

Chairman's Letter

22 July 2020

Dear Shareholder

Resolution Minerals Ltd Share Purchase Plan

On behalf of the board of directors (**Board**) of Resolution Minerals Ltd (ACN 617 789 732) (**Company**), I am pleased to offer eligible shareholders with the opportunity to subscribe for up to \$30,000 of new fully paid ordinary shares in the Company (**New Shares**) and a minimum of \$2,500 of New Shares, free of brokerage and commission, under a Share Purchase Plan (**SPP or Plan**), at an issue price of 7.0 cents per New Share.

Summary

- SPP priced at 7.0 cents per Share targeting to raise \$1.0 million.
- One (1) for One (1) free unattached 12c strike price Option, with a 3 year exercise period
- Minimum application \$2,500 and maximum application \$30,000 per Eligible Shareholder
- Options subject to shareholder approval; and the Company intends to List the Options on the ASX, subject to ASX approval

The right to participate in the offer under the Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the capital of the Company (**Shares**) at 7:00 pm (AEST) on Friday 17 July 2020 and whose address is recorded in the Company's register of members as being in Australia or New Zealand (**Eligible Shareholders**).

The SPP is targeting to raise up to \$1.0 million. If the total demand for the SPP exceeds \$1.0 million, then the Company reserves the right to close the SPP early and/or scale back applications or to increase the amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules).

The SPP issue price is 7.0 cents per New Share, being the same issue price as the placement announced by the Company on 20 July 2020 (**Placement**) and representing an 19.7% discount to the volume weighted average price of Shares over the last 5 days on which sales of the Shares were recorded by ASX Limited prior to the date of the announcement of the SPP on 20 Jul 2020.

Subject to first obtaining Shareholder approval, the Company also intends to offer successful participants in the SPP the ability to subscribe, for no additional consideration, for one (1) option to acquire Shares on the basis of every one (1) New Share issued to the participant, with an exercise price of \$0.12 per Share and 3 year exercise period (**Options**). Subject to obtaining Shareholder approval to their issue and having satisfied the relevant Listing Rule conditions, Resolution intends to seek quotation of the Options on the ASX upon approval of their issue by Shareholders, and will be offered pursuant to a separate prospectus to be distributed to successful applicants under the SPP in due course.

For the avoidance of doubt, the offer of Options will be made to successful participants in the SPP pursuant to a distinct offer to be contained in the prospectus to be sent to those participants and, in the event that Shareholder approval is not obtained for the issue of Options, the ASX does not approve Quotation of the Options or Resolution does not, for any other reason, proceed with the issue of Options (whether due to regulatory restrictions or otherwise), no participant in the SPP will be entitled to receive, or call for the return of, any subscription monies paid by them under the SPP.

It is intended that the funds raised from the SPP will be to test high priority drill targets across the 64North Project adjacent to Northern Star's Pogo Gold Mine and working capital.

Eligible Shareholders will also be able to access their Personalised Share Purchase Plan Application form online from today at <https://investor.automic.com.au/#/home>.

Details of the Plan are set out in the Terms and Conditions and the personalised application form enclosed with this letter. The Board urges you to read these Terms and Conditions carefully and in their entirety before

deciding whether or not to participate in the Plan. If you are uncertain whether New Shares are a suitable investment for you, then you should consult your financial or other professional adviser.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company.

Yours faithfully

Len Dean
Chairman
RESOLUTION MINERALS LTD

RESOLUTION MINERALS LTD
ACN 617 789 732
SHARE PURCHASE PLAN - TERMS AND CONDITIONS

This document sets out the Terms and Conditions of the Resolution Minerals Ltd Share Purchase Plan and is binding on any Eligible Shareholder completing and lodging an Application Form or making payment by BPay® or EFT.

Purpose

The Share Purchase Plan (**SPP** or **Plan**) offers Eligible Shareholders of Resolution Minerals Ltd (**Resolution** or **Company**) the opportunity to subscribe for new fully paid ordinary shares in the Company (**New Shares**), up to a maximum value of \$30,000 (subject to any discretionary scale backs).

New Shares under the Plan will be issued at 7.0 cents each which is a 19.7% discount to the volume weighted average market price (as defined in the Listing Rules) of Shares calculated over the last 5 days on which sales in the Shares were recorded on the ASX prior to the date of announcement of the Plan. The SPP issue price of 7.0 cents per New Share is less than the highest market price of 10.2 cents per Share in the 30 day period prior to announcement of the Plan.

The SPP is targeting in the order of **\$1.0 million** however the Company reserves absolute discretion regarding the final amount raised under the Plan (subject to the maximum permitted under the ASX Listing Rules).

The SPP allows Eligible Shareholders to increase their investment in the Company without the need to pay brokerage costs.

Participation in the Plan is optional and is subject to these terms and conditions (**Terms and Conditions**). Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders cannot transfer their rights to any New Shares offered under the Plan).

Indicative Timetable

Record Date (7:00pm AEST)	Friday, 17 July 2020
Announcement Date of Plan	Monday, 20 July 2020
Opening Date of Plan / Despatch of Offer document	Wednesday, 22 July 2020
Closing Date of Plan (5:00pm AEST)*	Thursday, 13 August 2020
Announcements of results of the Plan*	Monday, 17 August 2020
Issue of New Shares under the Plan*	Friday, 21 August 2020
Despatch of holding statements*	Monday, 24 August 2020

* These dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX. Eligible Shareholders are encouraged to submit their applications early as the Directors reserve the right to close the SPP early if oversubscribed.

Shareholders eligible to participate in the Plan

Holders of Shares that were registered on the Company share register as a holder of Shares at 7:00pm (AEST) on 17 July 2020 (**Record Date**) with an address in Australia or New Zealand are deemed eligible shareholders (**Eligible Shareholders**) and may participate in the Plan.

If you hold Shares on behalf of persons who reside outside Australia or New Zealand, or are in the United States, you are not an Eligible Shareholder and are not entitled to participate in the Plan. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the Plan.

Details of how Custodians, trustees and beneficiaries are treated under the Plan are provided further below.

Joint holders/joint beneficiaries

If two or more persons are registered on the Company share register as jointly holding Shares, they are taken to be a single registered holder of Shares and a certification given by any of them is taken to be a certification given by all of them. If the same joint holders receive more than one offer under the Plan due to multiple identical

holdings, the joint holders may only apply in aggregate up to the maximum amount of \$30,000.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia or New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country, other than Australia or New Zealand. In particular, any securities described in this document have not been, and will not be, registered under the *US Securities Act of 1933* (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The New Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016* (New Zealand) (as amended by the *Financial Markets Conduct (Incidental Offers) Exemption Amendment Notice 2018*).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

How much can you invest?

Eligible Shareholders may apply for a maximum of \$30,000 and a minimum of \$2,500 of New Shares under the SPP. This limitation applies even if you receive more than one Application Form, or if you hold Shares in more than one capacity (including, without limitation, in respect of a joint holding or because you have more than one holding under a separate account). It is your responsibility to ensure that the aggregate of the application price paid for the New Shares the subject of your application and any other shares and interests in the class applied for by you under the Plan or issued to you under any similar arrangement in the 12 months prior to the proposed date of issue under the Plan does not exceed \$30,000.

To apply for New Shares under the Plan, please follow the instructions on the enclosed personalised Application Form. Eligible Shareholders may participate by selecting one of the following offers to purchase New Shares under the Plan.

	Subscription amount	Number of Shares to be issued at issue price of \$0.07 per New Share
Minimum application	\$2,500	35,715
	\$5,000	71,429
	\$10,000	142,858
	\$15,000	214,286
	\$20,000	285,715
Maximum application	\$30,000	428,572

Note: Eligible Shareholders are encouraged to submit their applications early as the Directors reserve the right to close the SPP early if oversubscribed. The Directors also reserve the right to scale back the amount of New Shares to be issued. Accordingly, the actual number of New Shares you receive may vary from the above table in the event of oversubscription (excess money will be returned without interest).

The maximum investment any Eligible Shareholder may apply for will remain \$30,000 even if a Shareholder receives more than one Offer (whether in respect of a joint holding or because the Shareholder has more than one holding under a separate account).

If you apply for New Shares under the Plan, you are applying for a certain value of New Shares at the issue price of \$0.07 (7.0 cents), rather than a certain number of Shares. In the absence of scale back, and subject to an application not being read down or rejected due to the Eligible Shareholder exceeding the \$30,000 maximum application price limit set out in these Terms and Conditions, the number of New Shares to be issued will be

calculated by dividing the aggregate application price received by the issue price. Fractional Shares will not be issued and any fraction of a Share will be rounded up to the nearest whole number of Shares.

Once an application for New Shares under the Plan has been made it cannot be revoked. All Application Forms must be received by 5:00pm AEST on the **Closing Date of Thursday, 13 August 2020**. All valid applications shall be deemed accepted if received before the Closing Date.

You should be aware that although the offer price of \$0.07 per New Share is at a discount to the market price of Company Shares on ASX as at the date the Plan was announced, Shares are a speculative investment and there is a risk that the market price of Shares on ASX may change between the date of this document and the date of issue of the New Shares under the SPP, and that the value of the New Shares received under the Plan may rise or fall accordingly. The Board recommends that you obtain your own financial advice in relation to the Offer under the SPP and consider price movements of Shares in the Company prior to making an application under this SPP.

How do you apply?

If you would like to subscribe for New Shares, then you will need to do via BPay[®] or Electronic Funds Transfer (EFT) in accordance with the instructions set out below. Resolution is not accepting applications via cheque due to the current COVID-19 situation.

Payment by BPay[®] and EFT

Eligible Shareholders wishing to pay by BPay[®] or EFT must use the specific biller code and customer reference numbers (BPay[®]) or unique reference number (EFT) detailed on their personalised Application Form.

If you choose to pay via BPay[®] or EFT you are not required to submit your Application Form.

Any Eligible Shareholder that chooses to pay by BPay[®] or EFT is deemed to have certified to the Company that the amount of Shares (including joint or any other beneficial interests):

- the subject of the application;
- applied for under the SPP or any Shares issued under a similar arrangement in the 12 months before the application;
- which the Eligible Shareholder has instructed a custodian to acquire on their behalf under the SPP; or
- issued to a custodian under an arrangement similar to the SPP in the 12 months before the application as a result of an instruction given by the Eligible Shareholder to the custodian or another custodian and which resulted in the Eligible Shareholder holding beneficial interests in the Shares,
- does not exceed \$30,000 (including joint or any other beneficial interests).

Your payment must be received (in cleared funds) before 5:00pm (AEST) on the Closing Date and no New Shares will be issued to you in respect of that application if received after that time. If you have multiple holdings you will have multiple BPay[®] or EFT personalised reference numbers. To ensure you receive your New Shares under the Offer in respect of that holding, you must use the specific biller code and the customer reference number (BPay[®]) or unique reference number (EFT) shown on each personalised Application Form when paying for any New Shares that you wish to apply for in respect of that holding. If you inadvertently use the same Customer Reference Number (BPay[®]) or unique reference number (EFT) for more than one of your applications, you will be deemed to have applied only for the application to which that Customer Reference Number (BPay[®]) or unique reference number (EFT) applies and any excess amount will be refunded.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPay[®] or EFT. It is your

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responsibility to check that the amount you wish to pay via BPay® or EFT does not exceed your limit.

Once an application under the Plan has been made or your BPay® or EFT payment made, it cannot be revoked.

Raising Amount and Scale back

The Plan is targeting to raise \$1.0 million, however the Company reserves absolute discretion regarding the final amount raised under the Plan. If total demand for the SPP exceeds \$1.0 million, the Company reserves the right to close the SPP early and/ or scale back applications (or to increase the amount raised) in its absolute and sole discretion (subject to the maximum amount permitted under the ASX Listing Rules). When determining the amount (if any) by which to scale back an application, the Company may take into account a number of factors, including the size of an applicant's shareholding, the extent to which eligible shareholders have sold or bought additional shares after the Record Date and the date an application was made. Scale back for Shares held by Custodians will be applied at the level of the underlying beneficiary. Eligible Shareholders are therefore encouraged to submit their applications early.

If the Company undertakes a scale back, Eligible Shareholders will receive the number of New Shares determined by the Company in its absolute discretion, which may be less than the number of New Shares applied for. In that event, the number of New Shares will be rounded up to the nearest whole Share.

If the Company rejects or scales-back an application or purported application, then the Company will promptly return to the Shareholder any surplus application monies, without interest. If the amount received is less than the minimum application amount of \$2,500, then Resolution will not issue any New Shares to you and the money received from you will be refunded without interest.

Resolution reserves the right to reject any application for New Shares under the SPP that it believes does not comply with these Terms and Conditions.

Shortfall

In the event that less than \$1.0 million is applied for, the full amount of the shortfall may be placed at the discretion of the Board subject to compliance with the necessary legal requirements. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and/or 7.1A at the time of issue. As at the record date, the Company has no capacity to issue Shares under its ASX Listing Rule 7.1 or 7.1A capacities following a placement announced on 20 July 2020. Where the shortfall exceeds the Company's placement capacity, the shortfall will only be placed if shareholder approval is obtained. Resolution confirms that the shares issued under the Plan will be issued under exception 5 in ASX Listing Rule 7.2.

Issue and Quotation of New Shares

New Shares to be issued under the Plan will rank equally in all respects with all other Shares from the date of issue and will be issued as soon as reasonably practicable after the Closing Date.

Shareholding statements or CHESS notification will be issued in respect of all New Shares issued under the Plan.

The Company will, promptly after the issue of New Shares under the Plan, make application for those New Shares to be listed for quotation on the official list of ASX. You should confirm your holding before trading in any New Shares you believe have been issued to you under the SPP.

Participation is optional

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in these Terms and Conditions). If you do not wish to accept the offer under the SPP, then you do not need to take any action and the SPP offer will lapse on the Closing Date.

Underwriting

The Offer is not underwritten.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a Custodian (as defined in Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547 (refer below) (**Custodian**) or in any more specific ASIC relief

granted to the Company in relation to the Plan), you may apply for up to the maximum of New Shares for each beneficiary for whom you act as Custodian provided you annex to your Plan application form (**Application Form**) a certificate to the Company (**Custodian Certificate**) with the following information:

- that you held Shares on behalf of:
 - one or more other persons that are not custodians; and or
 - another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia or New Zealand to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record date who have subsequently instructed you and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- that a copy of these Terms and Conditions was given to each Participating Beneficiary; and
- where you hold shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547 you are a '**Custodian**' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depository services;
- is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Automic Registry Services on 1300 288 664 (within Australia) during the offer period.

The Company reserves the right to reject any application for New Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Modification and Termination of the Plan

The Company may modify or terminate the Plan, or waive strict compliance with any of the Terms and Conditions, at any time and any modification, waiver or termination is binding on all Eligible Shareholders even where the Company does not notify you of that event.

In the event the Plan is terminated before the issue of New Shares, all application monies will be returned to you, without interest, by direct credit to your nominated account as recorded on the Company's share register

or cheque to your address as shown on the Company's share register as soon as practicable.

Without limiting the above, the Company may issue to any person fewer New Shares than the person applied for under the Plan, including, if the issue of the New Shares applied for would contravene any applicable law or the Listing Rules of ASX or Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547.

Class Order compliance

The SPP offer of New Shares is made in accordance with ASIC Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement to prepare a prospectus for the SPP offer of New Shares.

Application Form

The Application Form forms part of the Terms and Conditions for the purposes of the Plan and the Offer.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or New Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions. The powers of the Company under these conditions may be exercised by the Directors or any delegate of the Directors.

Governing Law

The Terms and Conditions and the Offer under the Plan are governed by the laws of South Australia.

Disclaimer

Before you apply for New Shares under the Plan, you should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the Plan (taking into account your own financial situation, needs and objectives).

The Company and its officers make no recommendation about whether or not you should apply for New Shares under the Plan and nothing in these Terms and Conditions (including the Application Form) or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the Plan.

Acknowledgements

By making payment (including through BPay® or EFT) or returning an Application Form or Custodian Certificate, you certify, acknowledge, warrant and represent as true, correct and not misleading to Resolution that:

- (a) you have read in full and irrevocably and unconditionally agree to the Terms and Conditions of the Plan and of the Application Form and agree to not do any act or thing that would be contrary to the spirit, intention or purpose of the Plan;
- (b) you warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application, under the Terms and Conditions of the SPP set out in this document (including the Application Form and Custodian Certificate), will be irrevocable and unconditional (i.e. it cannot be withdrawn even if the market price of the Shares is less than the price of the New Shares under the SPP);
- (d) as at the Record Date, you warrant that you are an Eligible Shareholder and are eligible to participate in the Plan;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Plan or subsequently refunded to you for any reason;

- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) you and each person for whose account or benefit you are acting is not in the United States and is not a U.S. Person, or acting for the account or benefit of a U.S. Person;
- (h) you acknowledge that the New Shares have not, and will not be, registered under the U.S. Securities Act or the securities laws of any state or other jurisdiction of the United States, and the New Shares may not be offered, sold or otherwise transferred unless an exemption from the registration requirements of the U.S. Securities Act is available;
- (i) acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia or New Zealand, and you have not sent these Terms and Conditions, this document or any material relating to the Plan to any person outside Australia and New Zealand (including, without limitation, to any person in the United States or to any person who is, or is acting for the account or benefit of, a U.S. Person);
- (j) if you are applying on your own behalf (and not as a Custodian), you acknowledge and agree that you are not applying for New Shares with an aggregate application value of more than \$30,000 under the SPP (including by instructing a Custodian to acquire New Shares on your behalf under the SPP), and you are complying with the limitations detailed in these Terms and Conditions;
- (k) if you are applying on your own behalf (and not as a Custodian), you acknowledge and agree that the total of the application price for the following does not exceed \$30,000:
 - (i) the Shares the subject of the application;
 - (ii) any other Shares issued to you under the Plan or any similar arrangement in the 12 months before the application;
 - (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - (iv) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan,

and to the extent that it does, you authorise Resolution (and its officers and agents) to treat your application as being for such lesser amount of Shares as is permitted by Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547

- (l) if you are a Custodian and are applying on behalf of a Beneficiary on whose behalf you hold Shares, you acknowledge and agree that:
 - (i) you are a Custodian (as that term is defined in Corporations Act (Share and Interest Purchase Plans) Instrument 2019/547);
 - (ii) either or both of the following apply (as applicable):
 - (A) that on the Record Date you held Shares on behalf of one or more other persons (each a Beneficiary) that are not Custodians;
 - (B) that on the Record Date another Custodian (**Downstream Custodian**) held beneficial interests in Resolution Shares on behalf of one or more other persons (each a Beneficiary), and you hold the shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian;
 - (iii) each Beneficiary has subsequently instructed either you or the Downstream Custodian (as applicable) to apply for New Shares on their behalf under the SPP;
 - (iv) the information in the Custodian Certificate submitted with your Application Form is true,

correct and not misleading;

- (v) there are no Beneficiaries in respect of whom the total of the application value for (a) the New Shares applied for by you under the SPP on their behalf; and (b) any Resolution Shares issued to you in the previous 12 months as a result of an instruction given by the Beneficiary to you or a Downstream Custodian to apply for Resolution Shares on their behalf under an arrangement similar to the SPP, exceeds \$30,000; and
- (vi) a copy of these Terms and Conditions were given to each Beneficiary;
- (m) you may be offered New Shares pursuant to the SPP in accordance with all applicable laws, and any acceptance by you on your own behalf or in respect of any person for which you are acting complies with all applicable laws;
- (n) you accept the risk associated with any refund that may be despatched to you by direct credit or cheque to your address shown on Resolution's share register;
- (o) you are responsible for any dishonour fees or other costs Resolution may incur in presenting a cheque for payment which is dishonoured;
- (p) you agree to be bound by the provisions of the Constitution of Resolution (as amended and as it may be amended from time to time in the future);
- (q) you acknowledge that none of Resolution, its advisors or agents, has provided you with any financial product, investment advice or taxation advice, in relation to the Plan, or has any obligation to provide you with such advice;
- (r) you authorise Resolution and its affiliates, officers and representatives to do anything on your behalf necessary for New Shares to be issued to you in accordance with these Terms and Conditions;
- (s) you authorise Resolution (and its officers and agents) to correct minor or easily rectified errors in, or omissions from, your application and to complete the application by the insertion of any missing minor detail; and
- (t) Resolution may at any time irrevocably determine that your application is valid in accordance with these Terms and Conditions, even if the application is incomplete, contains errors or is otherwise defective.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser, or Mr Jaroslaw (Jarek) Kopias, Company Secretary on +61 (0) 418 823 574.

Glossary

AEST means Australian Eastern Standard Time.

Application Form means the application form that accompanies this Share Purchase Plan.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange.

Board means the board of Directors of Resolution Minerals Ltd.

Closing Date means 5:00pm (AEST) on 13 August 2020 or such other date determined by the Board.

Company or Resolution means Resolution Minerals Ltd ACN 617 789 732.

Custodian has the meaning given elsewhere in these Terms and Conditions.

Custodian Certificate means the certificate outlined in the Terms and Conditions of the Plan.

Directors means the directors of the Company.

Eligible Shareholders means Shareholders who are recorded in the Company's register of members as having an address in Australia or New Zealand as at the Record Date.

Listing Rules means the Listing Rules of the ASX.

New Shares means the new Shares offered under the SPP.

Offer means the offer of New Shares under the SPP priced at 7.0 cents per New Share.

Placement means the share placement announced by the Company on 20 July 2020.

Record Date means 7:00pm (AEST) on 17 July 2020.

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

SPP or Plan means the Share Purchase Plan offered by the Company to Eligible Shareholders.

Terms and Conditions means the terms and conditions contained in the SPP.

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 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumber]
ASX Code: RML
Record Date: 17 July 2020

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: CLOSING DATE 5.00PM AEST ON 13 AUGUST 2020 (UNLESS VARIED)


1: APPLICATION

Resolution Minerals Ltd (**Company**) is offering its shareholders the opportunity to purchase up to A\$30,000 of fully paid ordinary shares in the Company (**New Shares**) by way of a share purchase plan (**SPP**) to raise up to \$1.0 million. The price per Share under the SPP (**SPP Price**) being offered is **A\$0.07 per Share (Issue Price)**. Other than as defined in this Application Form, capitalised terms have the same meaning as defined in the Offer Document.

Eligible Shareholders may apply for any one of the following parcels described below:

	Subscription Amount	Shares to be allotted calculated at the Issue Price
Minimum application	A\$2,500	35,715
	A\$5,000	71,429
	A\$10,000	142,858
	A\$15,000	214,286
	A\$20,000	285,715
Maximum application	A\$30,000	428,572

2: PAYMENT: You can pay either by BPAY or Electronic Funds Transfer “EFT”

Option A – BPAY	Option B – Electronic Funds Transfer (EFT)
 <p>Biller Code: TBC Ref No: [BPAYCRN]</p> <p>Contact your financial institution to make your payment from your cheque or savings account. Note: You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your shareholding electronically.</p>	<p>The unique reference number which has been assigned to your Application is: RML[HolderId]</p> <p>Funds are to be deposited directly to following bank account: Account name: Automic Pty Ltd Account BSB: TBC Account number: TBC Swift Code: WPACAU2S</p> <p>IMPORTANT: You must quote your unique reference number as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.</p>
<p>Due to the Government’s direction for people to remain in their residence and other restrictions under the Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020 and for the purposes of public health and safety, <u>Resolution Minerals Ltd will not be accepting Cheque or Money Order payments for the SPP.</u></p>	

3: PROVIDE YOUR CONTACT DETAILS

Telephone Number ()	Contact Name (PLEASE PRINT)
Email Address	

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Offer under the Share Purchase Plan is optional and is available exclusively to shareholders who are registered as holders of fully paid ordinary shares in the Company as at the record date and whose address is in Australia or New Zealand (**Eligible Shareholders**).

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR NEW SHARES UNDER THE SPP

1 Application

As an Eligible Shareholder, you can apply for up to a maximum of \$30,000 worth of New Shares. Eligible Shareholders can select one of the following parcels prescribed overleaf.

In order to comply with ASIC Instrument 2019/547, the maximum value of New Shares each eligible shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest/s). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that does not equal one of the amounts specified overleaf the Company may accept the payment at their discretion and refund any excess Application money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of New Shares by a shareholder through multiple applications or joint holdings, the Company may refund any excess Application money (without interest) to the Eligible Shareholder.

No fractions of New Shares will be issued.

2 Payment

Payment by BPAY: You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately.

If you make a payment by BPAY and the Company receives an amount which is not equal to either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, or A\$30,000, the Company may accept the payment at their discretion. Your payment must be for a minimum of A\$2,500. Payment must be received by the Share Registry by 5:00pm (AEST) on 13 August 2020.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your shareholding electronically and you will be deemed to have applied for such shares for which you have paid.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time and any associated fees with processing a funds transfer.

If you make a payment by EFT and the Company receives an amount which is not equal to either A\$2,500, A\$5,000, A\$10,000, A\$15,000, A\$20,000, or A\$30,000, the Company may accept the payment at their discretion. Your payment must be for a minimum of A\$2,500. Payment must be received by the Share Registry by 5:00pm (AEST) on 13 August 2020.

Please ensure you use your unique reference number located on the reverse page. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) and it is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time. The Company and the Share Register accept no responsibility for delayed or misdelivered Application Forms or payments.

Due to the NSW Government's direction for people to remain in their residence and other restrictions under the Public Health (COVID-19 Restrictions on Gathering and Movement) Order 2020 and for the purposes of public health and safety, **Resolution Minerals Ltd will not be accepting Cheque or Money Order payments for the SPP.**

3 Contact Details

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm AEST. We may use this email* or number to contact you regarding your acceptance of the Shares, if necessary.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase shares under the Share Purchase Plan, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the Share Purchase Plan in the Offer Document accompanying this Application Form and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for shares under the Share Purchase Plan is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (Schedule) that must be provided before your application will be received. The Schedule can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of Shares indicated on this Application Form or BPAY® payment; and
 - any other Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the Share Purchase Plan or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed A\$30,000.
7. The maximum subscription limitation of \$30,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
8. The Company reserves the right to make amendments to this Application Form where appropriate.
9. Applicants are not assured of receiving the shares for which they have applied as the Company may scale back applications in its discretion.
10. By making payment of application monies, you certify that:
 - you wish to apply for shares under the Share Purchase Plan as indicated on this Application Form;
 - you received a copy of the Offer Document and you have read and understood the terms and conditions of the Share Purchase Plan;
 - you agree to be bound by the Constitution of the Company and the terms and conditions of the Share Purchase Plan;
 - you agree to accept any lesser number of shares than the number of shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 9:00am and 5:00pm (AEST).