
CLASSIC MINERALS LIMITED ACN 119 484 016

**NOTICE OF GENERAL MEETING AND EXPLANATORY
STATEMENT**

TIME: 11.00am WST

DATE: 24 March 2020

PLACE: Sugar Room,
Ibis Perth,
334 Murray Street,
PERTH WA 6000

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 6305 0221.

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TIME AND PLACE OF MEETING

The General Meeting of the Shareholders of Classic Minerals Limited which this Notice of Meeting relates to will be held at 11.00am WST on Wednesday 24 March 2020 at:

<p>Sugar Room, Ibis Perth. 334 Murray Street PERTH WA 6000</p>

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Classic Minerals Limited, PO Box 1318, Wangara DC WA 6947; or
- (b) send the proxy form by facsimile to Advanced Share Registry on facsimile number (08) 9389 7871, or
- (c) send the proxy form by post to Advanced Share Registry Limited, PO Box 1159, Nedlands, Western Australia, 6009.

so that it is received not later than 11.00am WST on 22 March 2020.

Proxy forms received later than this time will be invalid.

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

- Each member has a right to appoint a proxy;
- The proxy need not be a member of the company; and
- A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in accordance with section 249X (3) of the Corporations Act, each proxy may exercise half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all 'directed' proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must

vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Voting exclusion statements

The Corporations Act and the Listing Rules require that certain persons must not vote, and the Company will disregard any votes cast in favour by or on behalf of certain persons and their associates, on the Resolutions to be considered at the meeting.

However, the Company need not disregard a vote if it is cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

The Company will disregard any votes cast in favour on a resolution as set out in the table below:

Resolution	Nature of resolution	Persons excluded from voting
1	Ratification of issue of Shares	Troca Enterprises Pty Ltd, or any associates of Troca Enterprises Pty Ltd.
2	Ratification of issue of Shares	Klaus Eckhof, or any associates of Klaus Eckhof.
3	Ratification of issue of Shares	Vienna Holdings Pty Ltd, or any associates of Vienna Holdings Pty Ltd.
4	Ratification of issue of Shares	Michael Lynch, or any associates of Michael Lynch.
5	Ratification of issue of Shares	Greenace Holdings Pty Ltd, or any associates of Greenace Holdings Pty Ltd.
6	Ratification of issue of Shares	Whead Pty Ltd or any associate of Whead Pty Ltd
7	Ratification of issue of Shares	Michael Lynch or any associate of Michael Lynch
8	Ratification of issue of Shares	Cadden Nominees Pty Ltd or any associate of Cadden Nominees Pty Ltd
9	Ratification of issue of Shares	Vienna Holdings Pty Ltd or any associate of Vienna Holdings Pty Ltd
10	Ratification of issue of Shares	Troca Enterprises Pty Ltd or any associate of Troca Enterprises Pty Ltd
11	Ratification of issue of Shares	Klaus Eckhof or any associate of Klaus Eckhof
12	Ratification of issue of Shares	Stock Assist Group Pty Ltd or any associate of Stock Assist Group Pty Ltd
13	Ratification of issue of Shares	Foskin Pty Ltd or any associate of Foskin Pty Ltd
14	Ratification of issue of Shares	Greentimes Consulting Ltd or any associate of Greentimes Consulting Ltd
15	Ratification of issue of Shares	CentralKal Drilling Pty Ltd or any associate of CentralKal Drilling Pty Ltd
16	Ratification of issue of Shares	Greywood Holdings Pty Ltd or any associate of Greywood Holdings Pty Ltd
17	Ratification of issue of Shares	Gurindji Pty Ltd or any associate of Gurindji Pty Ltd
18	Ratification of issue of Shares	Aneles Consulting Services Pty Ltd or any associate of Aneles Consulting Services Pty Ltd
19	Ratification of issue of Shares	Greywood Holdings Pty Ltd or any associate of Greywood Holdings Pty Ltd
20	Ratification of issue of Options	Whead Pty Ltd or any associate of Whead Pty Ltd
21	Ratification of issue of Options	Whead Pty Ltd or any associate of Whead Pty Ltd

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Classic Minerals Limited will be held at the Ibis Perth, Sugar Room, 334 Murray Street at 11.00am WST on 24 March 2020.

The Explanatory Statement annexed to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at the close of business on 22 March 2020.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

Ordinary Resolution 1 – Ratification of Prior Issue of Shares to Troca Enterprises Pty Ltd

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

“That. the issue of 35,000,000 Shares to Troca Enterprises Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 2 – Ratification of Prior Issue of Shares to Klaus Eckhof:

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

“That the issue of 30,000,000 Shares to Klaus Eckhof is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 3 – Ratification of Prior Issue of Shares to Vienna Holdings Pty Ltd

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

“That the issue of 18,750,000 Shares to Vienna Holdings Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 4 – Ratification of Prior Issue of Shares to Michael Lynch

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

“That the issue of 17,500,000 Shares to Michael Lynch is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 5 – Ratification of Prior Issue of Shares to Greenace Holdings Pty Ltd

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

“That the issue of 40,000,000 Shares to Greenace Holdings Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 6 – Ratification of Prior Issue of Shares to Whead Pty Ltd

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

“That the issue of 40,000,000 Shares to Whead Pty Ltd.”

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Ordinary Resolution 7 – Ratification of Prior Issue of Shares to Michael Lynch

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

“That the issue of 50,000,000 Shares to Michael Lynch is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 8 – Ratification of Prior Issue of Shares to Cadden Nominees Pty Ltd

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

“That the issue of 5,000,000 Shares to Cadden Nominees Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 9 – Ratification of Prior Issue of Shares to Vienna Holdings Pty Ltd

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

“That the issue of 15,000,000 Shares to Vienna Holdings Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 10 – Ratification of Prior Issue of Shares to Troca Enterprises Pty Ltd

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

“That the issue of 50,000,000 Shares to Troca Enterprises Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 11 – Ratification of Prior Issue of Shares to Klaus Eckhof

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

“That the issue of 30,000,000 Shares to Klaus Eckhof is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 12 – Ratification of Prior Issue of Shares to Stock Assist Group Pty Ltd

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

“That the issue of 250,000,000 Shares to Stock Assist Group Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 13 – Ratification of Prior Issue of Shares to Foskin Pty Ltd

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

“That the issue of 16,700,000 Shares to Foskin Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 14 – Ratification of Prior Issue of Shares to Greentimes Consulting Ltd

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

“That the issue of 100,000,000 Shares to Greentimes Consulting Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

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Ordinary Resolution 15 – Ratification of Prior Issue of Shares to CentralKal Drilling Pty Ltd

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

“That the issue of 3,333,333 Shares to CentralKal Drilling Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 16 – Ratification of Prior Issue of Shares to Greywood Holdings Pty Ltd

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

“That the issue of 30,000,000 Shares to Greywood Holdings Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 17 – Ratification of Prior Issue of Shares to Gurindji Pty Ltd

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

“That the issue of 10,239,167 Shares to Gurindji Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 18 – Ratification of Prior Issue of Shares to Aneles Consulting Services Pty Ltd

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

“That the issue of 11,644,233 Shares to Aneles Consulting Services Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 19 – Ratification of Prior Issue of Shares to Greywood Holdings Pty Ltd

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

“That the issue of 14,116,667 Shares to Greywood Holdings Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 20 – Ratification of Prior Issue of Options to Whead Pty Ltd

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

“That the issue of 50,000,000 Options to Whead Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

Ordinary Resolution 21 – Ratification of Prior Issue of Options to Whead Pty Ltd

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

“That the issue of 50,000,000 Options to Whead Pty Ltd is approved under and for the purposes of ASX Listing Rule 7.4.”

DATED: 21 February 2020

BY ORDER OF THE BOARD

John Lester

Chairman

CLASSIC MINERALS LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting of Classic Minerals Limited to be held at the Ibis Perth, Sugar Room, 334 Murray Street at 11.00am WST on 24th March 2020.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting (of which this Explanatory Statement forms a part).

1. Ordinary Resolutions 1 to 19 - Ratification of Prior Issues of Shares

1.1 Background

During the last 2 months, the Company issued 767,283,400 Shares without disclosure to investors and/or creditors under the exceptions provided in section 708 of the Corporations Act. The investors and/or creditors were not related parties of the Company. The Company had sufficient placement capacity under Listing Rule 7.1 for all the issues of Shares.

1.2 Corporations Act

None of the allottees the subject of Resolutions 1 to 19, in conjunction with any of their associates, hold, either before, during, or after any of the issues the subject of Resolutions 1 to 19, more than 20% of the issued capital of the Company.

1.3 Listing Rule 7.4

Resolutions 1 to 19 seeks Shareholder ratification of issues of Shares pursuant to Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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. The issues of Shares to investors and creditors referred to above do not fit within any of these exceptions and, as those issues have not yet been approved by shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the dates of the issues of Shares.

Listing rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 1 to 19 seek shareholder approval for the issues of Shares to investors and creditors under and for the purposes of Listing Rule 7.4.

If each of Resolutions 1 to 19 is passed, the issues of Shares to investors and creditors will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issues of Shares to investors and creditors.

If any of Resolutions 1 to 19 is not passed, the Shares issued in respect of that Resolution will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of that issue of Shares.

Relevant information for the purposes of the Listing Rules is provided at section 1.4 below.

1.4 Technical information required by Listing Rule 7.5 for the Share Issue Ratifications

Resolution	Allottee	No of shares	Issue Price	Value	Date Issued	Purpose of Issue
1	Troca Enterprises Pty Ltd	35,000,000	\$0.0020	\$70,000	24-12-2019	Capital Raising. The Company raised \$70,000 which has been utilised as working capital towards the Kat Gap Project.

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Resolution	Allottee	No of shares	Issue Price	Value	Date Issued	Purpose of Issue
2	Klaus Eckhof	30,000,000	\$0.0020	\$60,000	24-12-2019	Capital Raising. The Company raised \$60,000 which has been utilised as working capital towards the Kat Gap Project
3	Vienna Holdings Pty Ltd	18,750,000	\$0.0020	\$37,500	24-12-2019	Capital Raising. The Company raised \$37,500 which has been utilised as working capital towards the Kat Gap Project.
4	Mr Michael Lynch	17,500,000	\$0.0020	\$35,000	24-12-2019	Capital Raising. The Company raised \$35,000 which has been utilised as working capital towards the Kat Gap Project.
5	Greenace Holdings Pty Ltd	40,000,000	\$0.0025	\$100,000	24-12-2019	Capital Raising. The Company raised \$100,000 which has been utilised as working capital towards the Kat Gap Project.
6	Whead Pty Ltd	40,000,000	\$0.0025	\$100,000	27-12-2019	Capital Raising. The Company raised \$100,000 which has been utilised as working capital towards Kat Gap Project.
7	Mr Michael Lynch	50,000,000	\$0.0020	\$ 100,000	07-02-2020	Capital Raising. The Company raised \$100,000 which has been utilised as working capital towards Kat Gap Project.
8	Cadden Nominees Pty Ltd (CJ Carson Family A/C)	5,000,000	\$0.0020	\$ 10,000	07-02-2020	Capital Raising. The Company raised \$10,000 which has been utilised as working capital towards Kat Gap Project
9	Vienna Holdings Pty Ltd	15,000,000	\$0.0020	\$ 30,000	07-02-2020	Capital Raising. The Company raised \$30,000 which has been utilised as working capital towards Kat Gap Project
10	Troca Enterprises Pty Ltd	50,000,000	\$0.0020	\$ 100,000	07-02-2020	Capital Raising. The Company raised \$100,000 which has been utilised as working capital towards Kat Gap Project
11	Klaus Eckhof	30,000,000	\$0.0020	\$ 60,000	07-02-2020	Capital Raising. The Company raised \$30,000 which has been utilised as working capital towards Kat Gap Project

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12	Stock Assist Group Pty Ltd	250,000,000	\$0.0020	\$ 500,000	24-12-2019	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy the balance of the purchase price of a royalty acquired from Stock Assist Group Pty Ltd. The initial payment (being the issue of 250 million shares) was ratified by Shareholders at a general meeting conducted on 24 December 2019
13	Foskin Pty Ltd	16,700,000	\$0.0020	\$33,400	24-12-2019	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.
14	Green Times Consulting Ltd	100,000,000	\$0.0030	\$300,000	24-12-2019	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor for IR services provided for the company.
15	CentralKal Drilling Pty Ltd	3,333,333	\$0.0030	\$10,000	24-12-2019	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for drilling work done at Kat Gap.
16	Greywood Holdings Pty Ltd	30,000,000	\$0.0030	\$90,000	30-12-2019	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued as an establishment fee for a short-term working capital finance facility provided by Greywood Holdings.
17	Gurindji Pty Ltd	10,239,167	\$0.0030	\$ 30,717	07-02-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for services provided on Kat Gap tenement.
18	Aneles Consulting Services Pty Ltd	11,644,233	\$0.0030	\$ 34,932	07-02-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor, for consultancy work done for Kat Gap.

EXPLANATORY STATEMENT

19	Greywood Holdings Pty Ltd	14,116,667	\$0.0030	\$ 42,350	07-02-2020	Creditor Payment. The Company did not raise any funds from this issue of shares as they were issued to satisfy a payment to a creditor for the provision of drilling sample management services undertaken at Kat Gap.
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The Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

1.5 Voting Exclusion Statement

A voting exclusion statement is included in the Notice in respect of each of Resolutions 1 to 19.

2. Ordinary Resolutions 20 to 21 - Ratification of Prior Issues of Options

2.1 Background

During the last 2 months, the Company issued 100,000,000 Options (Class: UO01032022/\$0.002) without disclosure to investors under the exceptions provided in section 708 of the Corporations Act. The investors were not related parties of the Company. The Company had sufficient placement capacity under LR 7.1 for all the issues of Options.

2.2 Corporations Act

None of the allottees the subject of Resolutions 20 to 21 in conjunction with any of their associates, hold, either before, during, or after any of the issues the subject of Resolutions 20 to 21 more than 19.9% of the issued capital of the Company.

2.3 Listing Rule 7.4

Resolutions 20 to 21 seeks Shareholder ratification of the issues of Options pursuant to Listing Rule 7.4.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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. The issues of Options do not fit within any of these exceptions and, as those issues have not yet been approved by shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1 for the 12-month period following the dates of the issues of the Options.

Listing rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rule 7.1. To this end, Resolutions 20 and 21 seek shareholder approval for the issues of Options under and for the purposes of Listing Rule 7.4.

If each of Resolutions 20 and 21 is passed, the issues of Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the issues of Options.

If either of Resolutions 20 and 21 is not passed, the Options issued in respect of that Resolution will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the date of that issue of Options.

Relevant information for the purposes of the Listing Rules is provided at section 2.4 below.

EXPLANATORY STATEMENT

2.4 Technical information required by Listing Rule 7.5 for the Option Issues Ratifications

Resolution	Allottee	No of options	Issue Price	Value	Date Issued	Purpose of Issue
20	Whead Pty Ltd	50,000,000	\$0.0001	\$5,000	27-12-2019	Capital Raising. The Company raised \$ 5,000 which has been utilised as working capital towards the Kat Gap Project.
21	Whead Pty Ltd	50,000,000	\$0.0001	\$5,000	07-02-2020	Capital Raising. The Company raised \$ 5,000 which has been utilised as working capital towards the Kat Gap Project

The Options issued under Resolutions 20 and 21 are subject to the terms and conditions set out in Schedule 1.

Shares issued on exercise of Options will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.

2.5 Voting Exclusion Statement

A voting exclusion statement is included in the Notice in respect of each of Resolutions 20 to 21.

EXPLANATORY STATEMENT

GLOSSARY:

ASX means ASX Limited (ACN 008 724 791).

ASX Listing Rules or **Listing Rules** means the listing rules of ASX and any other rules of the ASX which are applicable while the entity is admitted to the Official List of the ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the board of Directors.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Company or **Classic Minerals** means Classic Minerals Limited (ACN 119 484 016).

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

General Meeting or **Meeting** means the General Meeting of the Company to be held on 24 March 2020.

Notice means the Notice of the General Meeting attached to this Explanatory Statement.

Options means the class of unlisted options with code UO01032022/\$0.002, expiring on 01 March 2022 with an exercise price of \$ 0.0020.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

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

Shareholder means a shareholder of the Company.

WST means Western Standard Time

EXPLANATORY STATEMENT

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

1. Each Option entitles the holder to acquire one Share.
2. The Options may be exercised at any time on or before 5.00pm (WST) on 1 March 2022. Each Option may be exercised by forwarding to the Company at its principal office the exercise notice, duly completed, together with payment of the sum of 0.2 cents (\$0.002) per Option exercised (**Exercise Notice**). The Options will lapse at 5.00pm (WST) on 1 March 2022.
3. The Options may be transferred by an instrument (duly stamped where necessary) in the form commonly used for transfer of Options at any time until 5.00pm (WST) on 1 March 2022, being the date, the Options expire.
4. Optionholders can only participate in new issues of securities provided they have first exercised their Options in which case the Optionholders shall be afforded the period of at least nine (9) business days prior to and inclusive of the record date (to determine entitlements to the issue) to exercise the Options.
5. Shares issued on the exercise of Options will be issued not more than fourteen (14) days after receipt of a properly executed Exercise Notice and application moneys. Shares allotted pursuant to the exercise of an Option will rank equally with the then issued ordinary shares of the Company in all respects. If the Company is listed on ASX it will, pursuant to the exercise of an Option, apply to ASX for quotation of the Shares issued as a result of the exercise, in accordance with the Corporations Act and the Listing Rules.
6. In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital at the time of the reconstruction.
7. If there is a bonus issue to shareholders, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
8. In the event that a pro rata issue (except a bonus issue) is made to the holders of the underlying securities in the Company, the exercise price of the Options may be reduced in accordance with Listing Rule 6.22.

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LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2020 GENERAL MEETING PROXY FORM

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

APPOINT A PROXY

The Chair of the meeting

OR

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

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held **at Sugar Room, Ibis Perth, 334 Murray Street, PERTH WA 6000 on 24 March 2020 at 11.00am WST** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Ratification of Prior Issue of Shares to Troca Enterprises Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue of Shares to Klaus Eckhof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares to Vienna Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares to Michael Lynch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares to Greenace Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Prior Issue of Shares to Whead Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of Shares to Michael Lynch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Prior Issue of Shares to Cadden Nominees Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of Prior Issue of Shares to Vienna Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of Prior Issue of Shares to Troca Enterprises Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Ratification of Prior Issue of Shares to Klaus Eckhof	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ratification of Prior Issue of Shares to Stock Assist Group Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Ratification of Prior Issue of Shares to Foskin Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ratification of Prior Issue of Shares to Greentimes Consulting Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Ratification of Prior Issue of Shares to CentralKal Drilling Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Ratification of Prior Issue of Shares to Greywood Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Ratification of Prior Issue of Shares to Gurindji Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Ratification of Prior Issue of Shares to Aneles Consulting Services Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19 Ratification of Prior Issue of Shares to Greywood Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20 Ratification of Prior Issue of Options to Whead Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21 Ratification of Prior Issue of Options to Whead Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am WST on 22 March 2020, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033