



ACN 107 159 713

## NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of Stantons International, at Level 2, 1 Walker Avenue, West Perth, Western Australia on 21 May 2019 at 10am (WST).

*The 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 accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6268 0449.*

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

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# PACIFICO MINERALS LIMITED

ACN 107 159 713

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Pacifico Minerals Limited (**Company**) will be held at the offices of Stantons International, at Level 2, 1 Walker Avenue, West Perth, Western Australia on 21 May 2019 at 10am (WST) (Meeting).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 19 May 2019 at 10am (WST).

Terms and abbreviations used in the Notice are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Approval to issue Tranche 2 Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 256,666,667 Shares at \$0.006 each on the terms and conditions set out in the Explanatory Memorandum."*

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or any of their respective associates.

However, the Company need not disregard a vote if:

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

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## 2. Resolution 2 - Ratification of prior issues of Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the following issues of Shares at \$0.006 per Share on the terms and conditions set out in the Explanatory Memorandum:*

(a) 246,000,000 Placement Shares issued under Listing Rule 7.1; and

(b) 164,000,000 Placement Shares issued under Listing Rule 7.1A."

### Voting Exclusion

The Company will disregard any votes cast in favour of these Resolutions by or on behalf of any person who participated in the issues or 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 Chair 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.

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## 3. Resolution 3 - Approval to issue Adviser Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 41,250,211 Quoted Options to the Advisers (or their respective nominees) on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Advisers (or their respective nominees) or any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or 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 Chair 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.

BY ORDER OF THE BOARD



Jerry Monzu  
Company Secretary  
Dated: 17 April 2019

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# PACIFICO MINERALS LIMITED

ACN 107 159 713

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Stantons International, at Level 2, 1 Walker Avenue, West Perth, Western Australia on 21 May 2019 at 10am (WST) (Meeting).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Approval to issue Tranche 2 Shares
Section 4	Resolution 2 - Ratification of prior issues of Placement Shares
Section 5	Resolution 3 - Approval to issue Adviser Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Quoted Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

The Chair intends to exercise all available proxies in favour of all Resolutions.

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### **3. Resolution 1 - Approval to issue Tranche 2 Shares**

#### **3.1 General Background to Resolutions 1, 2(a) and 2(b)**

On 9 April 2019, the Company announced that it had received firm commitments for a placement to raise approximately \$4,000,000 (before costs) (**Placement**) by the issue of Shares at \$0.006 each (**Placement Shares**) to sophisticated and professional investors (**Placement Participants**) which are clients of, or have otherwise subscribed for securities via, Euroz, none of whom are related parties of the Company.

The Placement will be undertaken in two tranches as follows:

- (a) Tranche 1: the issue of 410,000,000 Shares at a price of A\$0.006 per Share to raise A\$2,460,000 under the Company's existing placement capacity pursuant to ASX Listing Rules 7.1 and 7.1A (**Tranche 1 Shares**). Tranche 1 is not subject to shareholder approval; and
- (b) Tranche 2: the proposed issue of 256,666,667 Shares at a price of A\$0.006 per share to raise A\$1,540,000, subject to shareholder approval (**Tranche 2 Shares**).

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Tranche 2 Shares.

Resolutions 2(a) and 2(b) seek the ratification of the Tranche 1 Shares, issued under Listing Rules 7.1 and 7.1A respectively.

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

Shareholders should note that the members of the Board intend to vote their shareholdings in favour of Resolution 1.

#### **3.2 Listing Rule 7.1**

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.

The effect of Resolution 1 will be to allow the Company to issue the Tranche 2 Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under Listing Rule 7.1.

### **3.3 Specific information required by Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Tranche 2 Shares:

- (a) a maximum of 256,666,667 Shares are to be issued as Tranche 2 Shares;
- (b) the Tranche 2 Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Tranche 2 Shares will be issued at \$0.006 per Share;
- (d) the Tranche 2 Shares will be issued to the Placement Participants, none of whom will be a related party of the Company;
- (e) the Tranche 2 Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) the Company intends to use the proceeds from the issue of the Tranche 2 Shares and Placement Shares (defined herein) to finalise the Company's 75% acquisition of the Sorby Hills Project, continue phase 2 infill and expansion drilling and update the Mineral Resource Estimate for Sorby Hills Project to underpin an optimised preliminary feasibility study in 2019, as well as for general working capital;
- (g) it is intended that all the Tranche 2 Shares will be issued on the same date; and
- (h) a voting exclusion statement is included in the Notice.

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## **4. Resolution 2 - Ratification of prior issues of Placement Shares**

### **4.1 General**

Resolutions 2(a) and 2(b) seek the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Placement Shares.

Resolutions 2(a) and 2(b) are both ordinary resolutions.

The Board recommends that Shareholders vote in favour of both of Resolutions 2(a) and 2(b).

## 4.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rule 7.1 is contained in Section 3.2.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 30 November 2018.

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

The effect of the resolutions which form part of Resolutions 2(a) and 2(b) will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

## 4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) a total of 410,000,000 Tranche 1 Shares were issued on 15 April 2019 as follows:
  - (i) 246,000,000 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval, the subject of Resolution 2(a); and
  - (ii) 164,000,000 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval, the subject of Resolution 2(b);
- (b) the Tranche 1 Shares were issued at \$0.006 per Share;
- (c) the Tranche 1 Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued to the Placement Participants, none of whom is a related party of the Company;
- (e) the Company intends to use the proceeds from the issue of the Placement Shares to finalise the Company's 75% acquisition of the Sorby Hills Project, continue phase 2 infill and expansion drilling and update the Mineral Resource Estimate for Sorby Hills Project to underpin an optimised preliminary feasibility study in 2019, as well as for general working capital;
- (f) a voting exclusion statement is included in the Notice.

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## 5. Resolution 3 - Approval to issue Adviser Options

### 5.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 41,250,211 Adviser Options to the Advisers (or their respective nominees), which assisted the Company with its capital raising announced on 29 August 2018 (Previous Capital Raising).

The Company previously sought approval to issue the Adviser Options in its notice of meeting dated 7 September 2018 (noting that the resolution in the prior notice of meeting referred to the Adviser Options as "JLM Options"). Approval was granted but the Adviser Options were not issued during the approval period.

Resolution 3 seeks a new approval to issue the Adviser Options.

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

### 5.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is contained in 3.2.

The effect of Resolution 3 will be to allow the Company to issue the Adviser Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### 5.3 Specific information required by Listing Rule 7.3

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

- (a) the maximum number of Adviser Options that may be issued is 41,250,211;
- (b) the Adviser Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all the Adviser Options will occur on the same date;
- (c) the Adviser Options will be issued for no cash consideration in satisfaction of joint lead manager, broking or adviser services provided by the Advisers in relation to the Previous Capital Raising, commensurate with the services provided by the Advisers;
- (d) the Adviser Options will be issued to the Advisers (or their respective nominees), none of whom are related parties of the Company;
- (e) the Adviser Options will be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Adviser Options as the Adviser Options will be issued as part consideration for services provided to the Company;

- (g) the Company intends to issue the Adviser Options on the same date; and
- (h) a voting exclusion statement is included in the Notice.

## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**Adviser Options** means up to 41,250,211 Quoted Options to be issued to the Advisers, which are the subject of Resolution 3.

**Advisers** means PAC Partners Securities Pty Ltd (ACN 623 653 912), Discovery Capital Partners Pty Ltd (ACN 615 635 982) and Hartleys Limited (ACN 104 195 057).

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Company** means Pacifico Minerals Limited (ACN 107 159 713).

**Constitution** means the constitution of the Company as at the date of the Meeting.

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

**Director** means a director of the Company.

**Equity Security** has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Euroz Securities Limited** means Euroz Securities Limited (ACN 089 314 983).

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of General Meeting.

**Option** means an option to acquire a Share.

**Placement** has the meaning given in Section 3.1.

**Placement Shares** has the meaning given in Section 3.1.

**Placement Participants** has the meaning given in Section 3.1.

**Previous Capital Raising** has the meaning given in Section 5.1.

**Proxy Form** means the proxy form attached to the Notice.

**Quoted Option** means an Option for which the Company intends to apply for quotation, to be issued on the terms and conditions set out in Schedule 2.

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

**Securities** means Shares and/or Options.

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

**Shareholder** means a shareholder of the Company.

**Tranche 1 Shares** has the meaning given in Section 3.1.

**Tranche 2 Shares** has the meaning given in Section 3.1.

**WST** means Western Standard Time being the time in Perth, Western Australia.

## Schedule 2 - Terms and conditions of Quoted Options

The terms and conditions of the Quoted Options are set out below:

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one fully paid ordinary share upon exercise of the Option.
2. **(Exercise Price)**: The amount payable upon exercise of each Option will be equal to 1.5 cents (**Exercise Price**).
3. **(Expiry Date)**: The Options will expire at 5pm WST on 21 November 2020 (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
4. **(Exercise Period)**: The Options may be exercised at any time until the Expiry Date (**Exercise Period**).
5. **(Exercise of Options)**: The Options may be exercised during the Exercise Period by:
  - (a) notice in writing to the Company in the manner specified on the Option certificate specifying the number of Options being exercised (**Relevant Number**); and
  - (b) payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company (**Settlement Price**).

The Option holder may only exercise Options in multiples of 50,000 Options unless the Option holder exercises all Options held by the Option holder.

6. **(Timing of issue of Shares upon exercise)**: The Company must, within the time period specified by the ASX Listing Rules after receiving a notice for exercise of Options and subject to receipt by the Company of the Settlement Price:
  - (a) issue the Option holder the Relevant Number of Shares;
  - (b) issue, or cause to be issued, to the Option holder a holding statement for the Relevant Number of Shares; and
  - (c) if applicable, issue a replacement Option certificate to the Option holder for the balance of any unexercised Options.
7. **(Share ranking)**: Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
8. **(Transferability)**: The Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws, and shall survive death of the recipient.
9. **(Quotation of Options)**: The Company will apply to ASX for official quotation of the Options.
10. **(Quotation of Shares on exercise)**: If admitted to the official list of ASX at the time, the Company will apply to ASX for official quotation of the Shares issued on exercise of Options.

11. **(Participation rights):** The Option holder is not entitled to participate in any issue to existing Shareholders of Securities unless they have exercised their Options before the "record date" for determining entitlements to the issue of Securities and participate as a result of holding Shares. The Company must give the Option holder notice of the proposed terms of the issue or offer in accordance with the Listing Rules.
12. **(Reorganisation):** If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which the Option holder is entitled to and the exercise price) will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
13. **(Amendments):** The number and exercise price of the Options remains the same regardless of whether the Company makes a bonus issue of Shares or other securities to Shareholders.
14. **(Adjustments):** Any calculations or adjustments which are required to be made will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
15. **(Governing law):** These terms and the rights and obligations of the Option holder are governed by the laws of Western Australia. The Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

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# PACIFICO MINERALS LIMITED

ACN: 107 159 713

REGISTERED OFFICE:  
LEVEL 10  
105 ST GEORGES TERRACE  
PERTH WA 6000

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«EFT\_REFERENCE\_NUMBER»

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

SHARE REGISTRY:  
Security Transfer Australia Pty Ltd  
**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code: **PMY**

Holder Number: «HOLDER\_NUM»

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)  
1. Log into the Investor Centre using your holding details.  
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE»

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Tuesday 21 May 2019 at the offices of Stantons International at Level 2, 1 Walker Avenue, West Perth, Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*
1. Approval to issue Tranche 2 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a) Ratification of prior issue of Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b) Ratification of prior issue of Placement Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to Issue Adviser Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder	Security Holder 2	Security Holder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Sunday 19 May 2019.

