IMPACT MINERALS LIMITED

ACN 119 062 261

NOTICE OF GENERAL MEETING

TIME: 10.00 am (WST)

DATE: 20 December 2017

PLACE: The Celtic Club 48 Ord Street West Perth, Western Australia 6005

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

Should you wish to discuss the matters in this Notice of General Meeting please do not hesitate to contact the Company Secretary on (08) 6454 6666.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Impact Minerals Limited to which this Notice of Meeting relates will be held at 10.00 am (WST) on Wednesday, 20 December 2017 at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005.

YOUR VOTE IS IMPORTANT

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

HOW TO VOTE

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote;
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile; or
- lodging your proxy and voting online at <u>www.investorvote.com.au</u> by following the instructions set out on the attached Proxy Form.

VOTING IN PERSON

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of Section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Shareholders can download and fill out the "Appointment of Corporate Representative" form from the website of the Company's share registry at: https://www-au.computershare.com/Investor/help/PrintableForms.

VOTING BY PROXY

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy votes, they must cast all directed proxies as directed.
- If a proxy does not vote on a resolution which has been directed by the Shareholder, the proxy for that resolution will automatically default to the Chair, who will vote the proxy as directed.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution.
- Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- If a proxy has 2 or more appointments that specify different ways to vote on a Resolution then the proxy must not vote on a show of hands.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf.
- If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the Company Secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice of Meeting, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions.

LODGEMENT OF PROXY FORMS

A Proxy Form accompanies this Notice and to be effective must be received at the Company's share registry not later than 10.00 am (WST) on Monday, 18 December 2017. **Proxy Forms received after this time will be invalid.**

Proxy Forms may be delivered by any one of the following methods:

By mail:	Computershare Investor Services Pty Limited GPO Box 242, Melbourne VIC 3001, Australia
By fax:	1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)
Online:	www.investorvote.com.au
By mobile:	Scan the QR Code on your Proxy Form and follow the prompts
Custodian voting:	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 4.00 pm (WST) on 18 December 2017.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Impact Minerals Limited will be held at the Celtic Club, 48 Ord Street, West Perth, Western Australia 6005 at 10.00 am (WST) on Wednesday, 20 December 2017.

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

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

AGENDA

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS PURSUANT TO PLACEMENT

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, Shareholders ratify the issue of 124,960,556 Shares at an issue price of 2 cents each, and 124,960,556 Free Attaching Options exercisable at 4 cents each on or before 15 June 2020, on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 - APPROVAL FOR THE ISSUE OF LEAD MANAGER OPTIONS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 4,000,000 Lead Manager Options exercisable at 4 cents each on or before 15 June 2020 to Xcel Capital Pty Ltd (or its nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Xcel Capital Pty Ltd and its nominee. any person who may obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. RESOLUTION 3 - APPROVAL FOR THE ISSUE OF SHARES AND OPTIONS TO ABC BETEILIGUNGEN AG

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 37,500,000 Shares at an issue price of 2.3 cents each, and 37,500,000 Free Attaching Options exercisable at 4 cents each on or before 15 June 2020 to ABC Beteiligungen AG (or its nominee), on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by ABC Beteiligungen AG and its nominee, any person who may obtain a benefit, except a benefit solely in the capacity as a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

The Company will not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

DATED: 10 NOVEMBER 2017 BY ORDER OF THE BOARD

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BERNARD CRAWFORD COMPANY SECRETARY IMPACT MINERALS LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of Impact Minerals Limited ("**Impact**" or the "**Company**").

Certain abbreviations and other defined terms are used throughout this Explanatory Statement. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Statement.

1. RESOLUTION 1 - RATIFICATION OF PRIOR ISSUE OF SHARES AND OPTIONS PURSUANT TO PLACEMENT

1.1 General

As announced to ASX on 7 November 2017, the Company issued 124,960,556 shares (**Shares**) and 124,960,556 free attaching quoted options exercisable at 4 cents each on or before 15 June 2020 (**Free Attaching Options**) to sophisticated and professional investors at 2 cents per share (**Placement**) to raise a total of \$2,499,211.12 (before costs).

The Shares were issued at 2 cents per Share with one Free Attaching Option exercisable at 4 cents on or before 15 June 2020 for every new Share subscribed for. The new Shares rank equally with the Company's existing ordinary shares, and the Free Attaching Options rank equally with the Company's existing class of quoted options.

The Shares and Free Attaching Options were issued without prior Shareholder approval under the Company's Listing Rule 7.1 and 7.1A capacities as follows:

- 23,853,448 Shares and 124,960,556 Free Attaching Options under Listing Rule 7.1; and
- 101,107,108 Shares under Listing Rule 7.1A.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.1A enables eligible entities, subject to Shareholder approval, to issue Equity Securities up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting. This 10% placement facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The Company obtained Shareholder approval to issue Equity Securities under Listing Rule 7.1A at its last Annual General Meeting held on 9 November 2016.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 or 7.1A (and provided that the previous issue did not breach ASX Listing Rule 7.1 or 7.1A) those securities will be deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 or 7.1A.

Resolution 1 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Shares and Free Attaching Options in order to provide flexibility for the

Company to issue Equity Securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 and the additional 10% capacity as set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

1.2 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares and Free Attaching Options:

- (a) 124,960,556 Shares and 124,960,556 Free Attaching Options were issued;
- (b) the Shares were issued at 2 cents per Share with one Free Attaching Option issued for every new Share subscribed for;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Free Attaching Options are exercisable at 4 cents on or before 15 June 2020 and rank equally with the Company's existing class of quoted options;
- (e) the Shares and Free Attaching Options were issued to clients and contacts of the Company and the lead manager to the Placement, being Xcel Capital Pty Ltd, each of whom was either a sophisticated or professional investor, and not a related party of the Company;
- (f) the funds raised will be used to fund preliminary low impact ground work at the Company's Pilbara Gold Project comprising 1,300 km² of ground prospective for Witwatersrand-style conglomerate hosted gold, as well as the continuation of the drill programme at the Silica Hill Prospect at the Commonwealth gold-silver-base metal project. Follow up geophysical surveys will also be undertaken at the high grade Broken Hill copper-nickel-PGM project; and
- (g) a voting exclusion statement is included in the Notice of Meeting.

2. RESOLUTION 2 - APPROVAL FOR THE ISSUE OF LEAD MANAGER OPTIONS

2.1 General

As announced to ASX on 7 November 2017, Xcel Capital Pty Ltd acted as lead manager (Lead Manager) for the Placement.

Pursuant to the terms of its Capital Raising Mandate with the Company, the Lead Manager is entitled to be paid fees equal to 5% of the funds raised under the Placement, and 4,000,000 quoted options exercisable at 4 cents each on or before 15 June 2020 (Lead Manager Options).

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Lead Manager Options to the Lead Manager.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month

period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

By approving the issue of the Lead Manager Options to the Lead Manager, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

2.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Options:

- (a) a maximum of 4,000,000 Lead Manager Options will be issued;
- (b) the Lead Manager Options will be issued no later than three months after the date of the General Meeting and it is anticipated that the Options will be issued on the one date;
- (c) the Lead Manager Options will be issued for no cash consideration, as part consideration for the provision of Lead Manager services as part of the Placement. Accordingly, no funds will be raised from the issue of the Lead Manager Options;
- (d) the Lead Manager Options will be issued to Xcel Capital Pty Ltd or its nominee;
- (e) the Lead Manager Options to be issued will be exercisable at 4 cents each on or before 15 June 2020, and will rank equally with the Company's existing class of quoted options; and
- (f) a voting exclusion statement is set out in the Notice of Meeting.

3. RESOLUTION 3 - APPROVAL FOR THE ISSUE OF SHARES AND OPTIONS TO ABC BETEILIGUNGEN AG

3.1 General

On 10 November 2017, the Company announced to ASX that it had received a firm commitment from one of its substantial shareholders, being ABC Beteiligungen AG (**ABC**) to subscribe for 37,500,000 shares (**Shares**) at an issue price of 2.3 cents each, with 37,500,000 free attaching quoted options exercisable at 4 cents each on or before 15 June 2020 (**Free Attaching Options**) to raise a total of \$862,500 (before costs).

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the Shares and Free Attaching Options to ABC.

The new Shares will rank equally with the Company's existing ordinary shares and the Free Attaching Options will rank equally with the Company's existing class of quoted options.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

By approving the issue of Shares and Free Attaching Options, the Company will retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1.

3.2 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Shares and Free Attaching Options:

- (a) a maximum of 37,500,000 Shares and 37,500,000 Free Attaching Options will be issued;
- (b) the Shares and Free Attaching Options will be issued no later than three months after the date of the General Meeting and it is anticipated that the Shares and Free Attaching Options will be issued on the one date;
- (c) the Shares will be issued at 2.3 cents per Share with one Free Attaching Option issued for every new Share subscribed for;
- (d) the Shares and Free Attaching Options will be issued to ABC Beteiligungen AG or its nominee;
- the Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Free Attaching Options to be issued will be exercisable at 4 cents on or before 15 June 2020 and will rank equally with the Company's existing class of quoted options;
- (g) the funds raised will be used to fund preliminary low impact ground work at the Company's Pilbara Gold Project comprising 1,300 km² of ground prospective for Witwatersrand-style conglomerate hosted gold, as well as the continuation of the drill programme at the Silica Hill Prospect at the Commonwealth gold-silver-base metal project. Follow up geophysical surveys will also be undertaken at the high grade Broken Hill copper-nickel-PGM project; and
- (h) a voting exclusion statement is set out in the Notice of Meeting.

GLOSSARY

\$ means Australian dollars.

General Meeting means the meeting convened by the Notice of Meeting.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

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

Board means the current board of directors of the Company.

Closely Related Party has the same meaning given to it in section 9 of the Corporations Act, being in relation to a member of the Key Management Personnel:

- a) a spouse or child of the member;
- b) a child of the member's spouse;
- c) a dependent of the member or the member's spouse;
- d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- e) a company the member controls; or
- f) a person prescribed by the Corporations Regulations 2001 (Cth) (currently none are prescribed).

Company means Impact Minerals Limited (ACN 119 062 261).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

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

Equity Securities has the meaning given in the ASX Listing Rules.

Free Attaching Option means an Option exercisable at 4 cents each on or before 15 June 2020, ranking equally with the Company's existing class of quoted Options.

Key Management Personnel has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the remuneration report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lead Manager Option means an Option exercisable at 4 cents each on or before 15 June 2020, ranking equally with the Company's existing class of quoted Options.

Meeting means the meeting convened by the Notice of Meeting.

Notice or **Notice of Meeting** means this notice of General Meeting including the Explanatory Statement.

Option means an option to acquire a Share.

Resolution means a resolution as set out in the Notice of Meeting, or any of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company, unless specified to the contrary.

Shareholder means a holder of a Share.

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



Lodge your vote:

Online: www.investorvote.com.au



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

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Alternatively you can fax your form to (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only (custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form



Vote online

• Go to www.investorvote.com.au **or** scan the QR Code with your mobile device. • Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: 1999999999 PIN: 99999

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



How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

GO ONLINE TO VOTE, or turn over to complete the form →



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

Please mark $|\mathbf{X}|$ to indicate your directions

Proxy Form

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Impact Minerals Limited hereby appoint

the Chairman <u>OR</u> of the Meeting

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Impact Minerals Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 20 December 2017 at 10:00am (WST) and at any adjournment or postponement of that meeting.

Items of Business		ems of Business	FLEASE NOTE: If you mark the Abstain behalf on a show of hands or a poll and y	box for an item, you are directing your pro-			
				for	Against	Abstain	
	Resolution 1	Ratification of Prior Issue of	Shares and Options Pursuant to Placement				
	Resolution 2	Approval for the Issue of Le	ad Manager Options				
	Resolution 3	Approval for the Issue of Sh	ares and Options to ABC Beteiligungen AG				

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

Individual or Securityholder 1	Securityholder 2		Securityholder	3		
Sole Director and Sole Company Secretary	Director		Director/Compa	any Secretary		
Contact		Contact Daytime			_	
Name		Telephone		Date	1	- 1

