



Bannerman Resources Limited



Notice of Annual General Meeting 2020

9am (AWST), Friday, 20 November 2020

Bannerman Offices, Suite 7, 245 Churchill Avenue, Subiaco, Western Australia

Bannerman Resources Limited

NOTICE OF MEETING 2020

The 2020 Annual General Meeting of Bannerman Resources Limited (**Bannerman** or the **Company**) will be held at Suite 7, 245 Churchill Avenue, Subiaco, Western Australia at **9am (AWST) Friday, 20 November 2020**.

13 October 2020

Dear Fellow Shareholder

I write during an extraordinary year in which the COVID-19 pandemic has had profound impacts on business and society around the world.

Fortunately, Bannerman has withstood the challenges so far and, I am proud to say, emerged in a stronger and more agile position with the completion of the Etango-8 Scoping Study, announced in early August 2020.

Over the past year we undertook a review of various scaling opportunities that might exist for the Etango Project. The Etango-8 Scoping Study represents the successful culmination of that work. Etango-8 is a reimagined development of the Etango ore body at an average production rate of 3.5 million pounds U3O8 per annum¹. At this scale we have improved project economics, significantly reduced development hurdles and dramatically lowered pre-production capital costs whilst decreasing operating costs. Your Board is excited

about Etango-8 because it enables us to get into production sooner with a more manageable scale, whilst still having the option of increasing our production rate in the future to take advantage of deepening forecasted deficits in the uranium market. Accordingly, your Board approved the commencement of the Etango-8 Preliminary Feasibility Study, which is expected to be completed by mid 2021.

Despite a volatile and challenging year for uranium equities, company promotion and various restrictions in Namibia, we have not had any significant disruptions to our business. We did not allow the many distractions to affect our safety leadership, with Bannerman now entering its tenth consecutive year without a lost time injury.

Equity markets for junior resources companies were highly volatile in response to early uncertainty regarding COVID-19. These difficult market conditions were exacerbated by the cancellation of conventional investor relations platforms, conferences and promotional travel. Whilst many other companies struggled to adapt to this change, Bannerman benefitted from the virtual marketing foundations implemented over the past two years and your CEO, Brandon Munro's significant online profile as an international uranium expert.

The Namibian government acted decisively in response to the COVID-19 threat, implementing lock-downs and other restrictions. At Etango, we had completed all testwork shortly before restrictions took effect and the remaining study work was undertaken on a desktop basis. Accordingly, the various restrictions, including international travel bans, did not affect our business.

Disruption caused by COVID-19 had an acute effect on global uranium supply. Cigar Lake, the world's largest single uranium mine, was placed into care and maintenance for six months. Production was also severely affected in Kazakhstan, the world's largest uranium production centre, after Kazatomprom suspended well field development between April and August. Production was also affected to lesser extents at other uranium mines, resulting in forecast global 2020 uranium production dropping by at least 20 million pounds, doubling the forecast 2020 supply deficit and placing stress on both producer and customer inventories.

Nonetheless, nuclear fuel demand continues to be strong, with COVID-19 having only minor effects on global nuclear power output. Although total electricity demand was substantially impacted for periods in certain markets, nuclear power contributed disproportionately to meeting demand as it was generally preferred for its resilience. Nuclear power again proved itself as a reliable power source, in this case because nuclear was not subject to the same

1. Bannerman advised of the completion of a Scoping Study for an 8Mtpa development of its flagship Etango Uranium Project in Namibia (Etango-8 Project) in an ASX announcement 5 August 2020. Bannerman is not aware of any new information or data that materially affects the information included in this ASX release, and Bannerman confirms that, to the best of its knowledge, all material assumptions and technical parameters underpinning the estimates in this release continue to apply and have not materially changed.

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supply chain and labour risks that threatened other baseload power alternatives. Accordingly, forecast negative effects in nuclear power in 2021 are not significant and reactor construction continues in key markets such as China, India and Russia.

As with last year, Bannerman's strategy is focused on generating shareholder value through maintaining financial resilience, enhancing the value of our flagship Etango uranium project in Namibia and positioning the company for the expected recovery in the uranium price.

As a result of our financial discipline we have, again, operated throughout the year without an equity raising and maintained a healthy cash balance of \$4.17m at 30 June 2020 (compared with \$6.27m at 30 June 2019).

We have achieved this modest burn rate despite substantial investment in the Etango-8 Scoping Study and the cost of related work at our Heap Leach Demonstration Plant. This was, in part, due to the willingness of your Board and management to volunteer pay cuts during the last quarter of the year as a response to the uncertainty and volatility arising from COVID-19.

Bannerman remains exceptionally well positioned within the uranium industry, as fuel buyers come to understand the extent of supply depletion and widening deficits that will characterise this industry from 2025.

Etango-8 offers the potential to be in production by 2025, with the option of scaling up production as forecast deficits widen beyond 2028.¹

Etango is fortunate to be located in Namibia, which offers significantly lower political, logistical and social hurdles to development. Further, Namibian uranium production offers several distinct advantages, including the ability to market across all geopolitical blocks. Our in-country presence since 2006, consistent leadership in corporate social responsibility and support of our various stakeholders has allowed us to fully embrace such advantages, including community and government support for Etango. Over many years, we have demonstrated outstanding environmental, social and governance credentials that are consistent with best practice ESG principles.

After a year in which Bannerman successfully responded to acute challenges, I would like to thank the Bannerman team in Namibia and Australia for their dedication and effectiveness. I also wish to thank all Bannerman stakeholders, including the Namibian government, our host community and the One Economy Foundation (which holds a 5% ownership of the Etango Project) for their support during this period.

Yours sincerely



Ronnie Beevor
Chairman



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Items of Business	Type of resolution	Voting exclusions and prohibitions
ORDINARY BUSINESS		
1. DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS	To receive and consider the Financial Report, together with the declaration of the Directors, the Directors' Report and the Auditor's Report for the year ended 30 June 2020.	No resolution -
2. REMUNERATION REPORT	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.	Non-binding Page 16
3. ELECTION OF DIRECTORS		
A. MR JONES	That Mr Clive Jones be re-elected as a Director.	Ordinary Resolution -
B. MR BURVILL	That Mr Ian Burvill be re-elected as a Director.	Ordinary Resolution -
SPECIAL BUSINESS		
4. ISSUE OF INCENTIVES UNDER NEDSIP		
A. MR BEEVOR	That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue Incentives to Mr Beevor under the NEDSIP in satisfaction of the following amounts of his directors' fees: (a) in the financial year ending 30 June 2021, \$55,000; (b) in the financial year ending 30 June 2022, \$50,000; and (c) in the financial year ending 30 June 2023, \$50,000, on the terms described in the Explanatory Notes.	Ordinary Resolution Page 16

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B. MR BURVILL

That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue Incentives to Mr Burvill under the NEDSIP in satisfaction of the following amounts of his directors' fees

Ordinary
Resolution

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- (a) in the financial year ending 30 June 2021, \$27,500;
- (b) in the financial year ending 30 June 2022, \$25,000; and
- (c) in the financial year ending 30 June 2023, \$25,000,

on the terms described in the Explanatory Notes.

C. MR JONES

That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue Incentives to Mr Jones under the NEDSIP in satisfaction of the following amounts of his directors' fees:

Ordinary
Resolution

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- (a) in the financial year ending 30 June 2021, \$27,500;
- (b) in the financial year ending 30 June 2022, \$25,000; and
- (c) in the financial year ending 30 June 2023, \$25,000,

on the terms described in the Explanatory Notes

D. MR LEECH

That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue Incentives to Mr Leech under the NEDSIP in satisfaction of the following amounts of his directors' fees:

Ordinary
Resolution

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- (a) in the financial year ending 30 June 2021, \$43,500;
- (b) in the financial year ending 30 June 2022, \$47,000; and
- (c) in the financial year ending 30 June 2023, \$47,000,

on the terms described in the Explanatory Notes.

5. ISSUE OF SECURITIES TO MR MUNRO

That, for the purposes of ASX Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue 10,250,000 Performance Rights to Mr Munro under the EIP on the terms described in the Explanatory Notes.

Ordinary
Resolution

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6. RENEWAL OF CAPACITY TO ISSUE SECURITIES

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

Special
Resolution

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Terms used in this Notice, the Explanatory Notes are defined in the Glossary.

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VOTING

Voting Record Date

Shareholders recorded on the Company's register of members at 5.00pm on Wednesday, 18 November 2020 (AWST) will be entitled to vote on Items at the AGM.

Becoming a Shareholder

Shareholders who become registered Shareholders by acquiring Shares between the Notice Record Date and the Voting Record Date, and wish to vote at the AGM by proxy should call 1300 850 505 and request an additional Proxy Form.

Shareholders who become beneficial shareholders of Shares by acquiring Shares between the Notice Record Date and the Voting Record Date and who wish to vote at the AGM by proxy should contact their broker or intermediary for instructions on how to do so.

How to Vote

Shareholders can vote in one of two ways:

- by attending the AGM and voting; or
- by appointing a proxy to attend and vote on their behalf.

The voting prohibitions and exclusions for each Item are set out in the Explanatory Notes to this Notice.

Shareholders are asked to arrive at the venue 30 minutes prior to the time designated for the AGM.

PROXY FORMS

Proxy Form

Enclosed with this Notice is a personalised Proxy Form. The Proxy Form allows Shareholders who are not attending the AGM to either lodge their vote directly or appoint a proxy to vote on their behalf.

If you hold Shares in more than one capacity, please be sure to complete the Proxy Form that is relevant to each holding.

Appointing proxies

Shareholders who are entitled to attend and vote at the Meeting, may appoint a proxy to act generally at the AGM on their behalf, and to vote. Complete the attached Proxy Form to appoint your proxy. A proxy or nominee need not be a Shareholder of the Company.

A Shareholder entitled to attend and vote can appoint up to two proxies, and should specify the proportion or number of votes each proxy or nominee is appointed to exercise.

If no proportion or number is specified, each proxy or nominee may exercise half of the Shareholder's votes. If you wish to appoint two proxies or two nominees, please call 1300 850 505 and request an additional Proxy Form.

Any directed proxies that are not voted on a poll at the AGM will automatically default to the Chair of the meeting, who is required to vote proxies as directed.

A corporate Shareholder or proxy must appoint a person as its corporate representative.

Appointing the Chair as your proxy

You may appoint the Chair as your proxy. If you direct the Chair how to vote on an Item, your vote will be cast in accordance with your direction.

If you do not direct the Chair how to vote on an Item, by completing and returning the relevant Proxy Form you will be expressly authorising the Chair to exercise your undirected proxy or nominee on a resolution even though it may be directly or indirectly connected with the remuneration of a member of Key Management Personnel.

The Chair intends to vote all valid undirected proxies received in favour of each Item, subject to the voting prohibitions and exclusions set out in this Notice.

Power of attorney and corporate representatives

If the Proxy Form is signed by an attorney or the power of attorney, a certified copy of it must be sent with the Proxy Form.

A body corporate appointed as a proxy must also lodge a *Certificate of Appointment of a Corporate Representative*. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com/ under the help tab, "Printable Forms".

LODGING PROXY FORMS

Deadline

Proxy Forms must be received by 9am on Wednesday, 18 November 2020 (AWST).

How to lodge Proxy Forms

You can lodge your Proxy Forms:

Electronically: by visiting www.investorvote.com.au and entering your holder number and postcode for your shareholding, which are shown on your Proxy Form.

Mail: to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001.

Facsimile: to Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Further details on how to lodge your Proxy Form can be found on the Proxy Form.

ENQUIRIES

About this Notice

Shareholders are invited to contact the Company Secretary by telephone at +61 8 9381 1436 or by email at info@bannermanresources.com.au if they have any queries in respect of the matters set out in these documents.

About the Proxy Form

If you have any questions about the relevant Proxy Form, you may also contact the Company's share registry, Computershare Investor Services Pty Limited, at 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

By order of the Board of Directors

Robert Orr

Company Secretary

13 October 2020

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ITEM 1 – DISCUSSION OF FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2020 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

Shareholders will have a reasonable opportunity to ask questions concerning the Company's Annual Report, which includes the Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2020.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. A copy of the Company's Annual Report is available on:

- its website: www.bannermanresources.com.au; or
- the ASX website: www.ASX.com.au.

The Company's auditor, Ernst & Young, will be present at the AGM and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the Auditor's Report, the Company's accounting policies, and the independence of the auditor.

The auditor will also respond to any written questions provided these are submitted to the Company no later than five business days prior to the AGM.

There is no requirement for Shareholders to approve the Company's Annual Report.

ITEM 2 – REMUNERATION REPORT

Background

The Remuneration Report for the financial year ended 30 June 2020 is set out in the Company's Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Chief Executive Officer / Managing Director and executive staff.

The Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the AGM. Shareholders will then be asked to vote on the Remuneration Report.

The vote is advisory only and does not bind the Company or its Directors. The Company's Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

Spill resolution

If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders must vote at the second of those annual general meetings on a resolution to hold another meeting within 90 days, at which all of the Directors (other than the Managing Director/Chief Executive Officer) must stand for 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 spill resolution is not relevant for this Annual General Meeting.

Board Recommendation – Item 2

The Board unanimously recommends that Shareholders vote **in favour** of the adoption of the Remuneration Report.

The Chair intends to vote undirected proxies in favour of Item 2.

ITEM 3 – ELECTION OF DIRECTORS

Clive Jones and Ian Burvill are standing for re-election and will retire in accordance with the Company's Constitution and, being eligible, offer themselves for re-election as Directors. Their relevant skills and experience are summarised in this section.

Further information in relation to the Company's directors are set out in the Company's Annual Report.

Board Recommendation – Item 3

The Board (other than the relevant Director in relation to his own re-election) has reviewed the performance of Clive Jones and Ian Burvill since the date of their respective appointments and considers that the Directors' relevant skills and experience will continue to enhance the Board's ability to perform its role. The Board (other than the relevant Director in relation to his own re-election) recommends that Shareholders vote **in favour** of the re-election of Clive Jones and Ian Burvill.

The Chair intends to vote undirected proxies in favour of Items 3.

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Mr Clive Jones
B.App.Sc (Geol), M.AusIMM

Term of office

Appointed in 2007

Independent

No

Skills and experience

Clive has more than 20 years of experience in mineral exploration, across a diverse range of commodities including gold, base metals, mineral sands, uranium and iron ore.

Clive is the original vendor of the Company's Etango Project in Namibia.

Material Directorships

Cazaly Resources Limited - Joint Managing Director (appointed 15 September 2003)

Former director of Corazon Mining Limited (10 February 2005 – 29 November 2019)

Committee memberships

Chairman of the Health, Safety and Environment Committee

Member of the Remuneration, Nomination and Corporate Governance Committee

Interests in the Company

23,995,401 Shares held by Widerange Corporation Pty Ltd and 53,212,267 Shares held by Clive Jones for the Alyse Investment Trust.

3,403,900 non-executive director options held by Clive Jones for the Alyse Investment Trust.

641,000 non-executive director performance rights held by Clive Jones for the Alyse Investment Trust



Mr Ian Burvill
BE (Mech), MBA, MIEAust, CPEng, MAusIMM, GAICD

Term of office

Appointed in 2012.

Independent

Yes

Skills and experience

Ian has over 30 years of mining industry experience. He started his career as a mechanical engineer, then worked as a merchant banker before becoming a senior executive in private equity. He is a former Partner of Resource Capital Funds and a past Associate Director of Rothschild Australia Limited. Ian has sat on the boards of nine mining companies, two mining services groups, a mining venture capital firm and a leading mining private equity firm.

Material Directorships

Former director of Scandivanadium Limited (13 November 2018 to 28 April 2020)

Committee memberships

Chairman of the Remuneration, Nomination and Corporate Governance Committee

Member of the Audit Committee

Interests in the Company

1,000,000 Shares held directly

3,403,900 non-executive director options held directly.

641,000 non-executive director performance rights held directly

ITEM 4 – ISSUE OF SECURITIES UNDER THE NEDSIP

Background

The Company has agreed, subject to obtaining Shareholder approval, to issue that number of Performance Rights or Options calculated in accordance with the formula set out below (**Incentives**) to Mr Beevor (Chairman of the Board), Mr Burvill, Mr Jones and Mr Leech (Chairman of the Namibian subsidiary) (or their nominee) (**NEDs**) pursuant to the NEDSIP and on the terms and conditions set out below. Shareholder approval is sought to issue Incentives to NEDs in each of the next three years, providing that the relevant NED remains a director of the Company at the relevant issue date.

Mr Munro (being the only executive director of the Company) considers that the issue of the Incentives to NEDs as part of their remuneration package, including the Remuneration Allocation:

- is a cost-effective and efficient reward for service;
- preserves the Company's cash resources and reduces ongoing costs while the Company remains in development phase; and
- aligns remuneration with the future growth and prospects of the Company and the interests of Shareholders by encouraging share ownership among Non-Executive Directors.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial benefit" to a "related party" (unless an exception applies). For the purposes of Chapter 2E of the Corporations Act, the NEDs are considered to be related parties and the issue of Performance Rights or Options will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".

The Board (other than each NED in respect of the respective Item under which they are proposed to be issued Incentives),

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considers that the grant of Incentives, constitutes part of the reasonable remuneration of the NEDs.

In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued that each of the Directors comprising the Board have a material personal interest in the outcome of Items 4A, 4B, 4C and 4D and 5 as an issue of Incentives or Performance Rights is proposed for each Director. Although the Board does not accept this argument or believe this to be the case, if each Director does have such an interest, then in accordance with section 195(4) a quorum could not be formed to consider the matters contemplated by Items 4A, 4B, 4C and 4D and 5 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for the purposes of section 195(4) of the Corporations Act for the issue of Incentives proposed under Items 4A, 4B, 4C and 4D and in respect of the Board decision to apply the reasonable remuneration exception under section 211 of the Corporations Act to these issues.

ASX Listing Rule 10.14

ASX Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire equity securities under an employee incentive scheme without the approval of the holders of its ordinary securities:

- 10.14.1 a director of the entity;
- 10.14.2 an associate of a director of the entity; or
- 10.14.3 a person whose relationship with the entity or a person referred to in ASX Listing Rules 10.14.1 to 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by security holders.

The issue of Performance Rights to the NEDs falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Indicative number of Incentives

Pursuant to this Item 4, the Company is seeking Shareholder approval to issue Incentives to the NEDs for the financial year financial years ending 30 June 2021, 30 June 2022 and 30 June 2023.

A NED has a choice whether to be issued Options or Performance Rights (but not both), in accordance with the NEDSIP, up to the amount of their total allocation as determined by the Board.

The number of Performance Rights to be issued to the NEDs in respect of each financial year will be calculated by dividing their Annual Allocation for that financial year (as set out below) by the 20 day VWAP ending 30 June of the financial year preceding the Annual Allocation (**20 Day VWAP**).

The number of Options to be issued to the NEDs in respect of each financial year will be calculated by dividing their Annual Allocation (as set out below) by the Black and Scholes valuation of the Options that are proposed to be issued (based on the 20 day VWAP ending 30 June of the financial year preceding the Annual Allocation). The Options will be exercisable at 150% of the 20 Day VWAP on or before the date that is three years from the date of issue.

Annual Allocation (Year ending 30 June 2021)

The table below sets out the total annual allocation that each NED is due to receive and the number of Incentives that may be issued to NEDs for the financial year ending 30 June 2021. The number of Performance Rights to be issued is based on the 20 Day VWAP of A\$0.033 per Share and the number of Options to be issued is based on a Black and Scholes valuation of \$0.012.

	Annual Allocation	2020 COVID-19 Allocation ¹	Total Allocation ²
Non-Executive Director	\$25,000	\$2,500	\$27,500
Non-Executive Chairman	\$50,000	\$5,000	\$55,000
Namibian Non-Executive Chairman ³	\$41,000	\$2,500	\$43,500

¹ During the June 2020 quarter, in recognition of the challenges facing the Company as a result of COVID-19, Non-Executive Directors agreed to reduce their cash remuneration by 50% in return for an equivalent increase in their NEDSIP allocation for the year ending 30 June 2020. Accordingly, in the November 2020 NEDSIP allocation, Non-Executive Directors will receive an additional Allocation to the value of \$2,500 (in the case of Non-Executive Directors) and \$5,000 (in the case of the Non-Executive Chairman).

² This is included within the total annual director fees.

³ The Non-Executive Chairman of the Company's Namibian subsidiary is paid a cash remuneration and a NEDSIP allocation in Namibian dollars. This remuneration amount is converted to Australian dollars for disclosure and approval purposes. The amount may vary depending on the prevailing exchange rate. During the June 2020 quarter, as a result of COVID-19, Mr Leech agreed to reduce the Namibian security Allocation to nil. The Annual Allocation amount in the table above includes Non-Executive director remuneration paid to Mr Leech in respect of his role as a Non-Executive director of the Company.

		Directors to choose either	
	Total Allocation	Performance Rights	Options (ex \$0.049)
Non-Executive Director	\$27,500	833,333	2,291,666
Non-Executive Chairman	\$55,000	1,666,667	4,583,333
Namibian Non-Executive Chairman	\$43,500	1,318,181	3,625,000

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Annual Allocation (Years ending 30 June 2022 and 30 June 2023)

The table below sets out the total annual allocation that each NED is due to receive for the financial years ending 30 June 2022 and 30 June 2023.

	Financial Year Ending 30 June 2020	Financial Year Ending 30 June 2021
Non-Executive Director	\$25,000	\$25,000
Non-Executive Chairman	\$50,000	\$50,000
Namibian Non-Executive Chairman	\$47,000	\$47,000

As noted above, each NED has a choice whether to be issued Options or Performance Rights, in accordance with the NEDSIP, up to the amount of their total allocation as determined by the Board.

Performance Rights

Set out in below is a worked example of the number of Performance Rights that may be issued to a NED in respect of their annual allocation for either financial year based on assumed VWAPs of \$0.018, \$0.035 and \$0.053 (being the closing price of Shares on 12 October 2020 and a 50% increase and 50% decrease to that price).

	Annual Allocation	Performance Rights	
		Assumed VWAP	Quantum
Non-Executive Director	\$25,000	\$0.018	1,388,889
		\$0.035	714,286
		\$0.053	471,698
Non-Executive Chairman	\$50,000	\$0.018	2,777,778
		\$0.035	1,428,571
		\$0.053	943,396
Namibian Non-Executive Chairman	\$47,000	\$0.018	2,611,111
		\$0.035	1,342,857
		\$0.053	896,792

Options

Set out in below is a worked example of the number of Options that may be issued to a NED in respect of their annual allocation for either financial year based (based on a Black & Scholes valuation on 12 October 2020 of \$0.012 and a 50% increase and 50% decrease to that price)

	Annual Allocation	Options		
		Assumed valuation	Quantum	Exercise price
Non-Executive Director	\$25,000	\$0.006	4,166,667	\$0.027
		\$0.012	2,083,333	\$0.053
		\$0.018	1,388,889	\$0.080
Non-Executive Chairman	\$50,000	\$0.006	8,333,333	\$0.027
		\$0.012	4,166,667	\$0.053
		\$0.018	2,777,778	\$0.080
Namibian Non-Executive Chairman	\$47,000	\$0.006	7,833,333	\$0.027
		\$0.012	3,916,666	\$0.053
		\$0.018	2,611,111	\$0.080

Details required by ASX Listing Rule 10.15

Key terms of the grants

Relationship with Directors

The Incentives will be granted to Mr Beevor (Chairman of the Board), Mr Burvill, Mr Jones, and Mr Leech (Namibian Chairman), each of whom falls within the category set out in ASX Listing Rule 10.14.1, by virtue of being a Director.

Total securities to be issued

The maximum number of Incentives that each NED may be issued for the financial year ending 30 June 2021 issued is the Total Allocation set out under the heading "Annual Allocation (Year ending 30 June 2021)" above.

The formulas for calculating the number of Incentives that each NED may be issued for the financial years ending 30 June 2022 and 30 June 2023 are set out under the heading "Indicative Number of Incentives" above.

The Annual Allocation for each NED is set out below:

- **Mr Beevor (Chairman):** \$55,000 for the

financial year ending 30 June 2021 and \$50,000 for each of the financial years ending 30 June 2022 and 30 June 2023

- **Mr Burvill:** \$27,500 for the financial year ending 30 June 2021 and \$25,000 for each of the financial years ending 30 June 2022 and 30 June 2023
- **Mr Jones:** \$27,500 for the financial year ending 30 June 2021 and \$25,000 for each of the financial years ending 30 June 2022 and 30 June 2023
- **Mr Leech (Namibian Chairman):** \$27,500 for the financial year ending 30 June 2021 and \$25,000 for each of the financial years ending 30 June 2022 and 30 June 2023. Mr Leech also receives an allocation of approximately \$22,000 each financial year for acting as Chairman of the Namibian subsidiary this is denominated in Namibian dollars.

An illustration of the number of Incentives that may be issued based on assumed VWAPs and assume Black & Scholes valuations is set out under the heading "Annual Allocation (Years ending 30 June 2022 and 30 June 2023)" above.

Total Remuneration Package

A summary of the current total remuneration package for each of the NEDs for the previous financial year and the proposed total remuneration package for the current financial year is set out below:

Previous Grants

A summary of the previous grants to the NEDs is set out below.

Material Terms

A summary of the material terms of the Performance Rights is set out in Schedule 1.

A summary of the material terms of the Options is set out in Schedule 2.

Reason for the grant of Incentives

The Company has chosen to grant the Incentives for the following reasons:

- the Incentives are unlisted, therefore the grant of the Incentives has no immediate dilutionary impact on Shareholders;
- the issue of the Incentives will align the interests of the NEDs with those of Shareholders;
- the issue of the Incentives is a reasonable and appropriate method to provide cost

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effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and

- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Incentives on the terms proposed.

Value

The Company values the Performance Rights at \$0.033 per Performance Right and the Options at \$0.012 per Option based on the Black-Scholes methodology.

Issue date

If Shareholder approval is obtained, it is anticipated that the Incentives will be granted no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Incentives will be issued on a progressive basis.

Price

The Incentives will be granted at no cost to the NEDs. As such no funds will be raised from the issue of the Incentives (other than in respect of funds received on cash exercise of the Options).

NEDSIP

A summary of the terms of the NEDSIP is set out in Schedule 3.

Loan scheme

No loans will be made by the Company in relation to the grant of the Incentives.

Disclosure of issues

Details of any securities issued under the NEDSIP will be published in each annual report of the Company relating to the period in which the securities have been issued, with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Participation

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of Incentives under the NEDSIP after this Item is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14

Remuneration Package

The total remuneration package for each of the NEDs for the previous financial year and the proposed total remuneration package for the current financial year are set out below:

NED	Current Financial Year	Previous Financial Year
Mr Beevor	150,000	136,867
Mr Burvill	75,000	72,228
Mr Jones	75,000	72,228
Mr Leech	150,000	130,375

Previous grants

As at 12 October 2020, being the last practicable date prior to the date of finalising this Notice, the following grants are the only issues that have been made under the NEDSIP over the last 3 years. No amount was paid for the acquisition of the securities set out below.

Allottee	Number	Exercise price	Grant Date
Performance Rights			
Mr Beevor	1,282,100	Nil	16 Dec 2019
Mr Jones	641,000	Nil	16 Dec 2019
Mr Burvill	641,000	Nil	16 Dec 2019
Options			
Mr Beevor	4,442,600	A\$0.069	19 Dec 2017
	2,365,300	A\$0.072	21 Dec 2018
Mr Jones	2,221,300	A\$0.069	19 Dec 2017
	1,182,600	A\$0.072	21 Dec 2018
Mr Burvill	2,221,300	A\$0.069	19 Dec 2017
	1,182,600	A\$0.072	21 Dec 2018
Mr Leech	3,839,000	A\$0.069	19 Dec 2017
	1,866,900	A\$0.072	21 Dec 2018
	1,462,300	A\$0.059	16 Dec 2019

What if Shareholders do not approve the grant?

If Shareholders do not approve the issue of Incentives under the NEDSIP, the Board will propose an alternative remuneration structure for the NEDs. This may be an alternative equity proposal and/or an amount in cash.

What if Shareholders approve the grant?

If Shareholders approve the grant, the Company will be able to proceed with the issue of the incentives to the NEDs under the NEDSIP within three years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the incentives (because approval is being obtained under ASX Listing Rule 10.14), the issue of the Incentives will not use up any of the Company's 15% annual placement capacity.

Corporate governance

ASX set out best practice recommendations for ASX-listed companies, including a suggestion that non-executive directors should not receive options or bonus payments. These guidelines are not prescriptive and do not require a "one size fits all" approach to corporate governance.

In the Board's view, the guideline is inappropriate considering the Company's circumstances, where the preservation of the Company's cash resources is crucial and the retention of high quality and well-credentialed non-executive directors is considered important to the ongoing development of the Company and its Etango Uranium Project.

Other Information

The purpose of the grant of the Incentives to the NEDs is to include equity incentives as part of their remuneration package. No funds will be raised from the grant of Incentives. Any funds raised from the exercise of Options will be used for general working capital purposes.

There are no significant opportunity costs to the Company or benefits foregone by the Company in issuing the Incentives upon the terms of the NEDSIP.

Each NED that receives Options will have the choice of either exercising the Option for cash, by contributing their own money to the Company to fund the exercise price of the Options, or by using the cashless exercise alternative that does not require the contribution of funds to the Company.

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Director's Recommendation – Item 4

Mr Munro considers that the NEDSIP remains an appropriate mechanism to assist in the recruitment, reward, retention and motivation of NEDs, and therefore recommends that Shareholders vote **in favour** of Item 4.

The other members of the Board do not make a recommendation because they are eligible to participate in the NEDSIP.

The Chair intends to vote undirected proxies in favour of the Item 4.

ITEM 5 – ISSUE OF SECURITIES TO MR MUNRO

Background

The Company seeks Shareholder approval, for the purposes of ASX Listing Rule 10.14, to issue Performance Rights under the Company's Employee Incentive Plan to Mr Munro, the Chief Executive Officer and Managing Director of the Company.

Under the EIP, the Board has discretion to grant Performance Rights to any employee it declares to be an eligible executive, upon the terms set out in the EIP (and upon such terms and conditions as the Board determines).

Subject to Shareholder approval, the Board has decided to invite Mr Munro to apply for 10,250,000 Performance Rights under the EIP, with the performance hurdles and other terms set out below.

Reasons for the grant

The EIP is aimed specifically at driving long term performance for Shareholders through a culture of employee share ownership and retention of executives, employees and staff.

The proposed grant of Performance Rights to Mr Munro seeks to further align his interests with those of Shareholders by linking Mr Munro's rewards to long term performance for Shareholders by imposing performance-related conditions, as well as a requirement that Mr Munro continue to be employed by the Company for a defined period of time.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires shareholder approval where a public company seeks to give a "financial

benefit" to a "related party" (unless an exception applies). For the purposes of Chapter 2E of the Corporations Act Mr Munro is considered to be a related party and the Performance Rights will constitute a financial benefit.

An exception to the requirement to obtain shareholder approval in accordance with Chapter 2E applies where the financial benefit constitutes part of the related party's "reasonable remuneration".

The Board (other than Mr Munro), considers that the grant of Performance Rights to Mr Munro and any issue of Shares upon the vesting of the Performance Rights, constitutes part of the reasonable remuneration payable to Mr Munro.

In reaching this conclusion, the Board has had regard to a variety of factors including market practice and the remuneration offered to persons in comparable positions at comparable companies.

Section 195(4) of the Corporations Act

Section 195 of the Corporations Act provides that a Director of a public company may not vote or be present during meetings of Directors when matters in which that Director holds a "material personal interest" are being considered, except in certain limited circumstances. Section 195(4) relevantly provides that if there are not enough Directors to form a quorum for a Directors meeting because of this restriction, one or more of the Directors may call a general meeting and the general meeting may pass a resolution to deal with the matter.

It might be argued (but it is neither conceded nor, indeed, is it thought by the Board to be the case) that each of the Directors comprising the Board have a material personal interest in the outcome of Items 4A, 4B, 4C and 4D and 5 as an issue of Incentives or Performance Rights is proposed for each Director. If each does have such an interest, then in accordance with section 195(4) a quorum could not be formed to consider the matters contemplated by Items 4A, 4B, 4C and 4D and 5 at Board level.

Accordingly, for the avoidance of any doubt, and for the purpose of transparency and best practice corporate governance, the Company also seeks Shareholder approval for the purposes of section 195(4) of the Corporations Act for the issue of Performance Rights proposed under Item 5 and in respect of the Board decision to apply the reasonable

remuneration exception under section 211 of the Corporations Act to this issue.

ASX Listing Rule 10.14

A summary of ASX Listing Rule 10.14 is set out in Item 4 above.

The issue of Performance Rights to Mr Munro falls within ASX Listing Rule 10.14.1 and therefore requires the approval of Shareholders under ASX Listing Rule 10.14.

Details required by ASX Listing Rule 10.15

Key terms of the grants

Relationship with Director	The Performance Rights will be granted to Mr Munro or his nominee who falls within the category set out in ASX Listing Rule 10.14.1, by virtue of being a Director.
Total securities to be issued	Subject to the relevant Shareholder approvals being obtained, 10,250,000 Performance Rights will be issued.
Total Remuneration Package	<p>The total remuneration package for Mr Munro for the financial year ended 30 June 2020 was \$592,043, comprising of salary of \$294,736, a superannuation payment of \$21,002 and share-based payments valued at \$276,305.</p> <p>The total remuneration package for Mr Munro for the financial year ended 30 June 2019 was \$513,902, comprising of salary of \$254,179, a superannuation payment of \$24,698 and share-based payments valued at \$235,025.</p>
Previous Grants	Since the last shareholder approval of the EIP Mr Munro has been granted 7,333,333 Performance Rights under the EIP for nil cash consideration. Full details of Mr Munro's holding of Shares, Performance Rights and Options are set out in the Remuneration Report of the 2020 Annual Report.
Material Terms	A summary of the terms of the Performance Rights is set out in Schedule 4.
Reason for the grant of Performance Rights	<p>The Company has chosen to grant the Performance Rights for the following reasons:</p> <ul style="list-style-type: none"> the Performance Rights are unlisted, therefore the grant of the Performance Rights has no immediate dilutionary impact on Shareholders; the issue of Performance Rights will align

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the interests of Mr Munro with those of Shareholders;

- the issue of the Performance Rights is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given; and
- it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Performance Rights on the terms proposed.

in an issue of Incentives under the EIP after this Item is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14

Performance hurdles

The Performance Rights are proposed to be entirely at risk and will be subject to the following vesting conditions.

Market Performance KPI

50% of the Performance Rights (**Market Performance Tranche**) are subject to an absolute Shareholder return (**ASR**) hurdle. The ASR is based on the Company's absolute total Shareholder return compared with the price used to determine the number of Performance Rights (being the 20 Day VWAP to 30 June of the financial year preceding the Annual Allocation) and is tested at the end of two years from 30 June in the year of issue.

The ASR at 30 June (two years following year of issue) will determine the proportion of the Market Performance Tranche that vest on the following basis.

ASR performance outcome	Percentage of award that will vest
Negative performance	0%
Between 0 and +20% compounding per annum	Scale applicable between 0 and 100%
At or above +20% compounding per annum	100%

Any of the Market Performance Tranche of the Performance Rights that do not vest will be cancelled at the end of two years.

The earned component of the Market Performance Tranche will vest only if Mr Munro continues to be continuously employed for a period of one year after the 2-year testing point.

Operational performance

The remaining 50% of the Performance Rights (**Operational Tranche**) are subject to an operating and personal performance-based test at 12 months (**Operational Test**).

The Operational Test will be based on stated criteria to be set with reference to the Company's internal operating plans and other key performance indicators as determined by the Board.

The criteria will be based on the approved operating plan for the 12 month period and will also include reference to Mr Munro's performance regarding specific areas such as health, safety, environment and community, strategy definition and implementation, capital management and the Company's culture and values.

Any of the Operational Tranche of Performance Rights that are not earned in accordance with the Operational Test will be cancelled at the 12 month testing point.

The earned component of the Operational Tranche will vest only if Mr Munro continues to be continuously employed for a period of two years after the 12 month testing point.

What if Shareholders do not approve the grant?

If Shareholders do not approve the issue of Performance Rights to Mr Munro, the Board will propose an alternative remuneration structure for Mr Munro. This may be an alternative equity proposal and/or an amount in cash.

What if Shareholders approve the grant?

If Shareholders approve the grant, the Company will be able to proceed with the issue of the Performance Rights to Mr Munro under the EIP within one year after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under ASX Listing Rule 10.14), the issue of the Performance Rights will not use up any of the Company's 15% annual placement capacity.

Board Recommendation – Item 5

The Board (other than Mr Munro) recommend that Shareholders vote **in favour** of Item 5. The Chair intends to vote undirected proxies in favour of Item 5.

Value

The Company values (as at 12 October 2020) the Operational Tranche of the Performance Rights at \$179,375 (being \$0.035 per Performance Right) based on the Black-Scholes methodology and the Market Performance Tranche of the Performance Rights at \$55,221 (being \$0.0108 per Performance Right) based on the Monte Carlo methodology.

Issue date

If Shareholder approval is obtained, it is anticipated that the Performance Rights will be granted shortly after the Meeting and in any event, no later than 12 months after the date of the Meeting.

Price

The Performance Rights will be granted at no cost to Mr Munro and no amount is payable on vesting of the Performance Rights.

EIP

A summary of the terms of the EIP is set out in Schedule 5.

Loan scheme

No loans will be made by the Company in relation to the grant of the Performance Rights.

Disclosure of issues

Details of any securities issued under the EIP will be published in each annual report of the Company relating to the period in which the securities have been issued, with a statement that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

Participation

Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate

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ITEM 6 – RENEWAL OF CAPACITY TO ISSUE SECURITIES

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

However, under ASX Listing Rule 7.1A, an eligible entity may seek shareholder approval by way of a special resolution passed at its annual general meeting to increase this 15% limit by an extra 10% to 25% (**10% Capacity**).

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300,000,000 or less. The Company is an eligible entity for these purposes.

Item 6 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% placement capacity provided for in ASX Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Item 6 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Item 6 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval under ASX Listing Rule 7.1A, and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in ASX Listing Rule 7.1.

Details of the 10% Capacity

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided

Minimum issue price

Any Equity Securities issued under the 10% Capacity must be in an existing quoted class of Equity Securities and be issued at a minimum price of 75% of the VWAP for the securities in the same class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the Equity Securities are to be issued is agreed by the entity and the recipient of the Equity Securities; or
- if the securities are not issued within ten ASX trading days of that date, the date on which the Equity Securities are issued.

Date of issue

The Company's ability to issue equity securities under the 10% Capacity will expire on the earlier of:

- the date that is 12 months after the date of this Meeting;
- the time and date of the Company's next annual general meeting; and
- the time and date of approval by Shareholders of any transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

Intended use of funds

Shares or other securities may be issued under the 10% Capacity for the following purposes:

- the acquisition of new resources, assets and investments (including expenses associated with such an acquisition);
- continued exploration expenditure on the Company's current or future assets/or projects
- further feasibility studies on Etango 8 and ongoing project administration); and
- general working capital.

Allocation policy

The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue under the 10% Capacity. The identity of allottees will be determined on a case-by-case basis having regard to factors which may include:

- the purpose of the issue;
- the methods of raising funds which are available to the Company, including the time and market exposure associated with the various methods of raising capital applicable at the time of the raising;
- the effect of any such issue on the control of the Company;

- the financial situation of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

As at the date of this Notice, the allottees under the 10% Capacity have not been determined. They may, however, include current Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Is there a risk of economic and voting dilution to you?

Any issue of Equity Securities under the 10% Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue. There is a risk of economic and voting dilution to the ordinary security holders of the Company. There is a specific risk that:

- the market price for the Company's Shares may be significantly lower on the date of the issue than it is on the date of the AGM; and
- the securities may be issued at a price that is at a discount to the market price for the Company's Shares on the issue date.

In addition to the current issued capital and market price, the table below shows the economic and voting dilution effect in circumstances where the issued capital has doubled and the market price of the Shares has halved.

If Item 6 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% 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 Listing Rule 7.1A.2, on the basis of the closing market price of Shares and the number of Equity Securities on issue as at 12 October 2020.

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% Capacity.

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Number of Shares on Issue (Variable A in ASX Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.018	\$0.035	\$0.053
			50% decrease	Issue Price	50% increase
			Funds Raised		
Current	1,058,781,696 Shares	105,878,169 Shares	\$1,852,867	\$3,705,735	\$5,558,603
50% increase	1,588,172,544 Shares	158,817,254 Shares	\$2,779,301	\$5,558,603	\$8,337,905
100% increase	2,117,563,392 Shares	211,756,339 Shares	\$3,705,735	\$7,411,471	\$11,117,207

Assumptions and explanations

1. There are currently 1,058,781,696 Shares on issue as at the date of this Notice of Meeting.
2. The market price is A\$0.035, based on the closing price of the Shares on ASX on 12 October 2020.
3. The Company issues the maximum number of equity securities available under the 10% Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

5. No options of other securities are exercised into Shares before the date of the issue of the equity securities.
6. 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%.
7. 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 shareholding depending on their specific circumstances.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Capacity, based on that Shareholder's holding at the date of the Meeting.
9. The issue of securities under the 10% Capacity consists only of Shares.

Previous Approval under Listing Rule 7.1A

The Company previously obtained approval from its Shareholders pursuant to Listing Rule 7.1A at its annual general meeting held on 22 November 2019 (**Previous Approval**).

During the 12-month period preceding the date of the Meeting, being on and from 20 November 2020, the

Company has not issued any Equity Securities pursuant to the Previous Approval.

Voting exclusions

As at the date of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A. Accordingly, a voting exclusion statement is not included in this Notice.

Board Recommendation – Item 6

The Board unanimously recommends Shareholders vote **in favour** of granting the Company the additional equity raising capacity equivalent to 10% of the Company's ordinary securities. The Chair intends to vote undirected proxies in favour of Item 6.

VOTING PROHIBITION AND VOTING EXCLUSION STATEMENTS

Voting Prohibition Statements

Item 1 – Adoption of Remuneration Report	<p>A vote on Item must not be cast (in any capacity) by or on behalf of either of the following persons:</p> <ul style="list-style-type: none"> (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. <p>However, a person (the voter) described above may cast a vote on Item as a proxy if the vote is not cast on behalf of a person described above and either:</p> <ul style="list-style-type: none"> (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Item; or (b) the voter is the Chair and the appointment of the Chair as proxy: <ul style="list-style-type: none"> (i) does not specify the way the proxy is to vote on this Item; and (ii) expressly authorises the Chair to exercise the proxy even though this Item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
Items 4A – 4D – Issue of Incentives under NEDSIP	<p>A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:</p> <ul style="list-style-type: none"> (a) the proxy is either: <ul style="list-style-type: none"> (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. <p>However, the above prohibition does not apply if:</p> <ul style="list-style-type: none"> (a) the proxy is the Chair; and (b) 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.
Item 5 – Issue of Securities to Mr Munro	

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Items set out below by or on behalf of the following persons:

Items 4A – 4D – Issue of Incentives under NEDSIP	Messrs Beevor, Burvill, Jones and Leach or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.
Item 5 – Issue of Securities to Mr Munro	Mr Munro or any other person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of an Item by:

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Item, in accordance with the directions given to the proxy or attorney to vote on the Item in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on the Item, in accordance with a direction given to the Chair to vote on the Item 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.

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GLOSSARY

10% Capacity	The additional 10% Share capital the Company may issue on top of the 15% Capacity, subject to Shareholder approval.				
15% Capacity	The restriction on the Company to issue securities up to 15% of its issued Share capital in any 12 month period without obtaining Shareholder approval.				
20 Day VWAP	The VWAP of the Company's Shares traded on the ASX during the 20 trading days ending 30 June of the financial year preceding the Annual Allocation.	Constitution Corporations Act	The Company's constitution. <i>Corporations Act 2001</i> (Cth).	Notice or Notice of Meeting	The notice of Meeting and the Explanatory Notes.
A\$ or \$	Australian dollars.	Director	A director of the Company.	Operational Test	The operating and personal performance test undertaken to determine whether the Operational Tranche will vest.
Annual Report	The financial report, Directors' report and auditors report for the Company for the year ended 30 June 2020.	Employee Incentive Plan or EIP	The Bannerman Resources Limited Employee Incentive Plan as amended from time to time.	Operational Tranche	Those Performance Rights that vest subject to achievement of Operational Test hurdles.
AGM or Annual General Meeting	The Annual General Meeting of Shareholders of the Company to be held at Suite 7, 245 Churchill Avenue, Subiaco, Western Australia on Friday, 20 November 2020 at 9am (AWST), or any adjournment thereof.	Equity Security	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	Option	An option to acquire a Share, subject to vesting and satisfaction of any performance conditions, granted in accordance with the EIP.
ASR	Absolute Shareholder Return, being the total before tax investment return achieved by the holder of a Share over a defined period based on Share price movement over that period and the reinvestment of dividends, if any.	Etango Project	The uranium project of the Company located in Namibia.	Ordinary Resolution	A resolution that must be passed by at least 50% of the votes cast by shareholders being in favour of the resolution.
ASX	ASX Limited (ABN 98 008 624 691), or as the context requires, the financial market operated by it.	Explanatory Notes	The Explanatory Notes attached to the Notice of Meeting.	Performance Right	An entitlement to one Share, subject to vesting and satisfaction of any performance conditions, granted in accordance with the EIP or NEDSIP as the case may be.
ASX Listing Rules	The listing rules of the ASX.	Group Incentives	Bannerman and its subsidiaries. Performance Rights or Options	Proxy Form	The proxy form included with this Notice.
AWST	Australian Western Standard Time.	Item	Each resolution set out in the Notice of Meeting.	Remuneration Report	The remuneration report forming part of the Directors' report in the Company's 2020 financial report.
Bannerman or Company	Bannerman Resources Limited (ABN 34 113 017 128)	Key Management Personnel	Key management personnel, which has the same meaning as in the Australian accounting standards. Broadly, this includes those persons with the authority for planning, directing and controlling the activities of the Company (whether directly or indirectly), and includes any Directors.	Share	A fully paid ordinary share in the capital of the Company.
Board	The board of Directors of the Company.			Shareholder	Any people holding a Share in the Company's share register.
Chair	The chair of the Annual General Meeting.	Market Performance Tranche	Those Performance Rights that vest subject to achievement of specified ASR hurdles.	Special Resolution	A resolution that must be passed by at least 75% of the votes cast by Shareholders being in favour of the resolution.
Closely Related Party	A closely related party, meaning a spouse or child of the member; a child	NED	A non-executive director of the Company.	Voting Record Date	5pm on Tuesday, 18 November 2020 (AWST).
				VWAP	Volume Weighted Average Price.

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

Key Terms

1. The Performance Rights are issued for no consideration.
2. Subject to these Terms, each Performance Right entitles the holder to subscribe for and be allotted one Share on vesting of the Performance Right.
3. There is no exercise price payable upon vesting of a Performance Right.

Minimum Vesting Period

4. Subject to the rules of the NEDSIP, the ability to exercise any Performance Right is conditional upon the Eligible Individual being a director of, or providing services to, the Company or its subsidiary entities at all times during the Minimum Vesting Period this being 12 months from date of issue (**Vesting Condition**).

Lapsing of a Performance Right

5. Unless the Board otherwise determines in its absolute discretion, any unvested Performance Right will lapse upon the earliest to occur of:
 - (a) the Performance Right lapsing in accordance with paragraph 12;
 - (b) the Performance Right lapsing in accordance with a provision of paragraphs 7 to 9;
 - (c) the Performance Right lapsing in accordance with a provision of paragraphs 26 to 28; and
 - (d) failure to meet the Performance Right's Vesting Condition.
6. Subject to the rules of the NEDSIP and these terms, if an Eligible Individual ceases to be a director of, or provide services to, the Company or its subsidiary entities then:
 - (a) if the Vesting Condition has been satisfied, the Performance Right will vest automatically unless the Board and the Eligible Individual agree otherwise (in which case, the Performance Right will vest at the time so agreed, if any); or
 - (b) if the Vesting Condition has not been satisfied, the Performance Right will automatically lapse on the date of such cessation, unless the Board determines otherwise.

To the extent the Performance Rights do not vest in accordance with this paragraph, the Performance Rights will lapse.

The Board will advise the holder of the achievement, satisfaction or waiver of a Vesting Condition. The Board's

decision as to satisfaction, achievement or waiver of a Vesting Condition may be made in the Board's absolute discretion and a determination as to the interpretation, effect, application, achievement, satisfaction or waiver of a Vesting Condition is final and conclusive.

7. If an Eligible Individual dies, a Performance Right will vest, subject to the Performance Right not having lapsed as described in paragraph 6, by the holder at any time up to but not later than twelve months after the date of death and, to the extent not so exercised, the Performance Right shall lapse.
8. If, in the opinion of the Board, an Eligible Individual acts fraudulently or dishonestly or is in breach of his or her obligations to any Group Company, then the Board may deem any unvested Performance Rights of the holder to have lapsed (whether or not that Eligible Individual has ceased to be a director of a Group Company).

Transferability

9. The Performance Rights will not be quoted on the ASX.
10. The Performance Rights are only transferable:
 - (a) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy;
 - (b) where a Takeover Bid is made to acquire all or some of the Shares in the Company in circumstances where:
 - (1) the offer is for all Shares;
 - (2) the offer is declared unconditional; and
 - (3) holders of at least half of the Shares the subject of the Takeover Bid have accepted that offer,
 and the Performance Rights are transferred by the holder to the party making the Takeover Bid for the Company; or
 - (c) where a scheme of arrangement pursuant to Part 5.1 of the Corporations Act between the Company and the holders of Shares becomes effective in accordance with section 411(10) of the Corporations Act and the Performance Rights are transferred by the holder to the party acquiring all of the Shares pursuant to the scheme of arrangement;
11. Where the holder purports to transfer Performance Rights other than in accordance with paragraph 11 the

Performance Rights immediately lapse.

12. Performance Rights granted under the NEDSIP may not be used to secure the payment of any monies.

Vesting – process

13. Subject to paragraph 6, where a Vesting Condition has been imposed on the vesting of Performance Rights, then the Performance Rights will not vest unless and until the Board has notified the holder that the Vesting Condition has been satisfied or otherwise waived by the Board (in its absolute discretion).

Issue of Shares

14. Shares allotted and issued pursuant to the vesting of a Performance Right will be allotted and issued not more than 10 business days after the notice is given by the Board in accordance with paragraph 14.

In the event that the issue of Shares on vesting of a Performance Right would require the Company to prepare a disclosure document in the absence of appropriate arrangements with the holder, then the Company may require the holder (as a pre-condition to the issue of the underlying Shares on vesting of the Performance Rights) to enter into such arrangements with the Company as the Company considers appropriate to ensure that the issue of such Shares without disclosure does not contravene the fundraising provisions of the Corporations Act.

15. All Shares issued upon vesting of the Performance Rights will rank pari passu in all respects with Shares then on issue. If the Shares are quoted, the Company will apply for official quotation of all Shares issued upon exercise of the Performance Rights within a reasonable period of time after the date of allotment of those Shares. For the avoidance of doubt, if the holder has not entered into the appropriate arrangements referred to in paragraph 17 below, then the Company may delay applying for official quotation of any Shares issued upon exercise of the Performance Rights for the period that it is unable to issue a notice under section 708A(5) of the Corporations Act.
16. There will be no transfer restrictions on Shares allotted in accordance with the Terms unless the sale, transfer or disposal by the holder of the Shares issued to them on exercise of the Performance Rights (or any interest in them) would require the preparation of a disclosure document (as that term is defined in the Corporations Act). If a disclosure document is required, the holder will be required to enter into such arrangements with the Company as the Board considers appropriate to prevent the sale, transfer or disposal of the relevant Shares in a manner that

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

would require a disclosure document to be prepared.

17. If, after the vesting of Performance Rights in accordance with these Terms, there are still Performance Rights on a Certificate that remain unvested, the Company will issue a new certificate for the balance of the Performance Rights held by the holder and not yet vested.

Rights to participate in dividends, new issues of Shares etc

18. The Performance Rights will not entitle the holder to any dividends (or Shares or rights in lieu of dividends) declared or issued by the Company.
19. (a) If Shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profits, the holder of Performance Rights is entitled, upon vesting of the Performance Rights, to receive, in addition to the Shares in respect of which the Performance Rights have vested and without the payment of any further consideration, an allotment of as many additional Shares as would have been issued to a shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Performance Rights have vested.
- (b) Additional Shares to which the holder of Performance Rights becomes so entitled will, as from the time Shares are issued pursuant to the bonus issue and until those additional Shares are allotted, be regarded as Shares comprised in the relevant Performance Rights and in respect of which the Performance Rights have vested for the purposes of subsequent applications of paragraph 22(a), and any adjustments which, after the time just mentioned, are made under paragraph 24 to the number of Shares will also be made to the additional Shares.
20. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights to which the holder is entitled will be adjusted in the manner provided for in the Listing Rules.
21. Subject to paragraphs 22 and 24, holders of Performance Rights cannot participate in new issues of capital by the

Company offered to shareholders without the Performance Rights having vested.

Takeovers, schemes of arrangement etc

22. If a Change of Control occurs, then the Board must (unless any Takeover Bid to which the Change of Control relates also includes an equivalent offer to the holder to acquire all or a substantial portion of their Performance Rights) notify the holder of the Change of Control. The notice will also inform the holder that any Performance Rights held which remain subject to a Vesting Condition will immediately vest.
23. The Board may also, in its absolute discretion, determine that Performance Rights vest (irrespective of whether the relevant Vesting Conditions have been met) during such period as the Board determines where:
- (a) the Company passes a resolution for voluntary winding up;
 - (b) an order is made for the compulsory winding up of the Company; or
 - (c) the Company passes a resolution in accordance with Listing Rule 11.2 to dispose of its main undertaking.
24. If a company (**Acquiring Company**) obtains control of the Company as a result of:
- (a) a Takeover Bid;
 - (b) a scheme of arrangement between the Company and its shareholders; or
 - (c) a selective capital reduction,
- and both the Company and the Acquiring Company agree, the holder may, upon the vesting of his or her Performance Rights, elect to acquire and the Company may provide shares of the Acquiring Company or its parent in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the holder may exercise Performance Rights to acquire Shares, but with appropriate adjustments to the number and kind of shares subject to the Performance Rights.

Termination Payments

25. If the vesting of Performance Rights in accordance with paragraphs 6 to 8, when aggregated with any other benefits paid or payable to the Eligible Individual in connection with their retirement from office or position with any Group Company:

- (a) has not been approved by shareholders pursuant to Part 2D.2 of the Corporations Act; or
 - (b) is not otherwise permitted by law,
- then the number of Performance Rights that vest under the relevant rule is automatically reduced to the maximum number of Performance Rights permitted to vest at law upon their retirement from that office or position.

Governing provisions

26. If there is any inconsistency between the NEDSIP and these Terms, the NEDSIP prevails to the extent of that inconsistency.
27. The NEDSIP, these Terms and any Performance Rights issued under them are governed by the law of Western Australia.

Bannerman Resources Limited

SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

Key Terms

1. The Options are issued for no consideration.
2. Subject to these Terms, each Option entitles the holder to subscribe for and be allotted one Share on exercise of the Option.
3. The exercise price payable upon exercise of each Option will be 150% of the 20 Day VWAP (**Exercise Price**).
4. The expiry date for each Option is 5.00pm (Perth time) on three years from date of issue (**Expiry Date**).

Minimum Vesting Period

5. Subject to the rules of the NEDSIP, the ability to exercise any Option is conditional upon the Eligible Individual being a director of, or providing services to, the Company or its subsidiary entities at all times during the Minimum Vesting Period this being 12 months from date of issue (**Vesting Condition**).

Lapsing of an Option

6. Unless the Board otherwise determines in its absolute discretion, any unexercised Option will lapse upon the earliest to occur of:
 - (a) the Option lapsing in accordance with paragraph 12;
 - (b) the Option lapsing in accordance with a provision of paragraphs 7 to 9;
 - (c) the Option lapsing in accordance with a provision of paragraphs 26 to 28;
 - (d) failure to meet the Option's Vesting Condition; and
 - (e) the Expiry Date
7. Subject to the rules of the NEDSIP and these terms, if an Eligible Individual ceases to be a director of, or provide services to, the Company or its subsidiary entities then:
 - (a) if the Vesting Condition has been satisfied, the Option continues and may be exercised by the holder in the 30 day period starting on the date of such cessation or any longer period permitted by the Board, after which time the Option will automatically lapse; or
 - (b) if the Vesting Condition has not been satisfied, the Option will automatically lapse on the date of such cessation, unless the Board determines otherwise.

To the extent the Options are not exercised in accordance with this paragraph, the Options will lapse.

The Board will advise the holder of the achievement, satisfaction or waiver of a Vesting Condition. The Board's decision as to satisfaction, achievement or waiver of a Vesting Condition may be made in the Board's absolute discretion and a determination as to the interpretation, effect, application, achievement, satisfaction or waiver of a Vesting Condition is final and conclusive.

8. If an Eligible Individual dies, an Option may be exercised in full, subject to the Option not having lapsed as described in paragraph 6, by the holder at any time up to but not later than twelve months after the date of death and, to the extent not so exercised, the Option shall lapse.
9. If, in the opinion of the Board, an Eligible Individual acts fraudulently or dishonestly or is in breach of his or her obligations to any Group Company, then the Board may deem any unexercised Options of the holder to have lapsed (whether or not that Eligible Individual has ceased to be a director of a Group Company).

Transferability

10. The Options will not be quoted on the ASX.
11. The Options are only transferable:
 - (a) by force of law upon death to the holder's legal personal representative or upon bankruptcy to the holder's trustee in bankruptcy;
 - (b) where a Takeover Bid is made to acquire all or some of the Shares in the Company in circumstances where:
 - (1) the offer is for all Shares;
 - (2) the offer is declared unconditional; and
 - (3) holders of at least half of the Shares the subject of the Takeover Bid have accepted that offer,
 and the Options are transferred by the holder to the party making the Takeover Bid for the Company; or
 - (c) where a scheme of arrangement pursuant to Part 5.1 of the Corporations Act between the Company and the holders of Shares becomes effective in accordance with section 411(10) of the Corporations Act and the Options are transferred by the holder to the party acquiring all of the Shares pursuant to the scheme of arrangement;
 or otherwise with the prior written consent of the Board.
12. Where the holder purports to transfer Options other than in accordance with paragraph 11 the Options immediately lapse.

13. Options granted under the NEDSIP may not be used to secure the payment of any monies.

Exercise – process

14. Subject to paragraph 6, where a Vesting Condition has been imposed on the exercise of Options, then the Options are not exercisable unless and until the Board has notified the holder that the Vesting Condition has been satisfied or otherwise waived by the Board (in its absolute discretion).
15. Options must be exercised in accordance with these Terms by the holder giving the Company an Exercise Notice accompanied by payment of the Exercise Price (if any) and the Certificate. Options may only be exercised in multiples of 100 (or for less than 100 if less than 100 Options are held or would remain after exercise of the other Options held).

Cashless Exercise Facility

16. Notwithstanding the requirement for payment of the Exercise Price, in order to exercise some or all of the Options, the holder may elect to pay the Exercise Price by using the cashless exercise facility (**Cashless Exercise Facility**).

The Cashless Exercise Facility entitles the holder to set-off the Exercise Price against the number of Shares which the holder is entitled to receive upon exercise of the holder's Options. By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set-off. If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise is zero or negative, then the holder will not be entitled to use the Cashless Exercise Facility.

Issue of Shares

17. Shares allotted and issued pursuant to the exercise of an Option will be allotted and issued not more than 10 business days after receipt of a properly executed Exercise Notice and payment of the Exercise Price (if any) in freely available funds.
- In the event that the issue of Shares on exercise of an Option would require the Company to prepare a disclosure document in the absence of appropriate arrangements with the holder, then the Company may require the holder (as a pre-condition to the issue of the underlying Shares on exercise of the Options) to enter into such arrangements with the Company as the Company considers appropriate to ensure that the issue of such Shares without disclosure

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SCHEDULE 2 – TERMS AND CONDITIONS OF OPTIONS

does not contravene the fundraising provisions of the Corporations Act.

18. All Shares issued upon exercise of the Options will rank pari passu in all respects with Shares then on issue. If the Shares are quoted, the Company will apply for official quotation of all Shares issued upon exercise of the Options within a reasonable period of time after the date of allotment of those Shares. For the avoidance of doubt, if the holder has not entered into the appropriate arrangements referred to in paragraph 17 above, then the Company may delay applying for official quotation of any Shares issued upon exercise of the Options for the period that it is unable to issue a notice under section 708A(5) of the Corporations Act.
19. There will be no transfer restrictions on Shares allotted in accordance with the Terms unless the sale, transfer or disposal by the holder of the Shares issued to them on exercise of the Options (or any interest in them) would require the preparation of a disclosure document (as that term is defined in the Corporations Act). If a disclosure document is required, the holder will be required to enter into such arrangements with the Company as the Board considers appropriate to prevent the sale, transfer or disposal of the relevant Shares in a manner that would require a disclosure document to be prepared.
20. If, after the exercise of Options in accordance with these Terms, there are still Options on a Certificate that remain unexercised, the Company will issue a new certificate for the balance of the Options held by the holder and not yet exercised.

Rights to participate in dividends, new issues of Shares etc

21. The Options will not entitle the holder to any dividends (or Shares or rights in lieu of dividends) declared or issued by the Company.
22. (a) If Shares are issued pro rata to the Company's shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profits, the holder of Options is entitled, upon exercise of the Options, to receive, in addition to the Shares in respect of which the Options are exercised and without the payment of any further consideration, an allotment of as many additional Shares as would have been

issued to a shareholder who, on the date for determining entitlements under the bonus issue, held Shares equal in number to the Shares in respect of which the Options are exercised.

- (b) Additional Shares to which the holder of Options becomes so entitled will, as from the time Shares are issued pursuant to the bonus issue and until those additional Shares are allotted, be regarded as Shares comprised in the relevant Options and in respect of which the Options are exercised for the purposes of subsequent applications of paragraph 22(a), and any adjustments which, after the time just mentioned, are made under paragraph 24 to the number of Shares will also be made to the additional Shares.
23. If Shares are offered pro rata for subscription by the Company's shareholders generally by way of a rights issue during the currency of and prior to exercise of any Options, the Exercise Price of each Options will be adjusted in the manner provided for in the Listing Rules.
24. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options to which the holder is entitled or the Exercise Price of the Options, or both as appropriate, will be adjusted in the manner provided for in the Listing Rules.
25. Subject to paragraphs 22, 23 and 24, holders of Options cannot participate in new issues of capital by the Company offered to shareholders without exercising the Options.

Takeovers, schemes of arrangement etc

26. If a Change of Control occurs, then the Board must (unless any Takeover Bid to which the Change of Control relates also includes an equivalent offer to the holder to acquire all or a substantial portion of their Options) notify the holder of the Change of Control. The notice will also inform the holder that any Options held which remain subject to a Vesting Condition will immediately vest and may be exercised by the holder until the Options lapse on the Expiry Date.
27. The Board may also, in its absolute discretion, permit the exercise of Options (irrespective of whether the relevant Vesting Conditions have been met) during such period as the Board determines where:
- (a) the Company passes a resolution for voluntary

winding up;

- (b) an order is made for the compulsory winding up of the Company; or
- (c) the Company passes a resolution in accordance with Listing Rule 11.2 to dispose of its main undertaking.
28. If a company (**Acquiring Company**) obtains control of the Company as a result of:
- (a) a Takeover Bid;
- (b) a scheme of arrangement between the Company and its shareholders; or
- (c) a selective capital reduction,
- and both the Company and the Acquiring Company agree, the holder may, upon exercise of his or her Options, elect to acquire and the Company may provide shares of the Acquiring Company or its parent in lieu of Shares, on substantially the same terms and subject to substantially the same conditions as the holder may exercise Options to acquire Shares, but with appropriate adjustments to the number and kind of shares subject to the Options, as well as to the Exercise Price.

Termination Payments

29. If the vesting of Options in accordance with paragraphs 6 to 8, when aggregated with any other benefits paid or payable to the Eligible Individual in connection with their retirement from office or position with any Group Company:
- (a) has not been approved by shareholders pursuant to Part 2D.2 of the Corporations Act; or
- (b) is not otherwise permitted by law,
- then the number of Options that vest under the relevant rule is automatically reduced to the maximum number of Options permitted to vest at law upon their retirement from that office or position.

Governing provisions

30. If there is any inconsistency between the NEDSIP and these Terms, the NEDSIP prevails to the extent of that inconsistency.
31. The NEDSIP, these Terms and any Options issued under them are governed by the law of Western Australia.

SCHEDULE 3 – KEY TERMS OF THE NON-EXECUTIVE DIRECTOR SHARE INCENTIVE PLAN

Key term	Description of term
Permitted grants	Permits grants of Incentives, which includes options and performance rights. Reference to the 'Board' in this schedule 3 refers to the Board not including the NEDs.
Minimum vesting period	Under the NEDSIP, the Board may impose a minimum vesting period and performance hurdles on the terms and conditions of an issue of an Incentive. The Board's current policy is for Incentives to be issued with a minimum vesting period of 12 months from the date of grant (Minimum Vesting Period). For Incentives granted under the NEDSIP in the form of Performance Rights no exercise price will be payable. However, there will be conditions attached which require the NED to continue in their role for the 12 month Minimum Vesting Period whereupon the Performance Right will vest automatically into a Share. If the Board decides to issue Options, then, under the Board's current policy (which the Board may change at any time), Options will vest only upon completion of the Minimum Vesting Period and may then be exercised upon payment of the exercise price.
Incentives	The NEDSIP allows the Board to grant Performance Rights and Options to eligible participants.
Grants of Incentives	The NEDSIP will provide the following issues of Incentives (which may be changed by the Board from time to time): a. upon being appointed, Non-Executive Directors may be entitled to receive an initial grant of Incentives with a total value of one times their annual base Director fee (Initial Allocation); and b. thereafter, Non-Executive Directors are each entitled to receive one third of their annual Director fees (excluding fees paid for services as a member to a Board Committee and extra exertion fees) in the form of Incentives (Annual Allocation), with the other two thirds being paid in cash.

Key term	Description of term
	Incentives issued under the NEDSIP are to be issued for no consideration.
Entitlement to Incentives	Subject to the terms of the NEDSIP, vesting and the satisfaction of any performance conditions, each Incentive entitles the holder to receive one Share.
Exercise price	The Board may grant Options under the NEDSIP. If it chooses to do so, the exercise price of any Options granted under the NEDSIP is at the absolute discretion of the Board (in accordance with applicable securities regulations) and the Board will determine the exercise price from time to time.
Cashless Exercise Facility	Notwithstanding the requirement for payment of the Exercise Price, in order to exercise some or all of the Options, the holder may elect to pay the Exercise Price by using the cashless exercise facility (Cashless Exercise Facility). The Cashless Exercise Facility entitles the holder to set-off the Exercise Price against the number of Shares which the holder is entitled to receive upon exercise of the holder's Options. By using the Cashless Exercise Facility, the holder will receive Shares to the value of the surplus after the Exercise Price has been set-off. If the difference between the total Exercise Price otherwise payable for the Options on the Options being exercised and the then market value of the Shares at the time of exercise is zero or negative, then the holder will not be entitled to use the Cashless Exercise Facility.
Expiry Date	The NEDSIP provides that the expiry date will be not later than 5 years after the date of issue. Current policy is that the expiry date for Options is the date 3 years after the date of issue.
Effect of ceasing to be a director or death	If a Non-Executive Director ceases to be a Director of or provide services to Bannerman or its subsidiary entities, then: a. if all relevant vesting conditions have been met or if no vesting condition is imposed, the Incentive continues and may be exercised by the Non-Executive Director in the 30 day period starting on the date of such cessation or any longer

Key term	Description of term
	period permitted by the Board, after which time the Incentive will automatically lapse; or b. if any relevant vesting condition has not been met, the Incentive will automatically lapse on the date of such cessation, unless the Board determines otherwise. Unless the Incentives have otherwise lapsed, if a Non-Executive Director dies then their Incentives may be exercised in full up to 12 months after his or her death. The Board will consider any applicable limitations under the termination benefit rules in the Corporations Act when making any determination or allowing any extension following a Non-Executive Director ceasing to be a Director of or provide services to Bannerman.
Dividend and voting rights	Incentives granted under the NEDSIP do not carry any dividend or voting rights.
Vesting on change of control	Incentives automatically vest, and may become transferable, in the event that a takeover bid is made for Bannerman, or another corporate transaction is pursued (such as a scheme of arrangement or selective capital return) which results in the bidder acquiring voting power to more than 50% of Bannerman. The Board also has a general discretion to allow Incentives to vest if the Board determines, acting in good faith and consistent with its fiduciary duties, that a person has obtained sufficient voting rights to control the composition of the Board. The Board may permit a participant to exercise Incentives or have such Incentives vested, in other limited situations, such as where a resolution is passed approving the disposal of Bannerman's main undertaking or on winding up of Bannerman. Once vested, the Incentives will lapse on their expiry date.

SCHEDULE 3 – KEY TERMS OF THE NON-EXECUTIVE DIRECTOR SHARE INCENTIVE PLAN

Key term	Description of term
Exercise into bidder shares	The NEDSIP provides flexibility for Bannerman to agree with any successful acquirer of Bannerman to an arrangement whereby Incentives will become exercisable into acquirer shares as opposed to Bannerman shares.
Transferability	Incentives are transferable only in the event that a change of control of Bannerman occurs or by force of law upon the death of the participant or upon the bankruptcy of the participant, or otherwise with the consent of the Board.
Bonus issues, rights issues, reconstruction	The NEDSIP contains standard rules providing for adjustments to Incentives granted under the NEDSIP in the event of a bonus issue, rights issue or reorganisation of Bannerman's issued capital.
Listing	The Incentives will not be listed.
Board discretion	The Board has absolute discretion (in accordance with applicable securities regulations) to determine the exercise price, the expiry date and vesting conditions of any grants made under the NEDSIP, without the requirement of further Shareholder approval.
Timing of issues	If Item 4 is approved by Shareholders, Incentives will not be issued under the NEDSIP at any stage after 3 years from the date of the Meeting without obtaining further Shareholder approval.
Details of prior issues	Details of existing Options granted to Non-Executive Directors under the NEDSIP to date are set out in the Explanatory Memorandum. Details of the current interest of Non-Executive Directors in Shares and Options (including prior Option grants) are set out in the Company's 2020 Annual Report.
Future issues	Details of any Incentives granted to Non-Executive Directors in the future under the NEDSIP will be published in each annual report of the Company relating to the period in which the Incentives have been granted, with a statement that approval for the issue of the Incentives to the Non-Executive Directors under the NEDSIP was obtained under ASX Listing Rule 10.14 or under a waiver granted by ASX.

Bannerman Resources Limited

SCHEDULE 4 – KEY TERMS OF THE EMPLOYEE INCENTIVE PLAN

Key term	Description of term
Eligible employees	Full and part time employees and contractors of any Bannerman Group company (wherever they reside), but excluding non-executive Directors, will be eligible to be granted incentives. However, there may be some further regulatory requirements for executive Directors or employees residing outside Australia.
Entitlement for performance rights	Subject to the terms of the EIP, vesting and the satisfaction of any performance conditions, each performance right entitles the holder to receive one Share in Bannerman.
Exercise price for performance rights	There is no consideration payable upon the grant or exercise of a performance right.
Entitlement for options	Subject to the terms of the EIP, vesting and the satisfaction of any performance conditions, each option entitles the holder to acquire (whether by purchase or subscription) and be allotted one Share in Bannerman on the exercise of the option.
Exercise price for options	The exercise price of an option will be determined by the Board in its absolute discretion.
Vesting conditions	The Board has the discretion at the time of the grant of an incentive under the EIP to determine what (if any) vesting conditions need to be satisfied before the incentives become capable of exercise.
Vesting in other circumstances	The Board may permit a participant to exercise incentives or have such incentives vested, in other limited situations, such as where a resolution is passed approving the disposal of Bannerman's main undertaking or on a winding up of Bannerman.

Key term	Description of term
Expiry date	The Board may set out in an invitation to participate in the EIP the date and times when any incentives lapse. The expiry date will be no later than 10 years after the date of grant.
Exercise into acquirer shares	<p>Subject to the ASX Listing Rules, the EIP provides flexibility for Bannerman to agree with any successful acquirer of Bannerman to an arrangement whereby incentives will become exercisable or vest into shares of the successful acquirer or its parent in lieu of Shares.</p> <p>Any such exercise or vesting will be on substantially the same terms and subject to substantially the same conditions as the holder may exercise or vest incentives to acquire Shares, but with appropriate adjustments to the number and kind of Shares subject to the incentives, as well as to any exercise price.</p>
Board discretion	Under the terms of the EIP, the Board has absolute discretion to determine the exercise price, the expiry date and vesting conditions of any grants made under the EIP, without the requirement for further Shareholder approval.
Vesting on change of control	<p>Incentives that remain subject to a vesting condition immediately vest and are received or become exercisable by the participant in the event that a takeover bid is made for Bannerman, or another corporate transaction is pursued (such as a scheme of arrangement, selective capital return etc) which results in the bidder acquiring voting power to more than 50% of Bannerman.</p> <p>The Board also has a general discretion to allow incentives to immediately vest if the Board determines, acting in good faith and consistent with its fiduciary duties, that a person has obtained voting</p>

Key term	Description of term
	power which is sufficient to control the composition of the Board of Bannerman. Incentives will lapse on their expiry date.
Transferability	Incentives are only transferable upon a takeover bid where the incentives are transferred to the bidder, upon a scheme of arrangement where the Incentives are transferred to the acquirer, by force of law upon death of the incentive holder or upon bankruptcy of the incentive holder, or otherwise with the consent of the Board.
Right to participate in dividends	Incentives will not entitle the holder to any dividends (or Shares or rights in lieu of dividends) declared or issued by the Company.
Listing	The Incentives will not be listed.
Adjustment for rights issues	The exercise price of incentives (if applicable) will be adjusted in the manner provided by the ASX Listing Rules in the event of the Company conducting a rights issue prior to the lapse of the relevant Incentive.
Other rights to participate in bonus issues, reorganisations and new issues etc	<p>If the Company completes a bonus issue during the term of an Incentive, the number of Shares the holder is then entitled to will be increased by the number of Shares which the holder would have been issued in respect of incentives if they were exercised (in the case of options) or are vested and are received (in the case of performance rights) immediately prior to the record date for the bonus issue.</p> <p>In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Incentives to which the holder is entitled or the exercise price of the incentives (if applicable), or both as appropriate, will</p>

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SCHEDULE 4 – KEY TERMS OF THE EMPLOYEE INCENTIVE PLAN

Key term	Description of term	Incentives on cessation of employment		
	be adjusted in the manner provided for in the ASX Listing Rules.	Cause	Incentives which have not vested	Incentives which have vested
	Subject to the terms of the EIP and as otherwise set out above, during the currency of the incentives and prior to their exercise (in the case of options) or vesting and receipt (in the case of performance rights), the holder is not entitled to participate in any new issue of securities of the Company as a result of their holding the incentives.	Termination for ill health or death	Immediately lapse unless Board determines otherwise	May be exercised (in the case of ill health) by the participant, or (in the case of death) by the participant's personal representative, until the incentive lapses
		Termination for cause (e.g. fraud, dishonesty, material breach of obligations)	Immediately lapse unless Board determines otherwise	Immediately lapse unless Board determines otherwise
		Termination by consent (e.g. resignation)	Immediately lapse unless Board determines otherwise	Are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by the Board
		Redundancy, constructive dismissal, other termination by Company not dealt with above	Incentives automatically vest and are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by Board	Are able to be exercised during the period 30 days after cessation of employment or a longer period allowed by the Board