**) will be laid before the AGM.

The Annual Report has not yet been finalised or released as at the date of this Notice of Meeting. Accordingly, the Annual Report is not currently available for shareholder consideration along with this Notice of Meeting. The Annual Report will be accessible online at www.equusmining.com if it is released by the date of the AGM. If for any reason the Annual Report is not made available to shareholders before the date of the AGM, the Annual Report will not be considered and Resolution 1 will either be withdrawn or the AGM will be adjourned and re-convened at a later date. In the event this occurs, it is the intention of the Directors that, once the Annual Report is finalised and released, the AGM will be reconvened or a further shareholders' meeting will be called so that the Annual Report can be tabled and considered by the shareholders.

There is no requirement for shareholders to approve the Annual Report.

If the Auditor's Report has been prepared and released by the date of the AGM, the Chair of the meeting will allow a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

Resolutions

Resolution 1 Adoption of Remuneration Report

In accordance with section 250R of the Corporations Act, the Company must put the Remuneration Report to the vote of shareholders. The Remuneration Report, which forms part of the Directors' Report in the Company's Annual Report, sets out the remuneration policy adopted by the Board of Directors and discloses the Company's remuneration arrangements in place for its Directors.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 1 will be withdrawn (or the AGM will be adjourned after the remaining resolutions have been put to the vote and re-convened at a later date) if the Annual Report is not finalised and made available to shareholders before the date of the AGM, as shareholders will not have been provided the opportunity to consider the Remuneration Report contained therein.

Under the Corporations Act, if at least 25% of the votes cast on a remuneration report resolution are voted against in two consecutive annual general meetings, the Company will be required, at the second annual general meeting, to put to shareholders a resolution proposing the calling of an extraordinary general meeting at which all Directors of the Company who were in office at the date of approval of the applicable Directors' Report must stand for re-election ("**Spill Resolution**").

If more than 50% of shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("**Spill Meeting**") within 90 days of the second annual general meeting.

The Company's Remuneration Report did not receive a 'no' vote of 25% or more at the 2022 Annual General Meeting held on 28 November 2022. Accordingly, the Spill Resolution is not relevant for this AGM.

The Chair intends to exercise all undirected proxies in favour of Resolution 1. If the Chair of the Meeting is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention.

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 (in any capacity, whether as proxy or as shareholder) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of Key Management Personnel (as these terms are defined in the Corporations Act).

However, the Company need not disregard a vote if it is cast by:

- a person as a proxy or attorney for a person who is entitled to vote on Resolution 1, in accordance with the directions of the proxy form that specifies how the proxy is to vote on Resolution 1; or
- the Chair of the AGM as proxy or attorney appointed in accordance with the directions of the proxy form for a person who is entitled to vote, and such appointment on the proxy form expressly authorises the Chair to exercise the proxy even if the resolution is connected with the Remuneration Report.

Directors' recommendation

The Directors are not making a recommendation for this Resolution 1.

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

Resolution 2 Re-election of David Coupland as Director

In accordance with clause 3.6 of the Company's Constitution and ASX Listing Rule 14.4, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election. ASX Listing Rule 14.5 requires that an entity that has directors must hold an election of directors at each annual general meeting. This rule applies even where no director is required to stand for re-election at an annual general meeting under ASX Listing Rule 14.4. Accordingly, Mr David (**Ted**) Coupland retires by rotation and, being eligible, offers himself for re-election.

Ted Coupland was appointed as Director of the Company on 21 June 2021 and was last re-elected as a Director at the 2021 Annual General Meeting. Under this Resolution 2, Ted Coupland has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Ted Coupland has over 35 years of experience in the mining, exploration and resource finance industry and holds qualifications in geology, geostatistics, mineral economics and finance. He has had a comprehensive technical career in the resources sector covering exploration, mine geology, resource estimation, risk analysis, resource consulting and business management. Ted Coupland spent 6 years between 2013 and 2018 working in Macquarie Bank's Mining Finance team where he specialised in technical due diligence, deal origination, client relationship management, principal equity investing, mezzanine finance, structured project finance and commodity derivative structures. As a professional Geologist and Geostatistician, Ted Coupland has been involved with many technically challenging resource projects around the globe covering a range of commodities including gold, silver, copper, base metals, PGM's, bauxite and coal.

Ted Coupland holds a Bachelor of Science (Geology) from the University of New England, Post-Graduate Degree in Geostatistics from the Paris School of Mines, Post-Graduate Diploma in Mineral Economics from Macquarie University and a Post-Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia. Ted Coupland is a Corporate Member of the Australasian Institute of Mining and Metallurgy (AusIMM).

In circumstances where the shareholders vote in favour of Resolution 2 and Resolution 2 is passed, Mr David Coupland will be re-appointed as a Director of the Company with effect from the end of the AGM.

In circumstances where the shareholders do not vote in favour of Resolution 2, Mr David Coupland will not be re-appointed as a Director of the Company.

Directors' recommendation

The Directors (excluding David Coupland) recommend that you vote IN FAVOUR of Resolution 2.

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

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.

ANNUAL GENERAL MEETING PROXY FORM

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

APPOINT 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) 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 Annual General Meeting of the Company to be held at **Level 5, 56 Pitt Street Sydney NSW 2000 on Thursday, 30 November 2023 at 11:00 am (AEDT)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS
Resolutions
For Against Abstain*
1 Adoption of the Remuneration Report

2 Re-election of David Coupland as a Director



* 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.

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 1
STEP 2
STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

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.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- 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 of the 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.

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 11:00 am (AEDT) on 28 November 2023, 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