MRG Metals Limited ACN 148 938 532

Notice of General Meeting

and

Explanatory Statement

and

Proxy Form

General Meeting of MRG Metals Limited to be held at

RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria

on 7 February 2020 commencing at 12.00pm AEDT.

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in any doubt as how to vote, they should seek advice from their own independent financial, taxation or legal adviser without delay.

MRG Metals Limited ACN 148 938 532

General information

This notice of meeting (**Notice**) relates to a general meeting (**Meeting**) of the Shareholders of the Company (**Shareholders**).

The Meeting will take place at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria on 7 February 2020 commencing at 12.00pm AEDT.

The following documents accompany this Notice and are designed to assist Shareholders' understanding of the resolutions under consideration (**Resolutions**):

- **Explanatory Statement**: provides an explanation of the Resolutions and the disclosures required by law and has been prepared with the assistance of the Company's legal adviser, Moray & Agnew; and

- **Proxy form**: to be used by Shareholders to appoint a proxy to vote on their behalf at the Meeting.

Shareholders should read the above documents carefully and if they are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Defined terms used in this Notice have the meanings given to them in the Glossary section at the end of this Notice.

Key dates for Shareholders

Event	Date*
Despatch of Notice to Shareholders	6 January 2020
Deadline for lodging proxy form for Meeting	12.00pm AEDT on 5 February 2020
Record date for eligibility to vote at Meeting	7.00pm AEDT on 5 February 2020
General Meeting	12.00pm AEDT on 7 February 2020

* Shareholders should note the above timetable is indicative only and may be varied in consultation with ASX. Any changes to the above timetable will be released to the ASX.

MRG Metals Limited ACN 148 938 532

General Meeting: Agenda

The business to be transacted at the Meeting is set out below:

Special Business

1. **Resolution 1 - Ratification of prior issue of Tranche 1 Placement Shares to Placement Shareholders under ASX Listing Rule 7.1**

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

"*That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 35,760,000 Tranche 1 Placement Shares at an issue price of $0.01 per Tranche 1 Placement Share in connection with the Tranche 1 Placement as set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 1:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) any person who participated in the issue of the Tranche 1 Placement Shares under ASX Listing Rule 7.1 or is a counterparty to the agreement being approved; and

(b) any Associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution if:

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. **Resolution 2 - Ratification of prior issue of Tranche 1 Placement Options to Placement Shareholders under ASX Listing Rule 7.1**

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

"*That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 62,500,000 Tranche 1 Placement Options in connection with the Tranche 1 Placement as set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 2:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) any person who participated in the issue of the Tranche 1 Placement Shares and the Tranche 1 Placement Options under ASX Listing Rule 7.1 or is a counterparty to the agreement being approved; and

(b) any Associates of those persons.

However, the Company need not disregard a vote if cast in favour of this Resolution if

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3 - Ratification of prior issue of Tranche 1 Placement Shares to Placement Shareholders under ASX Listing Rule 7.1A

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

"*That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 89,240,000 Tranche 1 Placement Shares at an issue price of $0.01 per Tranche 1 Placement Share in connection with a placement as set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 3:

The Company will disregard any votes cast in favour of this Resolution by on behalf of:

(a) any person who participated in the issue of Tranche 1 Placement Shares under ASX Listing Rule 7.1A or is a counterparty to the agreement being approved; and

(b) any Associates of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution if:

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4 - Ratification of prior issue of Shares and MRQOB Options – Pinnacle Equities Pty Ltd (or its nominees) under ASX Listing Rule 7.1**

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

"*That for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval is given to ratify the prior issue of 6,875,000 Shares and 3,437,500 MRQOB Options to Pinnacle Equities Pty Ltd or its nominees and otherwise on the terms and conditions set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 4:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) Pinnacle (or its nominees);

(b) any person who participated in the issue of Pinnacle Shares and Pinnacle Options or is a counterparty to the agreement being approved; and

(c) an Associate of any of the persons described in paragraphs (a) and (b) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **Resolution 5 - Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Andrew Van Der Zwan (or his nominee)**

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

"*That for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of 3,000,000 Tranche 2 Placement Shares and free attaching 1,500,000 Tranche 2 Placement Options to Andrew Van Der Zwan (or his nominee) on the terms and conditions set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 5:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) Andrew Van Der Zwan (or his nominee);

(b) any person who is to receive securities that are subject of the approval under Resolution 5;

(c) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company); and

(d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder vote in that way.

6. Resolution 6 - Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Christopher Gregory (or his nominee)

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

"*That for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of 2,000,000 Tranche 2 Placement Shares and free attaching 1,000,000 Tranche 2 Placement Options to Christopher Gregory (or his nominee) on the terms and conditions set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 6:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) Christopher Gregory (or his nominee);

(b) any person who is to receive securities that are subject of the approval under Resolution 6; and

(c) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company); and

(d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 - Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Shane Turner (or his nominee)

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

"*That, for the purposes of ASX Listing Rule 10.11 and all other purposes, approval is given for the issue of 1,000,000 Tranche 2 Placement Shares and free attaching 500,000 Tranche 2 Placement Options to Shane Turner (or his nominee) on the terms and conditions set out in the Explanatory Statement.*"

Voting exclusion statement on Resolution 7:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

(a) Shane Turner (or his nominee); and

(b) any person who is to receive securities that are subject of the approval under Resolution 7; and

(c) any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of Shares in the Company); and

(d) any Associates of any of the persons referred to in paragraphs (a), (b) and (c) above.

However, the Company need not disregard a vote cast in favour of this Resolution if:

(i) it is cast by a person as a proxy or an attorney for a person who is entitled to vote on the resolution in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or

(ii) it is cast by the person chairing the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the direction given to the chair to vote on the resolution as the chair decides; or

(iii) it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary, provided the following conditions are met:

(A) 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 this Resolution; and

(B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By order of the board:



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Andrew Van Der Zwan
Chairman
18 December 2019

Notes

Who may vote?	The Directors have determined, in accordance with Regulation 7.11.37 of the *Corporations Regulation (Cth) 2001*, that all Shares of the Company that are quoted on ASX at 7.00pm AEDT on 5 February 2020 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. This means that any person registered as the holder of Shares at 7.00pm AEDT on 5 February 2020 is entitled to attend and vote at the Meeting in respect of those Shares. If you are not the registered holder of a Share at that time, you will not be entitled to vote at the Meeting in respect of that Share.
How to vote	You may vote in one of two ways: • attending the Meeting and voting in person (if a corporate shareholder, by representative- see below on how to vote by representative); or • voting by proxy (see below on how to vote by proxy).
Proxies: appointment	In accordance with section 249L of the Corporations Act, Shareholders are advised that: • A Shareholder of the Company who is entitled to attend and vote at the Meeting has a right to appoint a person as their proxy to attend and vote for the Shareholder at the Meeting; • A proxy need not be a Shareholder of the Company; and • A Shareholder 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 Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's vote, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes. Shareholders and their proxies should be aware 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 Chairman of the Meeting, 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 ono 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 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: o the proxy is not recorded as attending the meeting; or o 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. To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out in the Proxy Form.
Proxies: lodgement	To be valid, a Proxy Form must be received by the Company by no later than 12.00pm AEDT on 5 February 2020 (**Proxy Deadline**). Proxy Forms may be submitted by: (a) online via: Link Market Services at linkmarketservices.com.au; (b) hand delivery to: MRG Metals Limited, 12 Anderson Street West, Ballarat VIC; (c) post to: MRG Metals Limited, PO Box 237, Ballarat VIC 3353, Australia; or (d) facsimile: +61 3 5330 5890. The Proxy Form must be signed by the Shareholder or the Shareholder's attorney, or where the Shareholder is a body corporate, by its corporate representative or at least 2 officers of that Shareholder. Where the Proxy Form is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of

	the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.
Body corporate representative	A Shareholder of the Company who is a body corporate and who is entitled to attend and vote at the Meeting, or a validly appointed proxy who is a body corporate and who is appointed by a Shareholder of the Company entitled to attend and vote at the Meeting, may appoint a person to act as its representative at the Meeting by providing that person with: (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.
Voting procedure	Every question arising at the Meeting will be decided in the first instance by a poll. Upon a poll, every person entitled to vote who is present in person or by proxy, representative or attorney will have one vote for each voting Share held by that person.
Enquiries	For all enquiries, please contact the Company Secretary, Mr Shane Turner, on +61 (03) 5330 5800 or +61 (0) 404 033 450.

MRG Metals Limited ACN 148 938 532 (Company)

Explanatory Statement

Introduction

The Explanatory Statement has been prepared for the purposes of the Corporations Act and the ASX Listing Rules. The purpose of this Explanatory Statement is to provide Shareholders with all the information known to the Company that is material to Shareholders in deciding whether or not to approve the Resolutions as set out in the Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full and in conjunction with the Notice before making any decisions in relation to the proposed Resolutions.

Items of Special Business

1. Resolutions 1, 2 and 3 - Ratification of prior issue of Tranche 1 Placement Shares and Tranche 1 Placement Options to Placement Shareholders

1.1 Overview

On 4 December 2019, the Company announced details of a capital raising comprised of a placement of 125,000,000 Shares at an issue price of $0.01 per Share (**Tranche 1 Placement Shares**), together with 62,500,000 free attaching MRQOB Options (**Tranche 1 Placement Options**), to institutional and sophisticated investors to raise up to $1,250,000 (before costs) pursuant to ASX Listing Rules 7.1 and 7.1A (**Tranche 1 Placement**).

Tranche 1 Placement Shares and the Tranche 1 Placement Options were issued as follows:

(a) one free attaching Tranche 1 Placement Option was granted for every two Tranche 1 Placement Shares issued;

(b) 35,760,000 Placement Shares and all of the 62,500,000 Tranche 1 Placement Options were issued under the Company's placement capacity under ASX Listing Rule 7.1; and

(c) 89,240,000 Placement Shares were issued under the Company's 10% placement capacity under ASX Listing Rule 7.1A, which was approved by Shareholders at the Company's annual general meeting held on 28 November 2019 (**2019 AGM**).

Resolutions 1 and 2 seek Shareholder ratification for the issue of the Tranche 1 Placement Shares and the Tranche 1 Placement Options referred to in paragraph 1.1(b) above, while Resolution 3 seeks Shareholder ratification for the issue of the Tranche 1 Placement Shares referred to in paragraph 1.1(c) above.

1.2 ASX Listing Rules 7.1, 7.1A and 7.4

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period (**15% Placement Capacity**), without shareholder approval.

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

ASX Listing Rule 7.4 allows the shareholders of a company to approve a previous issue of securities made under the 15% Placement Capacity under ASX Listing Rule 7.1 or under the additional 10% Placement Capacity under ASX Listing Rule 7.1A, provided that the issue did not breach the 15% Placement Capacity set out by ASX Listing Rule 7.1. If they do, the previous issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1.

1.3 Resolutions 1 and 2

Resolution 1 seeks Shareholder ratification for the prior issue of 35,760,000 Tranche 1 Placement Shares, while Resolution 2 seeks Shareholder ratification for the prior issue of 62,500,000 Tranche 1 Placement Options, on 10 December 2019.

These Tranche 1 Placement Shares and Tranche 1 Placement Options were issued by way of the Tranche 1 Placement under the Company's 15% Placement Capacity pursuant to ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities under ASX Listing Rule 7.1, without Shareholder approval over 12 month period following the issue date of 10 December 2019.

If at the Meeting, Shareholders of the Company approve the ratification of the previous issue of the 35,760,000 Tranche 1 Placement Shares pursuant to Resolution 1, and 62,500,000 Tranche 1 Placement Options pursuant to Resolution 2, those Tranche 1 Placement Shares and Tranche 1 Placement Options will be deemed to have been issued with Shareholder approval and will not reduce the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

Therefore, the effect of Shareholders passing Resolutions 1 and 2 is the reinstatement of the Company's maximum 15% Placement Capacity allowing it to issue equity securities, if required, in the next 12 months without requiring Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 1 and 2 are not passed, the Tranche 1 Placement Shares and Tranche 1 Placement Options which are the subject of Resolutions 1 and 2 will be included in calculating the Company's 15% Placement Capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

1.4 Resolution 3

Resolution 3 seeks Shareholder ratification for the prior issue of 89,240,000 Tranche 1 Placement Shares on 10 December 2019 by way of the Tranche 1 Placement under the Company's additional 10% Placement Capacity under ASX Listing Rule 7.1A, which was obtained at the Company's 2019 AGM. The 10% Placement Capacity is in addition to the Company's 15% Placement Capacity, reducing the Company's capacity to issue further equity securities under ASX Listing Rule 7.1A, without Shareholder approval over 12 month period following the issue date of 10 December 2019.

If at the Meeting, Shareholders ratify the previous issue of the 89,240,000 Tranche 1 Placement Shares pursuant to Resolution 3, those Tranche 1 Placement Shares will be deemed to have been issued with Shareholder approval and will not reduce the Company's additional 10% Placement Capacity under ASX Listing Rule 7.1A.

Therefore, the effect of Shareholders passing Resolution 3 is the reinstatement of the Company's additional 10% Placement Capacity under ASX Listing Rule 7.1A during the balance of the 12 month period from the date of the Company's 2019 AGM, without requiring Shareholder approval.

If Resolution 3 is not passed, the Tranche 1 Placement Shares which are the subject of Resolutions 3 will be included in calculating the Company's 10% Placement Capacity in ASX Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

1.5 Technical Information Required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in relation to Resolutions 1, 2 and 3:

Number and class of securities issued	125,000,000 Tranche 1 Placement Shares and 62,500,000 Tranche 1 Placement Options were issued on the following basis: (a) 35,760,000 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1 (Resolution 1). (b) 62,500,000 Tranche 1 Placement Options were issued under ASX Listing Rule 7.1 (Resolution 2). (c) 89,240,000 Tranche 1 Placement Shares were issued under ASX Listing Rule 7.1A (Resolution 3).
Price	Issue price per Tranche 1 Placement Share was $0.01.

	The Tranche 1 Placement Options were issued for nil cash consideration as free attaching options on a 1:2 basis to subscribers for Tranche 1 Placement Shares. However, the Tranche 1 Placement Options are exercisable at $0.01 each.
Terms	The Tranche 1 Placement Shares are fully paid and rank pari passu with all existing ordinary Shares The terms of the Tranche 1 Placement Options are annexed at Annexure A.
Dates on which the securities were issued	10 December 2019
Names of persons to whom securities were issued	The Tranche 1 Placement Shares and Tranche 1 Placement Options were allotted and issued to institutional and sophisticated investors, who are not Related Parties of the Company (**Placement Shareholders**).
Purpose of issue and use of funds raised	Funds raised from the issue of the Tranche 1 Placement Shares are intended to fund the Mozambique Heavy Mineral Sands exploration program and for working capital. No funds were raised from the issue of the Tranche 1 Placement Options as the Tranche 1 Placement Options were issued for nil cash consideration as free attaching options on a 1:2 basis to subscribers for Tranche 1 Placement Shares.
Securities issued under an agreement	The Tranche 1 Placement Shares and Tranche 1 Placement Options were not issued under an agreement.
Voting exclusion statements	Voting exclusion statements are contained in the Notice.

The Directors consider it appropriate and prudent for ratification to be sought at the Meeting, in respect of the issue of the Tranche 1 Placement Shares and Tranche 1 Placement Options.

The Directors believe this ratification will assist the Company in managing its capital requirements efficiently by ensuring that the 15% Placement Capacity under ASX Listing Rule 7.1 and the additional 10% Placement Capacity under ASX Listing Rule 7.1A are not diminished by the issuance of the Tranche 1 Placement Shares and Tranche 1 Placement Options and capacity is available for financing its operations

and acquisitions through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.

In particular, the Directors note that, if this approval is not obtained at the Meeting, the Company may be required to incur additional costs and delays, if the Directors subsequently propose to issue securities which do not fall under an exception in ASX Listing Rule 7.2 to the 15% Placement Capacity under ASX Listing Rule 7.1 and the additional 10% Placement Capacity under ASX Listing Rule 7.1A.

Recommendation: The Board recommends that Shareholders vote **in favour** of these Resolutions 1, 2 and 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1, 2 and 3.

2. Resolution 4 - Ratification of prior issue of Shares and MRQOB Options – Pinnacle Equities Pty Ltd (or its nominees)

2.1 Background

On 1 December 2019, the Company entered into a mandate arrangement with Pinnacle (**Pinnacle Mandate**) whereby Pinnacle was entitled to be paid, as consideration for providing certain capital raising services, a Lead Manager's fee equal to 1% of the capital raised under the Tranche 1 Placement and a capital raising fee equal to 5% of capital directly raised by Pinnacle (subject to the Company obtaining the necessary Shareholders approval (if required)).

The total capital raising fee to which Pinnacle was entitled upon successful completion of the Tranche 1 Placement consisted of:

(a) 6,875,000 Shares (**Pinnacle Shares**) to be issued at $0.01 per Share, together with 3,437,500 free attaching MRQOB Options (**Pinnacle Options**); and

(b) cash payment of $13,750 including 10% GST (**Capital Raising Fee**).

Resolution 4 seeks Shareholder ratification for the prior issue of 6,875,000 Pinnacle Shares, together with 3,437,500 Pinnacle Options, on 10 December 2019.

These Pinnacle Shares and Pinnacle Options were issued under the Company's 15% Placement Capacity pursuant to ASX Listing Rule 7.1, reducing the Company's capacity to issue further equity securities under ASX Listing Rule 7.1, without Shareholder approval over 12 month period following the issue date of 10 December 2019.

If at the Meeting, Shareholders of the Company approve the ratification of the previous issue of the Pinnacle Shares and the Options pursuant to Resolution 4, those Pinnacle Shares and Pinnacle Options will be deemed to have been issued with Shareholder approval and will not reduce the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

Summaries of ASX Listing Rule 7.1 and ASX Listing Rule 7.4 are contained in section 1.2 above.

Therefore, the effect of Shareholders passing Resolution 4 is the reinstatement of the Company's maximum 15% Placement Capacity allowing it to issue equity securities, if required, in the next 12 months without requiring Shareholder approval under ASX Listing Rule 7.1.

If Resolution 4 is not passed, the Pinnacle Shares and Pinnacle Options which are the subject of Resolution 4 will be included in calculating the Company's 15% Placement Capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

2.2 Technical Information Required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders in relation to Resolution 4:

Number and class of securities issued	6,875,000 Shares 3,437,500 MRQOB Options
Price	The Pinnacle Shares and Pinnacle Options were issued for nil cash consideration, being issued in satisfaction of $68,750 of the total GST inclusive Capital Raising Fees payable by the Company to Pinnacle under Pinnacle Mandate. However, the Pinnacle Options will be exercisable at $0.01.
Terms	The Pinnacle Shares are fully paid ordinary shares in the capital of the Company issued on the same terms as the Company's existing Shares. The Pinnacle Options were issued on the terms and conditions in Annexure A.
Dates on which the securities were issued	10 December 2019
Names of persons to whom securities were issued	Pinnacle or its nominee.
Purpose of issue and use of funds raised	No funds were raised from the issue of the Pinnacle Shares and the Pinnacle Options as they were issued in lieu of the fees payable to Pinnacle pursuant to the Pinnacle Mandate.
Securities issued under an agreement	The Pinnacle Shares and Pinnacle Options were issued under the Pinnacle Mandate. The key

	terms of the Pinnacle Mandate are set out in section 2.1 above.
Voting exclusion statements	Voting exclusion statements are contained in the Notice.

Recommendation: The Board recommends that Shareholders vote **in favour** of this Resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

3. Resolutions 5, 6 and 7 – Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Andrew Van Der Zwan (or his nominee), Christopher Gregory (or his nominee) and Shane Turner (or his nominee)

3.1 Background

On 4 December 2019, the Company announced the Placement of Tranche 1 Placement Shares and Tranche 1 Placement Options to raise $1,250,000, before costs (**Tranche 1 Placement**).

In addition to the Tranche 1 Placement, the Company advised that it would seek shareholder approval to raise $60,000 from Directors of the Company under the same terms and conditions offered to subscribers under the Tranche 1 Placement (**Tranche 2 Placement**), being the opportunity to subscribe for up to 6,000,000 Shares (**Tranche 2 Placement Shares**) at $0.01 per Tranche 2 Placement Share, with one (1) free attaching MRQOB Option for every two (2) Tranche 2 Placement Shares allotted to issue up to 3,000,000 MRQOB Options (**Tranche 2 Placement Options**).

Shareholder approval is now sought to place up to:

- 3,000,000 Tranche 2 Placement Shares and 1,500,000 free attaching Tranche 2 Placement Options, to Andrew Van Der Zwan or his nominee;
- 2,000,000 Tranche 2 Placement Shares and 1,000,000 free attaching Tranche 2 Placement Options, to Christopher Gregory or his nominee; and
- 1,000,000 Tranche 2 Placement Shares and 500,000 free attaching Tranche 2 Placement Options, to Shane Turner or his nominee.

Resolutions 5, 6 and 7 seek Shareholder approval pursuant to ASX Listing Rule 10.11 to allow for the issue of the Tranche 2 Placement Securities to Andrew Van Der Zwan or his nominee, Christopher Gregory or his nominee and Shane Turner or his nominee, as described above (collectively**, Tranche 2 Placement Securities**).

3.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, an entity must not issue or agree to issue equity securities to any of the following persons without the approval of holders of ordinary securities:

(a) a Related Party (ASX Listing Rule 10.11.1); or

(b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the entity (ASX Listing Rule 10.11.2); or

(c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the entity and who has nominated a director to the board of the entity pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3); or

(d) an Associate of a person referred to in ASX Listing Rule 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or

(e) a person whose relationship with the entity or a person referred to in paragraphs (a) to (c) above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5).

The proposed issue falls within ASX Listing Rule 10.11.1, which prohibits the issue of equity securities to related parties without Shareholder approval, unless an exception under ASX Listing Rule 10.12 applies.

It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply to the proposed issue of the Tranche 2 Placement Securities, and the proposed issue therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

Resolutions 5, 6 and 7 seek the required approval to the proposed issue of the Tranche 2 Placement Securities and for the purposes of ASX Listing Rule 10.11.

Exception 7 of ASX Listing Rule 10.12 provides that equity securities may be issued to related parties without Shareholder approval, provided that the person received the equity securities on the conversion of convertible securities which were issued either before the entity was listed or the issue of the convertible securities complied with the ASX Listing Rules.

In the event Resolutions 5, 6 and 7 are approved, the Company will be able to proceed with the proposed issue of the Tranche 2 Placement Securities, increasing the number of Shares held by them in the Company and diluting other Shareholders' Shareholdings in the Company proportionately. Any Shares issued upon exercise of the Tranche 2 Placement Options would then fall under Exception 7 to ASX Listing Rule 10.12 and not require further Shareholder approval under ASX Listing Rule 10.11.

If Resolutions 5, 6 and 7 are not approved, the Company will be unable to proceed with the proposed issue of the Tranche 2 Placement Securities.

3.3 ASX Listing Rule 7.1

Exception 14 of ASX Listing Rule 7.2 provides that approval under ASX Listing Rule 7.1 will not be required if the issue of equity securities is made with the approval of Shareholders under ASX Listing Rule 10.11.

As approval for the issue of the Tranche 2 Placement Securities to Andrew Van Der Zwan, Christopher Gregory and Shane Turner (or their respective nominees) is being sought under ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.

3.4 Technical Information Required by ASX Listing Rule 10.13

For the purposes of ASX Listing Rule 10.13, which contains the requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to Shareholders:

	Securities to be issued to Andrew Van Der Zwan or his nominee (Resolution 5)	**Securities to be issued to Christopher Gregory or his nominee (Resolution 6)**	**Securities to be issued to Shane Turner or his nominee (Resolution 7)**
Name of recipient	Andrew Van Der Zwan or his nominee	Christopher Gregory or his nominee	Shane Turner or his nominee
Which category in ASX Listing Rules 10.11.1-10.11.5 the recipient falls into	Andrew Van Der Zwan is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.	Christopher Gregory is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.	Shane Turner is a Director of the Company and therefore a Related Party under ASX Listing Rule 10.11.1.
Number and class of Securities to be issued	3,000,000 Tranche 2 Placement Shares 1,500,000 Tranche 2 Placement Options	2,000,000 Tranche 2 Placement Shares 1,000,000 Tranche 2 Placement Options	1,000,000 Tranche 2 Placement Shares 500,000 Tranche 2 Placement Options
Date by which entity will issue securities	If Resolution 5 is passed, all Tranche 2 Placement Shares and Tranche 2 Placement Options are expected to be issued on the same date of the Meeting and in any event, by no later than 1 month of the date of the Meeting.	If Resolution 6 is passed, all Tranche 2 Placement Shares and Tranche 2 Placement Options are expected to be issued on the same date of the Meeting and in any event, by no later than 1 month of the date of the Meeting.	If Resolution 7 is passed, all Tranche 2 Placement Shares and Tranche 2 Placement Options are expected to be issued on the same date of the Meeting and in any event, by no later than 1 month of the date of the Meeting.
Status of Related Party relationship	Andrew Van Der Zwan is a Director of the Company His nominee (if any) will be his Associate.	Christopher Gregory is a Director of the Company His nominee (if any) will be his Associate.	Shane Turner is a Director of the Company His nominee (if any) will be his Associate.
Issue price, exercise price and terms for Tranche 2 Placement Securities	The Tranche 2 Placement Shares will be issued for an issue price of $0.01 per Share. The Tranche 2 Placement Shares will rank pari	The Tranche 2 Placement Shares will be issued for an issue price of $0.01 per Share. The Tranche 2 Placement Shares will rank pari	The Tranche 2 Placement Shares will be issued for an issue price of $0.01 per Share. The Tranche 2 Placement Shares will rank pari

<table>
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<td>passu with all existing securities in their class.

The Tranche 2 Placement Options will be issued for nil cash consideration, as free attaching MRQOB Options on a 1:2 basis. However, the Tranche 2 Placement Options are exercisable at $0.01 each.

The Tranche 2 Placement Options are issued on the following high level terms:

<table><tr><td>Exercise price</td><td>$0.01 each</td></tr><tr><td>Expiry date</td><td>20 December 2020</td></tr></table>
A summary of the complete terms of these Options are detailed in Annexure A.</td>
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A summary of the complete terms of these Options are detailed in Annexure A.</td>
</tr>
<tr>
<td>Purpose of issue and intended use of funds raised</td>
<td>It is intended that the funds raised by the issue of these Tranche 2 Placement Shares will be used to fund the Mozambique Heavy Mineral Sands exploration program and for working capital.

No funds were raised from the issue of the Tranche 2 Placement Options.</td>
<td>It is intended that the funds raised by the issue of these Tranche 2 Placement Shares will be used to fund the Mozambique Heavy Mineral Sands exploration program and for working capital.

No funds were raised from the issue of the Tranche 2 Placement Options.</td>
<td>It is intended that the funds raised by the issue of these Tranche 2 Placement Shares will be used to fund the Mozambique Heavy Mineral Sands exploration program and for working capital.

No funds were raised from the issue of the Tranche 2 Placement Options.</td>
</tr>
<tr>
<td>Director remuneration</td>
<td>The Tranche 2 Placement Shares and Tranche 2 Placement Options are not issued as Director remuneration or in order to incentivise the Director.</td>
<td>The Tranche 2 Placement Shares and Tranche 2 Placement Options are not issued as Director remuneration or in order to incentivise the Director.</td>
<td>The Tranche 2 Placement Shares and Tranche 2 Placement Options are not issued as Director remuneration or in order to incentivise the Director.</td>
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<tr>
<td>Securities issued under an agreement</td>
<td>The Tranche 2 Placement Shares and Tranche 2 Placement Options were</td>
<td>The Tranche 2 Placement Shares and Tranche 2 Placement Options were</td>
<td>The Tranche 2 Placement Shares and Tranche 2 Placement Options were</td>
</tr>
</table>

	not issued under an agreement.	not issued under an agreement.	not issued under an agreement.
Voting exclusion statement	Voting exclusion statements are contained in the Notice.	Voting exclusion statements are contained in the Notice.	Voting exclusion statements are contained in the Notice.

3.5 Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, for a public company to give a financial benefit to a Related Party, the public company must:

(a) obtain the approval of the Company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

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

The issue of the Tranche 2 Placement Securities would constitute giving a financial benefit and Andrew Van Der Zwan, Christopher Gregory and Shane Turner are all Related Parties of the Company by virtue of being Directors of the Company.

The Directors (with respect to each of Resolutions 5, 6 and 7 that do not relate directly to themselves) consider that Shareholders' approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Tranche 2 Placement Securities proposed to be issued to Andrew Van Der Zwan, Christopher Gregory and Shane Turner (or their respective nominees) as such issue is at the same price and on the same terms as the Tranche 1 Placement Securities issued to Tranche 1 Placement Shareholders who are not Related Parties. As such, the giving of the financial benefit is on arm's length terms.

The issue of Tranche 2 Placement Securities under Resolutions 5, 6 and 7 will result in the dilution to Shareholders' interest in the Company. However, the Board considers that the issue of Tranche 2 Placement Securities to Mr Van Der Zwan, Mr Gregory and Mr Turner (or their respective nominees) will recognise their previous commitments to capital raising undertaken by the Company and will help to further align their interests with Shareholders.

Recommendation: The Board recommends that Shareholders vote **in favour** of the Resolutions set out in items 5, 6 and 7. For the avoidance of doubt, Andrew Van Der Zwan has abstained from giving a recommendation in relation to the Resolution 5, Christopher Gregory has abstained from giving a recommendation in relation to the Resolution 6 and Shane Turner has abstained from giving a recommendation in relation to the Resolution 7.

Other information

The Board is not aware of any other information which is relevant to the consideration by Shareholders of the proposed Resolutions which are detailed in the Notice. Prior to making any decision, Shareholders may wish to seek advice from their own independent accountant, solicitor or other financial adviser as to the effect of the proposed Resolution

Open proxies

To the extent permitted by law, it is the intention of the Chairman of the Meeting to vote all undirected proxies granted to him in favour of the Resolutions.

Glossary

Capitalised terms used in this Notice and the Explanatory statement have the following meanings:

$ means Australian Dollars;

2019 AGM has the meaning given to it in paragraph 1.1 of the Explanatory Statement;

AEDT means Australian Eastern Daylight Time;

ASIC means the Australian Securities and Investments Commission;

Associate has the meaning given to that term in Chapter 19 of the ASX Listing Rules;

ASX means the Australian Securities Exchange or ASX Limited as the context requires;

ASX Listing Rules means the listing rules of ASX;

Board means the board of Directors;

Company means MRG Metals Limited ACN 148 938 532;

Constitution means the constitution of the Company;

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

Director(s) means the directors of the Company from time to time;

Explanatory Statement means the explanatory statement that accompanies this Notice, and includes Annexure documents;

MRQOB Option means an Option issued by the Company on the terms set out in Annexure A and quoted on ASX under code 'MRQOB';

Meeting means the meeting of the Company to be held at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria on 7 February 2020 at 12.00pm AEDT;

Notice means the notice convening the Meeting;

Option means an option to subscribe for a Share in the Company;

Official Quotation means official quotation on ASX;

Pinnacle means Pinnacle Equities Pty Ltd;

Pinnacle Mandate has the meaning given to it in paragraph 2 of the Explanatory Statement;

Pinnacle Options has the meaning given to it in paragraph 2 of the Explanatory Statement;

Pinnacle Shares has the meaning given to it in paragraph 2 of the Explanatory Statement;

Placement Shareholders has the meaning given to it in paragraph 1.1 of the Explanatory Statement;

Proxy Form means the proxy form accompanying this Notice;

Related Party has the meaning given to it in section 228 of the Corporations Act or Chapter 19 of the ASX Listing Rules (as the context requires);

Resolution means a resolution to be voted on at the Meeting, the details of which are set out in the Notice;

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

Shareholder means a holder of a Share;

Tranche 1 Placement has the meaning to it in Paragraph 1.1 of the Explanatory Statement;

Tranche 1 Placement Options has the meaning to it in Paragraph 1.1 of the Explanatory Statement;

Tranche 1 Placement Shares has the meaning to it in Paragraph 1.1 of the Explanatory Statement;

Tranche 2 Placement has the meaning to it in Paragraph 3.1 of the Explanatory Statement;

Tranche 2 Placement Options has the meaning to it in Paragraph 3.1 of the Explanatory Statement;

Tranche 2 Placement Shares has the meaning to it in Paragraph 3.1 of the Explanatory Statement; and

Tranche 2 Securities means the Tranche 2 Placement Shares and Tranche 2 Placement Options.

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ANNEXURE A: TERMS OF MRQOB OPTIONS

The Tranche 1 Placement Options, Tranche 2 Placement Options and Pinnacle Options are MRQOB Options and are issued on the terms below.

1. Each option entitles the optionholder to subscribe for 1 fully paid ordinary share (**Share**) in the capital of MRG Metals Limited (ACN 148 938 532) (the **Company**) at $0.01 ("exercise price").

2. All Shares issued upon exercise of the options will rank equally in all respects with the then issued Shares.

3. Except as permitted by clause 9, there are no participating rights or entitlements conferred on the options and the optionholder will not be entitled to participate with respect to the options in new issues offered to shareholders during the term of the options without exercising the options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the relevant record date will be at least 10 Business Days (being a day that is not a Saturday, Sunday or public holiday in Melbourne, Victoria) after the optionholder is notified of the relevant issue. This will give the holder the opportunity to exercise the options prior to the date for determining entitlements and to participate in any such issue as a shareholder.

4. In the event of any reorganisation of capital of the Company, prior to the expiry date for exercise of the options, the number of options to which the optionholder is entitled or the exercise price of the options or both shall be changed to comply with the Listing Rules of the Australian Securities Exchange (**ASX**) applying to a reorganisation of capital at the time of reorganisation.

5. The number of options held will appear on an option holder statement which will be accompanied by a Notice of Exercise of Options that is to be completed when exercising options as follows:

> Notice of Exercise of Options
>
> To the Directors of MRG Metals Ltd ACN 148 938 532 (the "Company"),
> I, ……..
> of …….
> being the registered holder of options in the capital of the Company hereby exercise …… such options to subscribe for fully paid ordinary shares in the Company ("Shares") and enclose application monies payable of one (1) cent per option exercised.
>
> I authorise you to register me as the holder of the Shares to be issued to me and agree to accept such Shares subject to the constitution of the Company.
> Dated the day of 20__
> Signed by)
> the holder of the options) ……

6. The options can be exercised at any time prior to their expiry date by completing the Notice of Exercise of Options form (similar to the one in paragraph 5) and delivering it to the Company with the exercise monies payable to the Company.

7. The Company shall, within 10 Business Days after the receipt of a valid Notice of Exercise of Options, issue Shares in respect of the options exercised and arrange for a holding statement for the Shares to be despatched to the optionholder. The

Company will, within 10 Business Days after the date of allotment of those Shares, apply for official quotation by the ASX of all Shares issued upon the exercise of the options. Any option that has not been exercised prior to the relevant expiry date automatically lapses on the expiry date.

8. The Company will advise optionholders at least 20 Business Days before the impending expiry of their options and will advise such other details as the ASX Listing Rules then prescribe, so as to enable optionholders to determine whether or not to exercise their options.

9. If, prior to the expiry date, the Company makes a bonus issue of shares to shareholders of the Company, then, upon the exercise of the options, the options holders would be entitled to have issued to them, in addition to the shares which would otherwise be issued to them upon exercise of their options, the shares which would have been issued under that bonus issue (**Bonus Shares**). If, on the record date applicable to the Bonus Shares, they had been registered as the holder of the shares to be issued to them upon exercise of the options, such Bonus Shares will be paid by the Company out of profits or reserves in the same manner as was applied in relation to the bonus issue and upon issue will rank equally in all respects with the Bonus Shares.

10. The optionholder may exercise any number of the options without prejudice to the optionholder's ability to subsequently exercise any remaining options.

11. Subject to any escrow conditions, the options are freely transferable.

12. The Company will apply for official quotation by the ASX of the options in accordance with ASX Listing Rules.

13. Each option will expire on 20 December 2020 (“expiry date”).

14. There is no right to vary the expiry date, the exercise price or the underlying securities over which the options can be exercised.

15. The parties agree that, in so far as the ASX Listing Rules are applicable to the options, the parties shall do all acts, matters and things necessary to comply with the ASX Listing Rules in respect of the treatment of the options and the rights of the optionholder.

MRG Metals Limited
ACN 148 938 532

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
MRG Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of MRG Metals Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the General Meeting of the Company to be held at **12:00pm (AEDT) on Friday, 7 February 2020 at RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria 3000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

		For	Against	Abstain*
1	Ratification of prior issue of Tranche 1 Placement Shares to Placement Shareholders under ASX Listing Rule 7.1	☐	☐	☐
2	Ratification of prior issue of Tranche 1 Placement Options to Placement Shareholders under ASX Listing Rule 7.1	☐	☐	☐
3	Ratification of prior issue of Tranche 1 Placement Shares to Placement Shareholders under ASX Listing Rule 7.1A	☐	☐	☐
4	Ratification of prior issue of Shares and MRQOB options issued to Pinnacle Equities Pty Ltd (or its nominees) under ASX Listing Rule 7.1	☐	☐	☐
5	Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Andrew Van Der Zwan (or his nominee)	☐	☐	☐
6	Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options to Christopher Gregory (or his nominee)	☐	☐	☐
7	Approval of proposed issue of Tranche 2 Placement Shares and Tranche 2 Placement Options issue to Shane Turner (or his nominee)	☐	☐	☐

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the 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. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item 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 item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm (AEDT) on Wednesday, 5 February 2020,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

BY MAIL

MRG Metals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

BY FAX

+61 2 9287 0309

BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.

ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

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