



PANTORO

PANTORO LIMITED

ACN 003 207 467

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00 am (WST)

DATE: 19 November 2020

PLACE: The Country Women's Association
1176 Hay Street
West Perth WA 6005

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 6263 1110

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Important Information**Time and place of meeting**

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00 am (WST) on 19 November 2020 at:

The Country Women's Association
1176 Hay Street
Perth WA 6005

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5.00pm (WST) on 17 November 2020.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- A. each member has a right to appoint a proxy;
- B. the proxy need not be a member of the Company; and
- C. a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify

the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

BUSINESS OF THE MEETING

Business

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Capitalised terms not otherwise defined in this Notice have the meaning given in the Explanatory Statement which accompanies this Notice. References to the “Corporations Act” are to the Corporations Act 2001 (Cth), unless the context requires otherwise.

1. Financial Report

To receive and consider the annual financial report, directors’ report and auditor’s report for the Company and its controlled entities for the year ended 30 June 2020.

Note: There is no requirement for shareholders to approve these documents.

2. Resolution 1 - Remuneration Report

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s annual financial report for the financial year ended 30 June 2020.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 – Re-Election of Director – Mr Scott Huffadine

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

“That, for the purposes of clause 14.2 of the Constitution and for all other purposes, Mr Scott Huffadine, a Director, retires by rotation, and being eligible, is re-elected as a Director.”

4. Resolution 3 – Election of Director – Mrs Fiona Van Maanen

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

“That Mrs Fiona Van Maanen, a Director who was appointed on 3 August 2020, retires in accordance with clause 14.4 of the Company’s Constitution and for the purposes of Listing Rule 14.4, and, being eligible, is elected as a Director of the Company.”

5. Resolution 4 – Approval of 10% Placement Facility – Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or behalf of any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. Resolution 5 – Ratification of prior issue – Placement Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 166,546,960 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved and any associate of that person or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 6 – Ratification of prior issue – Placement Shares

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 41,786,374 Shares on the terms and conditions set out in the Explanatory Statement.”

- Voting Exclusion:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of Argonaut Investments Pty Ltd and any of their associates. However, this does not apply to a vote cast in favour of a resolution by:
- (a) a person as a 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
 - (b) 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
 - (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Resolution 7 – Ratification of prior issue – Options

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Options on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved and any associate of that person or those persons including Argonaut Investments Pty Ltd. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as a 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
- (b) 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
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) 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
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. Resolution 8 – Grant of Options to related party, Mr Paul Cmrlec

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

“That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue 1,178,780 Options to Mr Paul Cmrlec (or his Nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by any director of the Company who is eligible to participate in the Plan in respect of which the approval is sort or their nominees and any of their associates including Mr Paul Cmrlec. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Prohibition Statement: In accordance with sections 200E(2A) and (2B) of the Corporations Act no votes on Resolution 8 may be cast by Mr Paul Cmrlec (or his Nominee or other associates). This restriction does not prevent Mr Paul Cmrlec or his Nominee or associates from voting on Resolution 8 as proxy for another person which specifies how the proxy holder is to vote.

10. Resolution 9 – Grant of Options to related party, Mr Scott Huffadine

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

“That, for the purposes of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to issue 884,084 Options to Mr Scott Huffadine (or his Nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any director of the Company who is eligible to participate in the Plan in respect of which the approval is sort or their nominees and any of their associates including Mr Huffadine. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

(c) the proxy is the Chair; and

(d) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Voting Prohibition Statement: In accordance with sections 200E(2A) and (2B) of the Corporations Act no votes on Resolution 9 may be cast by Mr Scott Huffadine (or his Nominee or other associates). This restriction does not prevent Mr Scott Huffadine or his Nominee or associates from voting on Resolution 9 as proxy for another person which specifies how the proxy holder is to vote.

11. Resolution 10 – Renewal of proportional takeover provisions in the constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, approval is given for the Company to modify its existing Constitution by renewing clause 36 for a period of 3 years from the date of approval of this Resolution.”

DATED: 5 October 2020

BY ORDER OF THE BOARD

DAVID OKEYBY

COMPANY SECRETARY

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

1. Company Financial Report, Directors' Report and Auditor's Report

The financial report, directors' report and auditor's report for the Company will be laid before the Meeting. There is no requirement for Shareholders to approve these reports. The Chairman will allow a reasonable time for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, and the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor in relation to the conduct of the audit.

2. Resolution 1 - Adoption of the Remuneration Report

The remuneration report for the Company is set out in the Company's 2020 Annual Report. The remuneration report outlines the Company's remuneration framework and the remuneration outcomes for the financial year the subject of the remuneration report for the Board and Key Management Personnel.

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the remuneration report at the meeting.

Under the Corporations Act if, at two consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report, then a further resolution ("Spill Resolution") may be required to be considered at the second annual general meeting as to whether a further meeting be convened to put some or all of the Directors to re-election.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the requirement for a Spill Resolution will not arise at this Meeting irrespective of the outcome of the vote on Resolution 1.

If you are appointing the Chair as your proxy, please note that the proxy form accompanying this Notice expressly authorises the Chair to vote any undirected proxies in favour of Resolution 1 even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Accordingly, if you are appointing the Chair as your proxy and do not wish your proxy to vote in favour of Resolution 1 you will need to mark "against" or "abstain" where indicated in the proxy form in relation to Resolution 1.

3. Resolution 2 – Re-Election of Director – Mr Scott Huffadine

Clause 14.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then such number as is appropriate to ensure that no Director (other than alternate Directors and the Managing Director) holds office for more than 3 years, shall retire from office.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election.

The Company currently has 5 Directors and accordingly 1 must retire (as 1 is already retiring under Resolution 3).

Mr Scott Huffadine, retires by rotation and seeks re-election.

Mr Huffadine is the Operations Director and accordingly is not considered an independent director.

Mr Huffadine is a geologist (BSc., Honours) with more than 25 years' experience in the resource industry, specifically project management, geology and executive management. Mr Huffadine has held several key management positions ranging from operational start-ups involving open pit and underground mining projects, through to large integrated operations in gold and base metals. He was previously Managing Director of Kingsrose Mining Limited, an Executive Director of Metals X Limited and Managing Director of Westgold Resources Limited.

Mr Huffadine has not held any directorships with public listed companies in the previous 3 years.

Mr Scott Huffadine has been a Director of Pantoro Limited since 15 March 2016.

The Directors (other than Mr Scott Huffadine, who has a material personal interest in the outcome of Resolution 2) recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Election of Director – Mrs Fiona Van Maanen

In accordance with Listing Rule 14.4 and Rule 14.4 of the Company's Constitution, the Directors may appoint any person to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. However, any such appointment concludes at the next annual general meeting following the appointment. The Director is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mrs Fiona Van Maanen retires from office in accordance with this requirement and submits herself for election.

Fiona Van Maanen (BBus, CPA, Grad Dip CSP) has more than 25 years' experience in accounting and financial management in the mining and resources industry. Mrs Van Maanen is currently the Chief Financial Officer and company secretary of Metals X Limited. Mrs Van Maanen is also the Chair of the Company's Audit and Risk Committee and serves on the Remuneration Committee.

During the past three years she has served as a director of Westgold Resources Limited.

The Board appointed Mrs Van Maanen on 3 August 2020 and the Board considers her an independent Director.

The Board is not aware of any interest, position or relationship that might influence, or reasonably be perceived to influence, in a material respect, Mrs Van Maanen's capacity to bring an independent judgment on issues before the Board and to act in the best interests of the Company as a whole.

The Company has conducted appropriate checks into Mrs Van Maanen's background and experience and those checks have not revealed any information of concern.

The Directors (other than Mrs Van Maanen who has a material personal interest in the outcome of Resolution 3) recommend that Shareholders vote in favour of Resolution 3.

5. Resolution 4 - Additional 10% Placement Facility – Listing Rule 7.1A

5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 4, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 4.2 below).

The effect of Resolution 4 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

There are no proposed issues by the Company under this proposed Resolution if the Resolution is passed. If Resolution 4 is not passed then the Company will not have the availability of the additional 10% placement capacity under ASX Listing Rule 7.1A. Accordingly, if the Company intends to issue securities over and above its placement capacity under ASX Listing Rule 7.1 then Shareholder approval will be required to issue such securities.

5.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 or less.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has once classes of quoted Equity Securities on issue, being the Shares (ASX Code: (PNR)).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) – E

Where:

- A is the number of Shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and
 - (iv) less the number of Shares cancelled in the previous 12 months.
- D is 10%.
- E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

5.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in section (i) above, the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity

commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid),

(10% Placement Capacity Period).

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A (2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (**Variable 'A'** in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.105 50% decrease in Issue Price	\$0.21 Issue Price	\$0.42 100% increase in Issue Price
1,408,398,228 (Current Variable 'A')	Shares issued - 10% voting dilution	140,839,823 Shares	140,839,823 Shares	140,839,823 Shares
	Funds raised	\$14,788,181.42	\$29,576,362.83	\$59,152,725.66
2,112,597,342 (50% increase in Variable 'A')	Shares issued - 10% voting dilution	211,259,735 Shares	211,259,735 Shares	211,259,735 Shares
	Funds raised	\$22,182,272.18	\$44,364,544.35	\$88,729,088.70
2,816,796,456 (100% increase in Variable 'A')	Shares issued - 10% voting dilution	281,679,646 Shares	281,679,646 Shares	281,679,646 Shares
	Funds raised	\$29,576,362.83	\$59,152,725.66	\$118,305,451.32

*The number of Shares on issue (Variable 'A' in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- (i) There are currently 1,408,398,228 Shares on issue.
- (ii) The issue price set out above is the closing price of the Shares on the ASX on 2 October 2020.
- (iii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- (iv) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options or Performance Rights are exercised into Shares before the date of issue of the Equity Securities.
- (v) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own individual shareholding depending on their specific circumstances.
- (vi) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- (vii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- (viii) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ix) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

The Company may issue Equity Securities under the 10% Placement Capacity for cash consideration in which case the Company intends to use funds raised for continued exploration, development and operation of the Company's Halls Creek Project and/ or Norseman Gold Project, general working capital or in connection with the acquisition costs of any investments in exploration or mining mineral assets the Company may acquire in the future (or the development or operation of such assets).

The Company will comply with the disclosure obligations under Listing Rules 2.7, 3.10.3 and 7.1A(4) upon issue of any Equity Securities.

(e) Allocation policy under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new interests or investments in exploration or mining mineral assets, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new interests or investments.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained approval under ASX Listing Rule 7.1A on 22 November 2019.

During the 12 months preceding the date of this Meeting, the total number of Equity Securities issued was 242,454,299, representing 20.6% of the total number of Equity Securities on issue as at the commencement of the 12 month period.

Details of each issue of Equity Securities since 19 November 2019 are set out in Schedule 1.

(g) Compliance with ASX Listing Rules 7.1A.4

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- (ii) the information required by Listing Rule 7.1A.4 for release to the market.

5.4 **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

6. **Resolutions 5 and 6 – Ratification of prior issue Shares**

As announced by the Company to ASX on 7 August 2020, the Company conducted a placement of 20,833,334 Shares to professional and sophisticated investors at an issue price of \$0.24 per Share (**Placement**) (**Placement Shares**).

On 17 August 2020, a total of 166,546,960 Placement Shares were issued under the Company's placement capacity afforded under ASX Listing Rule 7.1.

On 17 August 2020, a total of 41,786,374 Placement Shares were issued under the Company's placement capacity afforded ASX Listing Rule 7.1A.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 166,546,960 Placement Shares.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 41,786,374 Placement Shares.

If Resolutions 5 or 6 are not passed then the Company's placement capacity under ASX Listing Rule 7.1 or 7.1A will not be refreshed in respect of the number of the Placement Shares issued and accordingly the Company's placement capacities will be impacted by that amount.

6.1 **Resolution 6 – ASX Listing Rules 7.1 and 7.4**

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 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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 **Resolution 6 – ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A or 12-months has passed since their issue.

By ratifying the issue, the subject of Resolution 6, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

6.3 Technical information required by Listing Rule 7.4

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement Shares:

- (a) the Shares were issued to clients of, and investors arranged by, Argonaut Capital Pty Limited. None of these subscribers are related parties of the Company. Participants included Argonaut Equity Partners Pty Ltd, a company related to the Company's corporate advisor Argonaut Capital Pty Ltd;
- (b) a total of 20,8333,334 Shares were issued;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued on 17 August 2020;
- (e) the issue price was \$0.20 per Share;
- (f) the purpose of the issue was to raise funds for the Norseman Gold Project for: Mineral Resource and Ore Reserve Growth, new green fields exploration and extension exploration programs to existing mining areas, project development works including capital requirements to complete the definitive feasibility study and to provide project flexibility and working capital for the Company; and
- (g) the Share were not issued under an agreement.

7. Resolution 7 – Ratification of prior issue – Options

As announced by the Company to ASX on 20 April 2020, the Company agreed to issue 10,000,000 options to Argonaut Investments Pty Ltd (**Argonaut**), a related body corporate of the Company's corporate advisor, as part compensation and incentive for providing corporate advisory services to the Company (**Placement Options**).

On 15 July 2020, following the payment of a \$0.01 per Placement Option subscription fee, a total of 10,000,000 Placement Options were issued under the Company's placement capacity afforded under ASX Listing Rule 7.1.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 10,000,000 Placement Options.

If Resolution 7 is not passed then the Company's placement capacity under ASX Listing Rule 7.1 will not be refreshed in respect of the number of the Placement Options issued and accordingly the Company's placement capacity will be impacted by that amount.

7.1 **ASX Listing Rules 7.1 and 7.4**

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 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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 **Technical information required by Listing Rule 7.4**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the Placement Options:

- (a) the Placement Options were issued to Argonaut Investments Pty Ltd. This subscriber is not a related party of the Company;
- (b) 10,000,000 Placement Options were issued in two tranches (of 5,000,000 Placement Options each). The key terms of the Placement Options are detailed below:

	Tranche One	Tranche Two
Number	5,000,000	5,000,000
Subscription Price	\$0.01	\$0.01
Exercise Price	\$0.15	\$0.20
Expiry Date	31 March 2022	31 March 2022

- (c) the Placement Options were issued on the terms and conditions set out in Schedule 2;
- (d) the Placement Options were issued on 15 July 2020;

- FOR PERSONAL USE ONLY
- (e) the purpose of the issue was to provide an incentive to Argonaut in their role as a corporate advisor to the Company;
 - (f) the Company valued the Placement Options at \$0.065 (Tranche One) and \$0.015 (Tranche Two) at the time of grant. The valuations were determined by taking the previous day closing price of fully paid ordinary shares in the Company and subtracting the exercise price;
 - (g) 50% of the Placement Options have an exercise price of \$0.15 each and the balance have an exercise price of \$0.20. The Options were granted on 15 July 2020. On the grant date the closing price of Shares was \$0.23. Accordingly, the Options were 'in the money' at the time of grant;
 - (h) the Options were issued under a Subscription Agreement the material terms of which include the terms of the Placement Options (as set out in Schedule 2) and that the Placement Options were to be issued at an issue price of \$0.01 per Placement Option; and
 - (i) the Subscription Agreement was entered into as a result of a corporate advisory mandate entered into between the Company and Argonaut Capital Pty Ltd under which the later would provide corporate advisory services to the Company for a 12 month term in consideration for the Placement Options, a monthly retainer of \$25,000 and various fees depending on the types of activities advised upon (ranging from 1% to 4% of the value of the activity). Under the Corporate Advisory Mandate Argonaut Capital Pty Ltd is entitled to be reimbursed for reasonable expenses and is provided indemnities and warranties from the Company customary for a document of this nature.

8. Resolutions 8 and 9 – Grant of Options to Related Parties under Company's Incentive Plan

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to grant:

- (a) 1,178,780 Options to Mr Paul Cmrlec (or his Nominee); and
- (b) 884,084 Options to Mr Scott Huffadine (or his Nominee),

(Related Parties) on the terms and conditions set out below **(Related Party Options)**.

The Related Party Options are being offered and will be granted under the Pantoro Limited Incentive Plan (**Plan**).

Please refer to Schedule 3 for a summary of the terms of the Plan.

The Related Party Options are zero exercise price options subject to various vesting conditions.

Please refer to Schedule 4 for further terms and conditions relating to the Related Party Options including the vesting conditions.

Resolutions 8 and 9 seek Shareholder approval for the grant of the Related Party Options to Messrs Cmrlec and Huffadine (or their Nominees) respectively.

If either Resolution is not passed, then the relevant Related Party Options will not be granted and the Related Party will not receive the benefit of the Related Party Options.

8.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of Related Party Options constitutes giving a financial benefit and Messrs Cmrlec and Huffadine are related parties of the Company by virtue of being Directors.

The remaining Directors, who does not have a personal interest in the outcome of Resolutions 8 and 9, considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the grant of Related Party Options because the agreement to grant the Related Party Options is considered reasonable remuneration having regard to the circumstances of the Company and the positions held by the Related Parties respectively. Accordingly, the proposed grant of the Options to the Related Parties fall within the "reasonable remuneration" exception set out in section 211 of the Corporations Act so that member approval is not required for the purposes of Chapter 2E of the Corporations Act.

8.3 ASX Listing Rule 10.14

Listing Rule 10.14 provides that a listed entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme unless it obtains shareholder approval:

10.14.1 a director of the entity;

10.14.12 an associate of a director of the entity; or

10.14.3 a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that the acquisition should be approved by Shareholders.

As the grant of the Related Party Options under Resolutions 8 and 9 involves the grant of securities to Directors of the Company (or their Nominees), Shareholder approval pursuant to ASX Listing Rule 10.14 is required.

8.4 Technical Information required by ASX Listing Rule 10.15

Pursuant to and in accordance with ASX Listing Rule 10.15, the following information is provided in relation to Resolutions 8 and 9:

- (a) the maximum number of Related Party Options to be granted under Resolutions 8 to 9 is 2,062,864 Related Party Options, which comprises:
 - (i) 1,178,780 Related Party Options to be granted to Mr Paul Cmrlec (or his nominee) who falls within Listing Rule 10.14.1 by virtue of

being a Director – Resolution 8; and

(ii) 884,084 Related Party Options to be granted to Mr Scott Huffadine (or his nominee) who falls within Listing Rule 10.14.1 by virtue of being a Director - Resolution 9; and

(b) the current total remuneration packages for the Related Parties are as follows:

Related Party	Salary & Superannuation	STI Bonus*	LTI Bonus*	Total Remuneration
Paul Cmrllec	\$505,000	\$240,000	\$84,872	\$829,872
Scott Huffadine	\$385,000	\$180,000	\$63,654	\$628,654

* STI and LTI Bonuses are subject to performance testing.

- (c) the Related Parties have not previously been granted any incentives under the current Plan;
- (d) the Related Party Options will be granted for nil consideration and will have a nil exercise price. Refer to Schedule 4 for a summary of the material terms of the Options;
- (e) zero exercise price Options which are subject to performance hurdles have been chosen to provide a market linked incentive to the Related Parties in their role at no cost to the Related Parties;
- (f) the total of the fair value of the Related Party Options to be granted to Mr Paul Cmrllec (or his Nominee) pursuant to Resolution 8 is \$84,872 at the date of the Notice (based on an independent valuation prepared by EY);
- (g) the total of the fair value of the Related Party Options to be granted to Mr Scott Huffadine (or his Nominee) pursuant to Resolution 9 is \$63,654 at the date of the Notice (based on an independent valuation prepared by EY);
- (h) the Related Party Options will be granted no later than 12 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Related Party Options will occur on the same date;
- (i) there is no loan being provided to the recipients of the Related Party Options in respect of the Related Party Options, or shares issued on exercise of the Related Party Options;
- (j) details of any securities issued under the Plan will be published in the Company’s annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14; and
- (k) any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Scheme after Resolutions 8 and 9 are approved and who were not named in this Notice of Meeting will

not participate until approval is obtained under that rule.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Related Party Options as approval is being obtained under ASX Listing Rule 10.14. Accordingly, the grant of Related Party Options to Messrs Paul Cmrlec and Scott Huffadine (or their Nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

8.5 Sections 200B and 200E of the Corporations Act

Mr Paul Cmrlec and Mr Paul Huffadine both occupy a managerial or executive office with the Company within the meaning of section 200AA of the Corporations Act.

Section 200B of the Corporations Act generally provides that, subject to specific exceptions, Shareholder approval is required for the giving of benefits to a person occupying a managerial or executive office with the Company in connection with their retirement from a managerial or executive office.

The term 'benefits' is widely defined and may include the early vesting of Related Party Options or waiver of exercise or forfeiture conditions or performance hurdles for Options.

The Plan, and the terms and conditions of grant of the Related Party Options under the Plan to Mr Paul Cmrlec (or his Nominee) and Mr Scott Huffadine (or his nominee), contain a number of provisions which may operate to entitle them (or their Nominees) to vesting of Related Party Options earlier and/or in different circumstances than might otherwise be the case in connection with their ceasing to hold a managerial or executive office with the Company. Some of the relevant provisions in the Plan (or terms and conditions) are subject to the Board exercising their discretion to allow such exercise (whether by waiving conditions of exercise or extending the period for exercise or otherwise).

Accordingly, the retirement benefit that may be given under the Plan is waiver of exercise conditions relation to Related Party Options in certain circumstances (or extension of time to vest Related Party Options) including upon termination of employment or office with the Company due to resignation, redundancy, retirement, permanent incapacity or death or where a takeover bid is made for the Shares in the Company.

The value of any such benefits which may be given to Mr Paul Cmrlec or Mr Scott Huffadine (or their nominees) cannot presently be ascertained but matters, events and circumstances that will, or are likely to, affect the calculation of that value include:

- (a) the number of Related Party Options held by the participant;
- (b) the number of Related Party Options that vest early;
- (c) the price of Shares on the ASX on the date of calculation;
- (d) the status of any vesting conditions or other conditions for the Related Party Options at the time of ceasing to hold a managerial or executive office with the Company; and
- (e) the participant's length of service and reasons for ceasing to hold a managerial or executive office with the Company.

Shareholder approval is sought under section 200E of the Corporations Act to the

giving of any benefit to Mr Paul Cmrlec and or Mr Scott Huffadine (or their Nominees) in connection with their future cessation of office or position with the Company under the terms of the Plan (or terms and conditions of grant) in relation to the Related Party Options, including as a result of any future exercise of a discretion by the Board under the terms of the Plan or the terms and conditions of the Related Party Options.

Mr Paul Cmrlec and Mr Scott Huffadine have each advised that they have no current intention to resign from their positions with the Company.

8.6 Further Details relating to the Financial Benefit

Shareholders should note the further details as set out below relating to the financial benefit being provided to Mr Paul Cmrlec and Mr Scott Huffadine:

- (a) Mr Paul Cmrlec currently has a relevant interest in 7,966,995 Shares, 1,500,000 unlisted Options each exercisable at \$0.24 each on or before 4 July 2022 and 1,500,000 Options each exercisable at \$0.25 each on or before 4 July 2022; and
- (b) Mr Scott Huffadine currently has a relevant interest in 2,850,962 Shares, 1,500,000 unlisted Options each exercisable at \$0.24 each on or before 4 July 2022 and 1,500,000 Options each exercisable at \$0.25 each on or before 4 July 2022;
- (c) if the Related Party Options which are proposed to be issued pursuant to Resolutions 8 and 9 are exercised, a total of 2,062,864 Shares would be issued. This will increase the number of Shares on issue (on a fully diluted basis) from 1,408,398,228 to 1,410,461,098 (assuming no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by approximately 0.15%;
- (d) under the accounting standard AASB 2 share based payments, the Company will recognise an expense in the income statement based on the fair value of the Related Party Options over the period from the date of issue to the vesting date;
- (e) the trading history of the Shares on the ASX in the 12 months before the date of this Notice is as follows:
 - (i) at the time of preparing this Notice of General Meeting, the closing price of the Company's shares on the ASX was \$0.21 on 2 October 2020;
 - (ii) the price of the Company's shares quoted on the ASX over the past 12 months has ranged from a low of \$0.065 on 13 March 2020 to a high of \$0.29 on 28 July 2020; and
- (f) the primary purpose of the grant of the Related Party Options to Mr Paul Cmrlec and Mr Scott Huffadine (or their Nominees) is to provide a performance linked incentive component in the remuneration package for Mr Paul Cmrlec and Mr Scott Huffadine to motivate and reward the performance of Mr Paul Cmrlec and Mr Scott Huffadine as Directors.

9. Resolution 10 – renewal of proportional takeover provisions in the constitution

9.1 General

Section 648G(1) of the Corporations Act provides that a company's proportional takeover approval provisions, unless sooner omitted from its constitution, cease to apply at the end of 3 years from adoption or renewal as appropriate unless otherwise specified.

When the provisions cease to apply the company's constitution is modified by omitting the provisions.

A company may renew its proportional takeover approval provisions in the same manner in which a company can modify its constitution (i.e. by special resolution of shareholders)

The Company's constitution (including the proportional takeover provisions set out in clause 36) was adopted on 15 November 2017. Accordingly the proportional takeover provisions included in the Constitution apply until 15 November 2020 unless sooner omitted or renewed.

Resolution 10 is a special resolution which will enable the Company to modify its Constitution by renewing clause 36 for a period of 3 years from the date of Shareholder approval. It is noted that Shareholder approval will not result in a change to the wording of clause 36.

The Company is permitted to seek further Shareholder approval to renew this clause for further periods of up to 3 years on each occasion.

A copy of the Constitution was released to ASX on 15 November 2017 and is available for download from the Company's ASX announcements platform.

9.2 Proportional takeover provisions (clause 36 of Constitution)

(a) General

A proportional takeover bid is a takeover bid where the offer made to each shareholder is only for a proportion of that shareholder's shares.

The proportional takeover provisions set out in clause 36 of the Constitution provides that a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act.

(b) Information required by section 648G of the Corporations Act

(i) Effect of proportional takeover provisions

Where offers have been made under a proportional off-market bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional off-market bid is prohibited unless and until a resolution to approve the proportional off-market bid is passed or the deadline for obtaining such approval has passed.

(ii) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium. These amended provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

(iii) Knowledge of any acquisition proposals

As at the date of this Notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

(iv) Advantages and disadvantages of proportional takeover provisions during the period in which they have been in effect

The Directors consider that the proportional takeover provisions had no advantages or disadvantages for them during the period in which they have been in effect.

The advantages and disadvantages of the proportional takeover provisions for Shareholders include those set out immediately below, which were applicable during the period in which they have been in effect.

(v) Potential advantages and disadvantages of proportional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- (A) the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- (B) assisting in preventing Shareholders from being locked in as a minority;
- (C) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and
- (D) each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (A) proportional takeover bids may be discouraged;
- (B) lost opportunity to sell a portion of their Shares at a premium; and
- (C) the likelihood of a proportional takeover bid succeeding may be reduced.

9.3 Recommendation of the Board

The Directors do not believe the potential disadvantages outweigh the potential advantages of renewing the proportional takeover provisions and as a result consider that renewal of the proportional takeover provision set out in clause 36 of the Constitution is in the interest of Shareholders and unanimously recommend that Shareholders vote in favour of Resolution 10.

GLOSSARY

In this Explanatory Statement (and the Notice of Meeting) the following terms will bear the following meanings, unless the context otherwise requires:

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by this Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules or **Listing Rules** means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting and where relevant the Chair for the relevant part of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- A. a spouse or child of the member;
- B. a child of the member's spouse;
- C. a dependent of the member's spouse;
- D. anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- E. a company the member controls; or
- F. a person prescribed by the Corporations Regulations 2001 (Cth).

Company means Pantoro Limited.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- A. is not included in the S&P/ASX 300 Index; and
- B. has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000 or less.

Eligible Participant has the meaning given in Schedule 3.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible

security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by this Notice.

Group Company means the Company or any of its subsidiaries.

Key Management Personnel has the same meaning as in the accounting standards (as that term is defined in the Corporations Act) and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, directly or indirectly, including any director (whether executive or non-executive) of the Company or if the Company is part of a consolidated entity of an entity within the consolidated group.

Market Value, in respect of a Share, means, where the Company is listed on ASX, the volume weighted average market price (as defined in the ASX Listing Rules) for a Share traded on the ASX during the 7 day period up to and including the day on which the Market Value is to be determined.

Meeting means the annual general meeting of Shareholders convened by this Notice.

Nominee means a nominee permitted under the Plan.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Ordinary Securities has the meaning set out in the ASX Listing Rules.

Participant means an Eligible Participant or Nominee who receives Options or Performance Rights under the Plan.

Performance Right means a performance right issued under the Scheme.

Plan means the Pantoro Long Term Incentive Plan.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the proposed resolutions set out in the Notice, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

10% Placement Capacity has the meaning given in section 9.1 of the Explanatory Statement.

WST means Western Standard Time as observed in Perth, Western Australia.

Schedule 1 – Issues of Equity Securities in previous 12 months

Date	Quantity	Class	Recipients	Issue price and discount to market (if applicable) ¹	Form of Consideration and use of funds	Cash spent, cash remaining	Funds spent on
6/7/20	1,035,810	Fully paid ordinary shares.	Various senior employees.	Nil, \$0.270 discount to market.	N/A	N/A	N/A
15/7/20	5,000,000	Unlisted options, exercise price \$0.15, expiry date 31 March 2022	Argonaut Investments Pty Ltd	\$0.01 subscription price, exercise price of options \$0.08 discount to market.	Cash, working capital.	\$50,000, nil.	Working capital.
15/7/20	5,000,000	Unlisted options, exercise price \$0.20, expiry date 31 March 2022	Argonaut Investments Pty Ltd	\$0.01 subscription price, exercise price of options \$0.015 discount to market.	Cash, working capital.	\$50,000, nil.	Working capital.
17/8/20	208,333,334	Fully paid ordinary shares.	Various institutional and sophisticated investors.	\$0.24, \$0.015 discount to market.	Cash, see note 4.	Nil, \$50,000,000.	N/A
2/9/20	22,916,967	Fully paid ordinary shares.	Existing shareholders under a SPP.	\$0.24, \$0.015 discount to market.	Cash, see note 4.	Nil. \$5,500,000.	N/A
16/9/20	168,188	Fully paid ordinary shares.	Senior employee under an employee incentive scheme.	Nil, \$0.230 discount to market.	N/A	N/A	N/A

Notes

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day prior to the date of issue or the date of announcement of issue of the relevant Equity Securities.
2. Funds used for general working capital and development of the Halls Creek and Norseman Projects.
3. Funds raised from option conversions not specifically targeted for use, the Company allocates all funds to general working capital and accounts for them on a first-in, first-out basis.
4. Funds raised to be used at the Norseman Gold Project for Mineral Resource & Ore Reserve growth, new greenfields exploration and extension of existing mining areas, project development works and project flexibility and working capital.

Schedule 2 – Placement Options Terms

The Tranche 1 Options and the Tranche 2 Options (**Options**) entitle the holder (**Optionholder**) to subscribe for, and be issued, ordinary shares in the capital of the Company (**Shares**) on and subject to the following terms and conditions:

(a) **Entitlement**

Each Option gives the Optionholder the right to subscribe for, and be issued, one Share.

(b) **Exercise Price**

Subject to Part (k), the amount payable upon exercise of each Tranche 1 Option will be \$0.15 (**Tranche 1 Exercise Price**).

Subject to Part (k), the amount payable upon exercise of each Tranche 2 Option will be \$0.20 (**Tranche 2 Exercise Price**).

(c) **Expiry Date**

All Options will expire at 5.00pm (WST) on 31 March 2022 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Vesting Conditions**

The Options vest and are capable of being exercised upon both of the following being satisfied after the date of grant of the Options:

- (i) the Company's closing Share price exceeding \$0.15 per share on or before 30 September 2020; and
- (ii) the Company's closing Share price equals or exceeds \$0.15 per share on any 40 days in which Shares are traded on ASX within 12 months of the date of grant of the Options,

(**Vesting Conditions**).

(e) **Notice of Exercise**

Subject to the Vesting conditions having been satisfied, an Optionholder may exercise any Options by lodging with the Company, before the Expiry Date:

- (i) a written notice of exercise of Options specifying the number of Options being exercised and whether they are Tranche 1 Options and or Tranche 2 Options (**Exercise Notice**); and
- (ii) a cheque or electronic funds transfer for the aggregate Tranche 1 Exercise Price or Tranche 2 Exercise Price (as relevant) for the number of Options being exercised.

For the avoidance of doubt, no Options are capable of being exercised until the Vesting Conditions have been met.

(f) **Exercise Date**

An Exercise Notice is only effective when the Company has received the full amount of the aggregate Tranche 1 Exercise Price or Tranche 2 Exercise Price in relation to the Options the subject of that Exercise Notice.

(g) **Timing of issue of Shares on exercise**

Within 10 Business Days of receipt of the Exercise Notice and the aggregate Exercise Price, the Company will allot the applicable Shares to the Optionholder.

(h) **Shares issued on exercise**

All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other issued fully paid Shares.

(i) **Unquoted**

The Company will not apply for quotation of the Options on the ASX or on any other stock exchange.

(j) **Quotation of Shares issued on exercise**

If admitted to the official list of the ASX at the time, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.

(k) **Reorganisation**

If, prior to the Expiry Date, the issued capital of the Company is reorganised, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and any requirements with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

(l) **Participation in new issues**

- (i) There are no participating rights or entitlements inherent in the Options.
- (ii) An Optionholder will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the Options except to the extent that Options are exercised prior to the 'record date' for determining entitlements for the new issue.

(m) **Change in exercise price**

An Option does not confer on the holder any right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

(n) **Transferability**

The Options are not transferable without prior approval of the board of directors of the Company (at its discretion).

(o) **Agreement to be bound**

By lodging an Exercise Notice, the Optionholder agrees to take the applicable Shares and agrees to be bound by the constitution of the Company.

Schedule 3 – Summary of the terms of the Plan

- A. The Plan provides for the issue of rights to acquire Shares. These rights are of two broad types, either “Options” or “Performance Rights”.
- B. The objective of the Plan is to reward the efforts of and provide incentives for Directors, key employees and key consultants of the Company and its related bodies corporate by enabling Eligible Participants to participate in the future growth and profitability of the Company and to attract and retain a high standard of managerial and technical personnel for the benefit of the Company.
- C. Eligible Participants include Directors, contractors and full or part time employees of the Company (or a related body corporate), whether full or part time. To be eligible, contractors or casual employees must work or be reasonably expected to work at least the equivalent of 40% of full time.
- D. The Board will determine which Eligible Participants are to be offered Options and/or Performance Rights under the Plan having regard to criteria to be determined by the Board.
- E. The Board will determine how many Options or Performance Rights are to be offered in each instance and the material terms and conditions of such Options or Performance Rights, including (subject to the ASX Listing Rules) performance hurdles or other exercise or vesting conditions (as appropriate).
- F. The number of Options and Performance Rights on issue under the Plan or a previous plan when aggregated with shares issued in the previous 3 years under the Plan or a previous plan will not exceed 5% of the issued shares in the Company (assuming all Options and Performance Rights were exercised).
- G. The exercise price for Options issued under the Plan will be set by the Board at the time the Options are offered and may be nil.
- H. The exercise price for a Performance Right will be nil unless the Board otherwise determines prior to the offer of the Performance Right.
- I. The Expiry Date for a Performance Right or an Option will be as determined by the Board at the time of grant.
- J. The vesting date for Performance Rights and Options is, in relation to Performance Rights and Options which are subject to conditions, the date the last of the conditions attaching to the Performance Right or Option are satisfied or are waived by the Board otherwise the vesting date will be the issue date.
- K. Performance Rights and Options may generally only be exercised during the period commencing on the later of the relevant vesting date and the Expiry Date.
- L. The Board may if it considers fit impose exercise conditions, vesting conditions and forfeiture conditions which if not satisfied or waived by the Board in its discretion will cause the Options or Performance Rights to be cancelled.
- M. Options or Performance Rights may become exercisable earlier in the event of certain special circumstances, including change of control, takeovers and other events.
- N. The Options and Performance Rights will not be listed for quotation on the ASX.

- O. The Company will make application for quotation on ASX of Shares issued pursuant to exercise of the Options or Performance Rights.
- P. An Eligible Participant may elect to take any offered Options or Performance Rights in a nominee approved by the Directors that meets specified requirements.
- Q. If an Eligible Participant ceases to be an Eligible Participant, then generally the Options or Performance Rights granted to the Eligible Participant or their approved nominee will lapse.
- R. The Board may in its discretion determine that the Options granted to a Participant whose relevant person voluntarily resigns from employment with, or terminates their engagement with, a Group Company (other than to take up employment with another Group Company) at any time after an Option has become exercisable, may be exercised by the Participant before the earlier of the Expiry Date or the date which is 3 months after such resignation or termination (or the earlier of the Expiry Date or such other date as the Board determines).
- S. Options and Performance Rights that are subject to a Restricted Period and Options that are exercisable will not lapse and be forfeited if the Participant's relevant person ceases employment or is removed from his or her position with the Company in the following circumstances: death of the Participant; the Participant's relevant Person suffers a Permanent Disability; retirement; redundancy; or any other reason, based on which the Board believe is fair and reasonable to warrant the Participant maintaining his/her right to exercise the Options or Performance Rights. Any such Participant may exercise the Options and/or Performance Rights on the earlier of the relevant Expiry Date and the date which is 12 months from the date the Company receives notice or determines the existence of the specified event (as the case may be) and acknowledges the event in writing.
- T. The Board may at any time and from time to time by resolution alter the Plan.
- U. The Board may suspend or terminate the Plan at any time, without notice, but the suspension or termination will not affect any existing grants of Performance Rights or Options.

Schedule 4 – Terms and Conditions of director Options

The Options will vest and become exercisable subject to the service and performance conditions being met. The number of Options vesting will be subject to the Company's performance for each of the performance conditions calculated over the service period. The Options issued will be treated as two equal tranches.

Tranche 1: 50% of Options

- i. The service condition requires continuous employment by the offeree with the Company or a subsidiary until 30 June 2021.
- ii. The performance conditions comprise the following:
 - a) Relative Total Shareholder Returns (50%); and
 - b) Absolute Share Price Performance (50%).
- iii. The Measurement Date is 1 July 2021 unless otherwise determined by the Board.

Tranche 2: 50% of Options

- i. The service condition requires continuous employment by the offeree with the Company or a subsidiary until 30 June 2022.
- ii. The performance conditions comprise the following:
 - a) Relative Total Shareholder Returns (50%); and
 - b) Absolute Share Price Performance (50%).
- iii. The Measurement Date is 1 July 2022 unless otherwise determined by the Board.

Relative Total Shareholder Return Performance Condition

Total Shareholder Return (**TSR**) is the percentage growth in shareholder value, which takes into account factors such as changes in share price and dividends paid. The Relative TSR performance condition measures Pantoro's ability to deliver superior shareholder returns relative to its peer companies by comparing the TSR performance of Pantoro against the performance of the S&P/All Ordinaries Gold Index.

The vesting schedule for the Relative TSR measure is as follows:

Relative TSR Performance	% Contribution to the Number of Employee Options to Vest
Below Index	0%
Equal to the Index	50%
Above Index and below 15% above the Index	Pro-rata from 50% to 100%
15% above the Index	100%

Absolute Share Price Performance Condition

The Absolute Share Price Performance Condition is the percentage growth in Pantoro's share price over the measurement period. The Absolute Share Price Performance Condition aligns the LTI with our shareholders overall interests.

Absolute Share Price Performance	% Contribution to the Number of Employee Options to Vest
Share price appreciation < 10%	0%
Share price appreciation > 10%	50%
Share price appreciation > 10% < 60%	Pro-rata from 50% to 100%
Share price appreciation > 60%	100%

1. The Options are to be issued for no consideration.
2. The Exercise Price of an Option is nil.
3. The Option Commencement Date is the Vesting Date.
4. The Option Exercise Period commences on the Option Commencement Date and ends on the earlier of:
 - a. the expiry date, being two years after the Vesting Date; or
 - b. or as per the terms of the Plan.
5. The Options will not be transferable other than as per the terms of the Plan.
6. The Options may be exercised wholly or in part by delivering a duly completed written notice of exercise (**Option Exercise Notice**) to the Company within the earlier of 30 days of delivery of the Option Exercise Notice or the Business Day prior to the expiry of the Option Period.
7. The number of Options that may be exercised at one time must be exercised so as to result in the allotment of a Marketable Parcel.
8. Upon the valid exercise of the Options, the Company will issue fully paid ordinary Shares ranking pari passu with the then issued ordinary shares.
9. The Company will apply for listing on the ASX of the resultant Shares of the Company issued upon exercise of any Option.
10. As an Option holder the holder will not participate in dividends or bonus issues, with respect to those Options, unless those Options are exercised and the underlying Shares are issued before the relevant record date.
11. As an Option holder, the holder does not have any right to participate in new issues of securities in the Company made to shareholders with respect to those Options. The Company will, where required pursuant to the ASX Listing Rules, provide the holder with notice prior to the record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the ASX Listing Rules.
12. The Board has the right to vary the entitlements of Participants to take account of the effect of capital reorganisations, bonus issues or rights issues.
13. The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
14. The Company does not intend to apply for listing of the Options on the ASX.

15. There are no Forfeiture Conditions of Restricted Periods attaching to the Options other than as per the terms of the Plan.



PANTORO

Pantoro Limited
ABN 30 003 207 467

PNR

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00 AM (AWST) on Tuesday, 17 November 2020.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach 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 also 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Pantoro Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (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 Pantoro Limited to be held at The Country Women's Association, 1176 Hay Street, West Perth, WA 6005 on Thursday, 19 November 2020 at 10:00 AM (AWST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 8 and 9 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 8 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 8 and 9 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain		For	Against	Abstain		
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Renewal of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						
9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>						

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

