
ARROW MINERALS LIMITED

ACN 112 609 846

NOTICE OF GENERAL MEETING

TIME: 10:00am WST

DATE: Thursday, 15 August 2019

PLACE: Advanced Share Registry
110 Stirling Hwy
Nedlands WA 6009

This Notice of 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 Meeting please do not hesitate to contact the Company Secretary on +61 8 9383 3330.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10:00am WST on Thursday, 15 August 2019 at:

Advanced Share Registry
110 Stirling Hwy
Nedlands WA 6009

Your vote is important

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

Voting eligibility

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 Shareholders at 4:00pm WST on Tuesday, 13 August 2019.

Voting in person

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

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

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

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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

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

Transfer of non-chair proxy to chair in certain circumstances

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

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

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

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATIONS SECURITIES

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

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue 289,297,910 Shares and 209,046,880 Performance Rights (**Consideration Securities**) to the vendors of Boromo Gold Limited (or their nominee) as consideration for the Acquisition 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 a person or its nominee 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 holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 – RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES

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 25,550,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an Associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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 – RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES

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 31,450,000 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an Associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

4. RESOLUTION 4 – ISSUE OF TRANCHE 2 PLACEMENT SHARES AND PLACEMENT OPTIONS

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

“That, subject to the passing of Resolution 1, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 150,000,000 Shares to raise \$1,500,000 (before costs) and up to 115,000,000 free attaching Options exercisable at 2¢ on or before the date that is three years from issue, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a 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 holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

5. RESOLUTION 5 – ISSUE OF OPTIONS TO CORPORATE ADVISORS

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 50,000,000 Options exercisable at 1.45¢ on or before the date that is four years from the issue date and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of a 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 holder of ordinary securities in the Company) or an Associate of that person (or those persons). However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

6. RESOLUTION 6 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOAN TO PROPOSED DIRECTOR - MR THOMAS MCKEITH

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Restricted Shares as Director incentive remuneration and grant a loan of \$15,000 to acquire those Shares to Mr Thomas McKeith (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour this Resolution by or on behalf of any Director or nominee, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any Associates of those Directors. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

7. RESOLUTION 7 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOAN TO PROPOSED DIRECTOR - MR MORGAN BALL

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

“That, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Restricted Shares as Director incentive remuneration and grant a loan of \$15,000 to acquire those Shares to Mr Morgan Ball (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour this Resolution by or on behalf of any Director or nominee, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

8. RESOLUTION 8 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOAN TO DR FRAZER TABEART

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

“That, subject to the passing of Resolution 7, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 1,500,000 Restricted Shares as Director incentive remuneration and grant a loan of \$15,000 to acquire those Shares to Dr Frazer Tabcart (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of any Director or nominee, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If

you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

9. RESOLUTION 9 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOAN TO MR STEVEN MICHAEL

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

“That, subject to the passing of Resolution 7, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue up to 750,000 Restricted Shares as Director incentive remuneration and grant a loan of \$7,500 to acquire those Shares to Mr Steven Michael (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour this Resolution by or on behalf of any Director or nominee, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. However, the Company need not disregard a vote if 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, it is cast by the person chairing the meeting 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.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- (a) The appointment specifies the way the proxy is to vote on this Resolution; or
- (b) The proxy is the Chair of the meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of this Resolution.

Please Note: if the Chair is a person referred to in section 224 of the Corporations Act in the voting exclusion statement above, the Chair will only be able to cast a vote as proxy for a person who is entitled to vote if the Chair is appointed in writing and the Proxy Form specifies how the proxy is to vote on this Resolution. If you are a Restricted Voter and purport to cast a vote other than as permitted above, that will vote will be disregarded by the Company and may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

10. RESOLUTION 10 – AMENDMENT TO CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, that with effect from the date of completion under the Acquisition, the Constitution of the Company be amended as outlined in the

Explanatory Statement and set out in the amended constitution tabled by the Chair of the Meeting and signed for the purposes of identification."

Dated: 9 July 2019

By order of the Board



Matthew Foy
Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. RESOLUTION 1 – APPROVAL TO ISSUE CONSIDERATIONS SECURITIES

1.1 Background

The Company announced on 26 June 2019 that it had entered into a binding Share Purchase Agreement with Boromo Gold Limited (**Boromo**) to acquire all of the issued capital in Boromo (**Acquisition**). Boromo holds a 100% interest in six gold exploration projects in Burkina Faso (Figure 1). The most advanced projects are Divole East and Divole West, where target generation and first pass drilling has been completed.

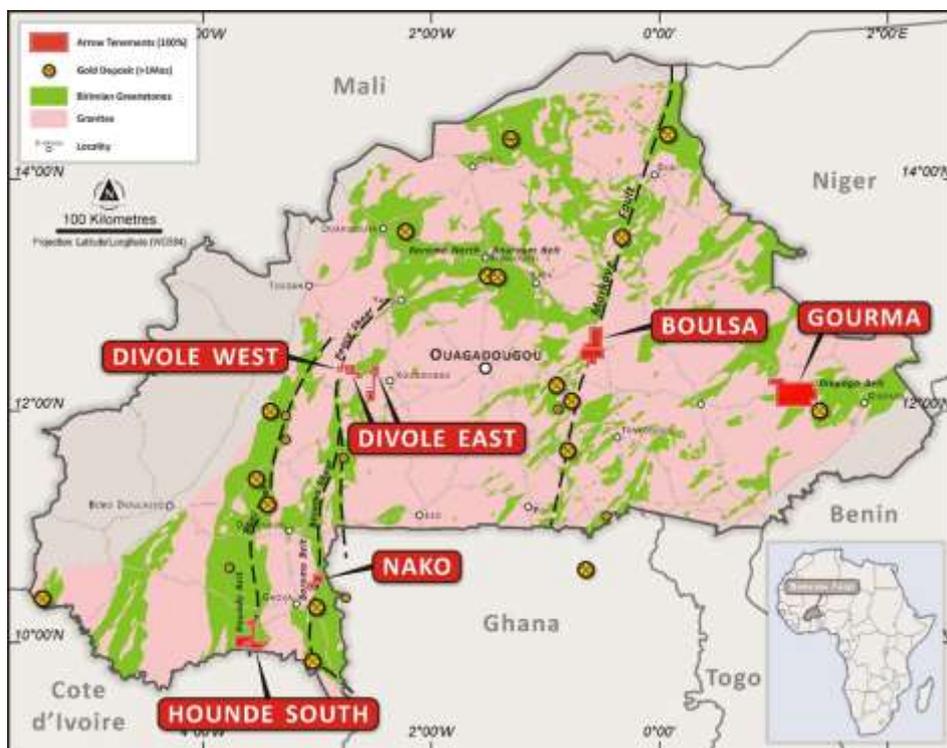


Figure 1: Boromo gold exploration projects – location map

1.2 Project Background

Divole East Project

The Divole East Project consists of 28km² of tenements located on the Boromo-Poura Shear Zone. The Boromo Belt hosts several major gold deposits, including the historic Poura gold mine which produced 0.75Moz of gold at an average grade of ~15g/t Au. The Divole East Project was acquired by Boromo due to its favourable geological setting on the Boromo-Poura Shear Zone and significant gold mineralisation identified in artisanal workings.

Boromo completed a detailed regolith map of the Divole East lease areas which was used to guide initial geochemical exploration. Areas amenable to soil sampling were sampled over parts of the Divole East project and shallow auger drilling was completed in areas with transported cover to augment soil geochemistry information.

Soil samples were collected initially on 400m x 40m spacing over amenable areas, with infill to 200m x 40m spacing undertaken in the gold anomalous zones. The most significant gold anomalies were located along the western edge of the project, coincident with artisanal workings, and the eastern half of the Divole East fold structure.

In March 2017, Boromo completed 10 diamond drill holes (total of 1,962m) on 160m spaced sections to test the significance of gold mineralisation associated with the Divole Main artisanal workings (Figure 2). Gold mineralisation (+1g/t Au) was intersected in eight of the drill holes, with mineralisation associated with a shear zone which may intersect the main north-south structure mined in the artisanal site at the southern end of the workings.

Better drill intersections include¹:

- DDH002 – **9.9m at 4.3g/t Au** from 48m in highly altered silicified rocks, including **1.0m @ 29.2g/t Au** from 52m and **1.0m @ 8.3g/t Au** from 56.9m;
- DDH003 – 7.5m @ 1.6g/t Au from 65m, including **0.8m @ 7.8g/t Au** from 70.0m;
- DDH006 – **0.9m @ 2.1g/t Au** from 102.2m and 10.6m @ 1.2g/t Au from 120.8m; and
- DDH010 – 10m @ 0.7g/t Au from 71m and **8m @ 1.7g/t Au** from 125m.

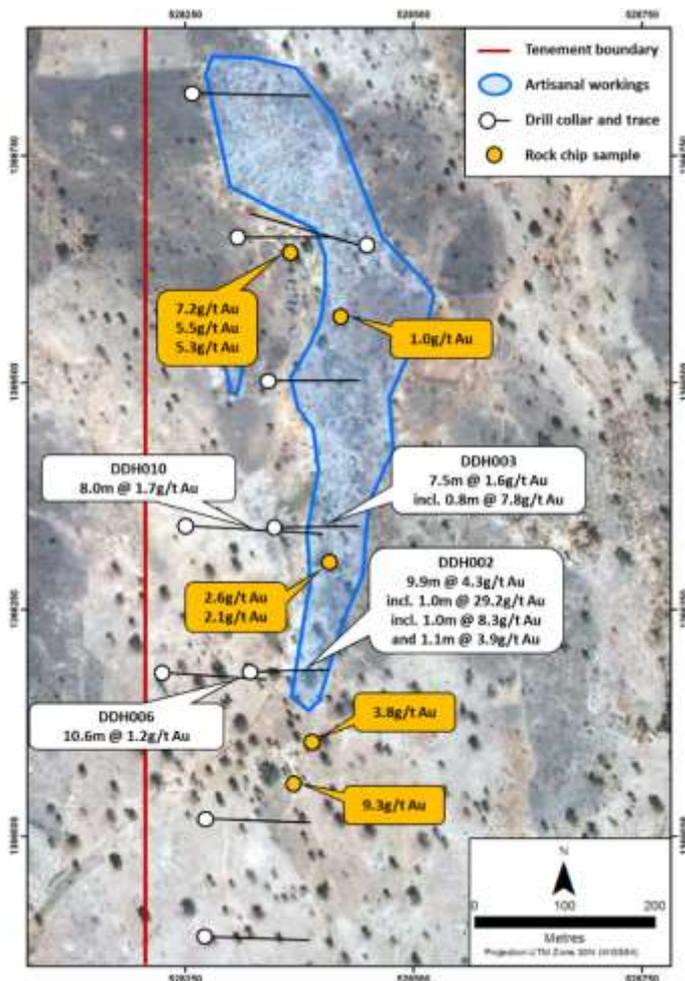


Figure 2: Diamond drilling locations at Divole Main Prospect



Figure 3: Core from DDH-02, 48-58m depth averaging 4.3g/t Au

¹ Refer to ASX announcement dated 26 June 2019 for further details. Arrow is not aware of any new information or data that materially effects these results.

A magnetic high domain was identified in the regional aeromagnetic data in the vicinity of the artisanal gold workings at Divole East. In early 2017, an 8km² ground magnetic survey on 20m spaced E-W lines was undertaken to cover this regional magnetic anomaly. The survey highlighted an ENE-striking regional fold structure defined by a magnetite-rich pillow basalt unit which extends across most of the Divole East tenement and appears to plunge gently to the ENE.

An RC drill campaign is in progress to follow up high grade results on the eastern edge of the license as well as to test N-S structures and laminated veins in the Divole East fold structure. The 2,500m drill programme comprises 27 planned holes of approximately 90m depth (Figure 4). Drilling commenced in mid-June 2019 and the results are expected in August 2019.

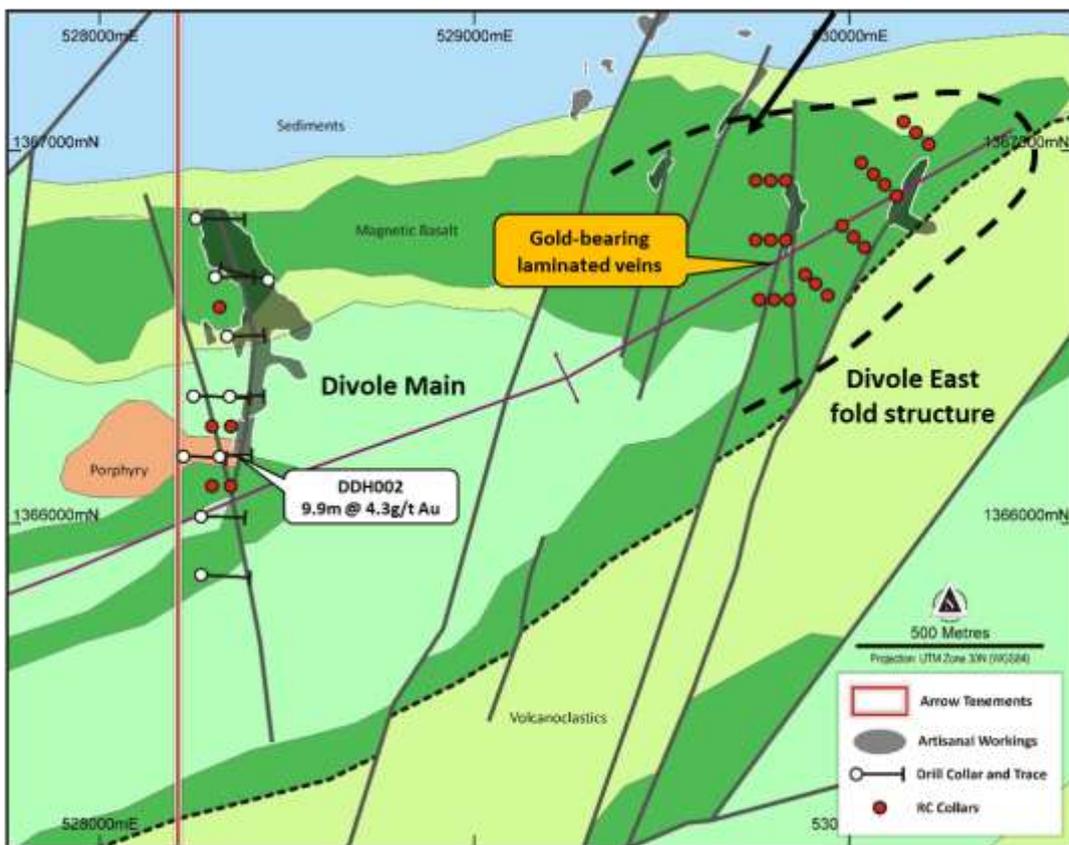


Figure 4: Divole East fold structure detailed geology, structure and artisanal workings with 2017 diamond drilling and proposed RC drill collars

Divole West Project

Targeting work by Boromo highlighted the regional Boromo-Poura Shear Zone interpreted along the western flank of the Boromo greenstone belt, and a distinct strike change from N-S to NNE evident in the Divole West area. Regional magnetic data suggested the presence of unmapped greenstone belt stratigraphy in this favourable structural setting.

Boromo completed initial field work in early 2017, with a surface and auger geochemical approach used to confirm the geological interpretation and identify geochemically "live" structures in the project area.

Initial soil sampling on 800m x 80m east-west lines was undertaken in December 2017, with a coherent 3km long NNE-striking gold anomaly identified parallel to and just east of the interpreted position of the Poura Shear Zone. Subsequent infill sampling on 200m x 40m lines confirmed a strong coherent gold-in-soil anomaly

with values up to 400ppb Au (0.4g/t Au). Between the two soil highs is a topographic low representing a paleo-drainage area where soil sampling is unlikely to provide an effective test and aircore drilling is required to test areas of thicker transported cover.

An auger drilling programme at 200m x 40m spacing was completed in March 2018 with a total of 164 holes drilled for 1,064m (average depth 6.5m). Assay results have confirmed the discovery of a previously unknown gold mineralised system with over 2km of strike (Figure 5).

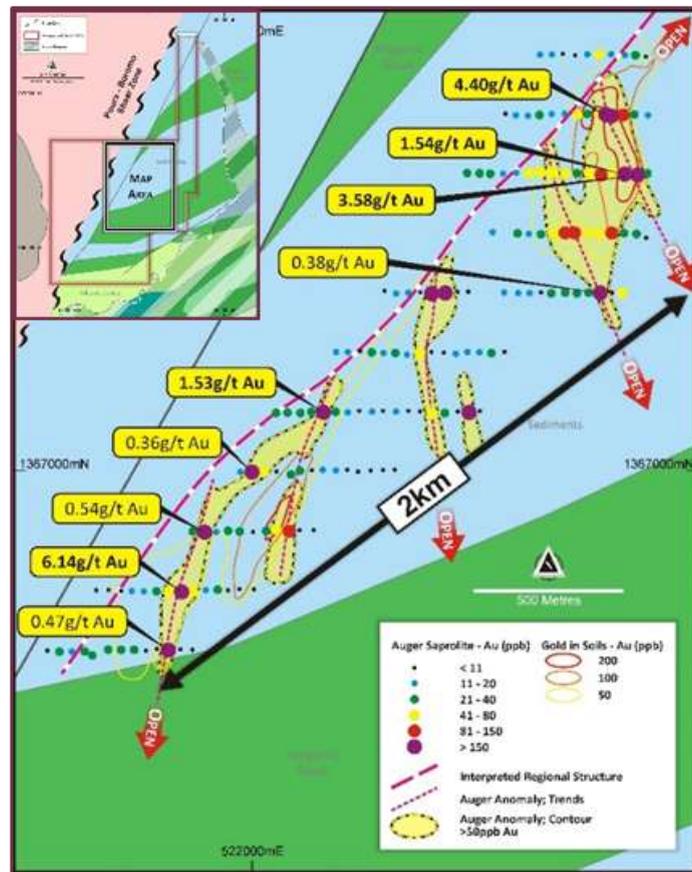


Figure 5: Divole West geology and significant auger drilling results

Auger sample assays up to **6,140ppb Au (6.1g/t Au)** in hole DIVWAUG0038 were received over the southern lobe of the soil anomaly. Assays from holes over the northern lobe of the soil anomaly returned values up to **4,398ppb Au (4.4g/t Au)** associated with quartz veined saprolite in hole DIVWAUG005 and **3,579ppb Au (3.6g/t Au)** in hole DIVWAUG142. The auger drilling results suggest an array of northerly trending mineralised structures off the main NE-NNE trending Poura Shear Zone.

A 2,500m RC drilling programme is planned for 4Q 2019 at Divole West to test the high-grade auger results along the 2km anomalous zone on structures east of the Boromo-Poura Shear Zone.

1.3 Acquisition Terms

The Company has entered into a binding Share Purchase Agreement with the shareholders of Boromo Gold Limited to acquire all of the issued capital in Boromo which holds a 100% interest in 12 exploration licences and two exploration licence applications, totalling 2,013km², across six gold projects in Burkina Faso.

The key terms of the Acquisition are as follows:

- i. Arrow will acquire 100% of the issued shares in the capital of Boromo and 100% of the issued performance rights convertible into Boromo Shares;
- ii. Arrow will issue:
 - a. 289,297,910 fully paid ordinary shares in the capital of Arrow at a deemed issue price of A\$0.01 per Share in consideration for the acquisition of the shares in Boromo on the basis of 10 Shares for every 1 Boromo Share held; and
 - b. 209,046,880 Performance Rights in consideration for the acquisition of the performance rights on issue in Boromo on the basis of 10 Performance Rights for every 1 Boromo performance right.

Completion of the Acquisition is conditional upon satisfaction or waiver of the following conditions:

- i. The shareholders of Boromo other than the majority vendors (being the **Minority Vendors**) entering into share sale agreements in respect of the sale of their Boromo Shares to Arrow;
- ii. Each of Boromo and Arrow obtaining all necessary shareholder and regulatory approvals under the Corporations Act and the Listing Rules in order to complete the matters contemplated in the Share Purchase Agreement; and
- iii. Other standard conditions for transactions of this nature, including no material adverse change, no breach of agreement and confirmation from Boromo that Chapter 6 of the Corporations Act does not apply to it.

Following completion of the Acquisition, it is proposed that the board of Arrow will comprise four directors, two of which will be nominated by Boromo and two existing directors of Arrows. Boromo have indicated that they will nominate Messrs Thomas (Tommy) McKeith and Morgan Ball to be appointed to the board of Arrow at completion of the Acquisition.

1.4 Effect of the Acquisition on the Company

Below is a table showing the Company's current capital structure and the capital structure following completion of the Acquisition of Boromo.

	Number of Shares	Number of Options ¹	Number of Performance Rights ²
Balance at the date of this Notice	314,540,609	134,018,602	-
Number of Consideration Securities to be issued (Resolution 1)	289,297,910	-	209,046,880
Tranche 1 Placement Shares (Resolutions 2 & 3)	57,000,000	-	-
Tranche 2 Placement Shares (Resolution 4)	150,000,000	115,000,000	-
Options (Resolution 5) ³	-	50,000,000	-
Balance after Completion	810,838,519	299,018,602	209,046,880

Notes:

1. Options on issue comprise:
 - i. 13,146,469 unlisted options exercisable at 7.0¢ expiring 31 December 2019; and

- ii. 120,872,133 listed options exercisable at 10¢ expiring 31 December 2019.
2. Performance Rights on the terms and conditions set out in Schedule 1.
3. Options the subject of Resolution 5.

1.5 ASX Listing Rule 7.1

Resolution 1 seeks Shareholder approval for the Company to issue up to 289,297,910 Shares and 209,046,880 Performance Rights to the shareholders of Boromo.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of 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 Consideration Securities 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.

Resolution 1 is an ordinary Resolution.

1.6 Information Required by Listing Rule 7.3

For the purpose of Listing Rules 7.3, information regarding the issue of the Consideration Securities is provided as follows:

- (a) the maximum number of Consideration Securities to be issued are 289,297,910 Shares and 209,046,880 Performance Rights;
- (b) The Consideration Securities will be issued no later than three 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). It is intended that all of the Consideration Shares will be issued on the same date, being the date of Completion, and, subject to the terms of the Acquisition;
- (c) The Consideration Securities are being issued in consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Securities;
- (d) The Consideration Securities comprise:
 - (i) 289,297,910 fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on Issue; and
 - (ii) 209,046,880 Performance Rights on the terms and conditions set out in Schedule 1.
- (e) The Consideration Securities will be issued to the shareholders of Boromo (or their nominee), who are not a related parties of the Company;
- (f) A voting exclusion statement is included in the Notice.

1.7 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution .

The Chairman of the Meeting will be casting undirected proxies in favour of this resolution.

2. RESOLUTIONS 2 & 3 - RATIFICATION OF PRIOR ISSUE – TRANCHE 1 PLACEMENT SHARES

2.1 Background

On 26 June 2019, the Company announced that it had received firm commitments to raise a total of \$2.0 million (**Placement**) through a two-tranche placement comprised of:

- the issue of 57,000,000 Shares at an issue price of 1.0¢ to raise \$570,000 (before costs) pursuant to the Company's existing placement capacities under Listing Rules 7.1 and 7.1A (**Tranche 1 Placement**); and
- 150,000,000 Shares at an issue price of 1.0¢ to raise \$1,500,000 (before costs) (**Tranche 2 Placement**) and a total of up to 115,000,000 one-for-two free attaching options exercisable at 2¢ on or before the date that is three years from the date of issue, subject to Shareholder approval (**Placement Options**).

The proceeds of the Tranche 1 and 2 Placements will be used as follows:

- Divole East – RC and diamond drilling, following up the current RC drill programme;
- Divole West – initial RC drilling programme along the 2km long mineralised corridor;
- Boulsa – geological mapping and geochemical sampling;
- Hounde South and Nako – assaying of BLEG samples and geochemical sampling;
- Strickland – RC drilling of IP targets and first pass aircore drilling of gold anomalies; and
- General working capital purposes.

On 5 July 2019 the Company issued 57,000,000 Shares utilising the Company's existing placement capacity under Listing Rules 7.1 and 7.1A in the following proportions:

- 25,550,000 Shares were issued at 1.0¢ per Share under ASX Listing Rule 7.1 and are the subject of Resolution 2; and
- 31,450,000 Shares were issued at 1.0¢ per Share under ASX Listing Rule 7.1A and are the subject of Resolution 3.

On 22 November 2018, the Company held its annual general meeting where shareholder approval was sought and obtained to, amongst other things, refresh its placement capacity pursuant to Listing Rule 7.1 and approve an additional 10% placement capacity pursuant to Listing Rule 7.1A.

The Company issued the Shares the subject of the Tranche 1 Placement without prior Shareholder approval pursuant to both its 15% annual placement capacity under ASX Listing Rule 7.1 and additional 10% placement capacity under ASX Listing Rule 7.1A.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 25,550,000 Shares under the Tranche 1 Placement issued on 5 July 2019 at an issue price of 1.0¢ per Share under ASX Listing Rule 7.1.

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the 31,450,000 Shares under the Tranche 1 Placement issued on 5 July 2019 at an issue price of 1.0¢ per Share under ASX 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 provides that an eligible entity may seek shareholder approval at its annual general meeting to have the additional capacity to issue equity securities during any 12 month period up to that amount which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period, subject to that issue satisfying certain criteria.

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

By ratifying this issue, 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 and up to the 10% additional placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

2.2 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 Resolutions 2 and 3:

- (a) In relation to Resolution 2, 25,550,000 Shares were issued and in relation to Resolution 3, 31,450,000 Shares were issued;
- (b) the issue price per Share was 1.0¢ each for both Resolution 2 and Resolution 3;
- (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 Shares were issued to sophisticated and professional investors none of which are related parties of the Company; and
- (e) funds raised from the issue of the Tranche 1 Placement Shares will be used to:
 - (i) Divole East – RC and diamond drilling, following up the current RC drill programme;
 - (ii) Divole West – initial RC drilling programme along the 2km long mineralised corridor;
 - (iii) Boulsa – geological mapping and geochemical sampling;
 - (iv) Hounde South and Nako – assaying of BLEG samples and geochemical sampling;

- (v) Strickland – RC drilling of IP targets and first pass aircore drilling of gold anomalies; and
- (vi) for working capital purposes.

2.3 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolutions 2 and 3 to approve the ratification of the Tranche 1 Placement.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

3. RESOLUTION 4 – ISSUE OF TRANCHE 2 PLACEMENT SHARES

3.1 General

As detailed in Section 2.1 of this Explanatory Statement, the Company has received firm commitments for a Placement to raise \$2.0 million (before transaction costs) via a two-tranche placement of a total of up to 250,000,000 Shares at an issue price of 1.0¢ per Share.

Resolution 4 seeks Shareholder approval for the issue of 150,000,000 Tranche 2 Placement Shares at an issue price of 1.0¢ to raise \$1,500,000 and a total of 115,000,000 one-for-two free attaching options exercisable at 2¢ on or before the date that is three years from the date of issue, subject to Shareholder approval (**Placement 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.

The effect of Resolution 4 will be to allow the Company to issue the Tranche 2 Placement Shares and Placement 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.

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 Resolution 4:

- (a) the maximum number of Tranche 2 Placement Shares to be issued is 150,000,000 and 115,000,000 Placement Options;
- (b) the issue price of the Tranche 2 Placement Shares is 1.0¢ per Share;
- (c) the issue price of the Placement Options will be nil as they will be issued free attaching to the Shares issued pursuant to the Placement on the basis of one (1) Option for every two (2) Shares issued;
- (d) the Tranche 2 Placement Shares and Placement 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 ASX Listing Rules) and it is intended that issue of all of the Tranche 2 Placement Shares and Placements Options on the same date;

- (e) the Tranche 2 Placement Shares and Placement Options will be issued to the subscribers for Shares under the Placement, all of whom are unrelated to the Company;
- (f) the Tranche 2 Placement Shares will be issued on issued on the same terms and conditions as the Company's existing Shares;
- (g) the Placement Options will be issued on the terms and conditions set out in Schedule 2; and
- (h) funds raised from the issue of the Tranche 2 Placement Shares will be used to:
 - (i) Divole East – RC and diamond drilling, following up the current RC drill programme;
 - (ii) Divole West – initial RC drilling programme along the 2km long mineralised corridor;
 - (iii) Boulsa – geological mapping and geochemical sampling;
 - (iv) Hounde South and Nako – assaying of BLEG samples and geochemical sampling;
 - (v) Strickland – RC drilling of IP targets and first pass aircore drilling of gold anomalies; and
 - (vi) for working capital purposes.

3.3 Director's Recommendation

The Directors unanimously recommend that shareholders approve Resolution 4 to approve the issue of Tranche 2 Placement Shares and Placement Options.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

4. RESOLUTION 5 - ISSUE OF OPTIONS TO CORPORATE ADVISORS

4.1 Background

Resolution 5 seeks Shareholder approval for the issue of up to 50,000,000 unlisted Options to its corporate advisers in consideration for corporate advisory services provided to the Company in relation to the Acquisition (**Advisor Options**).

In addition, the Board considers the use of options as an incentivisation tool to its corporate advisers who have the experience, skills and knowledge to aid in the Company's corporate objectives. In addition, the use of options will allow the Company to retain its cash to maximise exploration expenditure.

A summary of ASX Listing Rules 7.1 is set out in Section 2.1 above.

The effect of Resolution 7 will be to allow the Company to issue the Advisor Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 5 is an ordinary resolution:

4.2 Information required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The maximum number of Advisor Options to be granted by the Company under Resolution 5 is 50,000,000.
- (b) The Advisor Options may be issued no later than three 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 all of the Advisor Options will be issued on the same date;
- (c) The Advisor Options will be granted for nil consideration and accordingly no funds will be raised from the issue of Advisor Options.
- (d) the Advisor Options will be issued on the terms and conditions set out in Schedule 3.
- (e) The Advisor Options will be granted to corporate advisors to the Company including Zenix Nominees Pty Ltd and Bellatrix Corporate Pty Ltd (or their nominees) who are unrelated parties to the Company.
- (f) A voting exclusion statement is included in the Notice.

4.3 Directors' Recommendation

The Directors of the Company recommend that Shareholders vote in favour of Resolution 5.

5. RESOLUTIONS 6 TO 9 – ISSUE OF DIRECTOR INCENTIVE SHARES AND APPROVAL OF LOANS TO RELATED PARTIES

5.1 General

The Company has agreed, to the provision of a limited-recourse, interest free loan (**Loan**) to each of Dr Frazer Tabcart and Mr Steven Michael, and proposed Directors Messrs Thomas McKeith and Morgan Ball (**Eligible Participants**) pursuant to the Plan for the purpose of each subscribing for Restricted Shares on the terms and conditions set out below.

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

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

In addition, ASX Listing Rule 10.14 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in ASX's opinion, such that approval should be obtained.

The issue of the Restricted Shares under the Plan and provision of the Loans to each of the Eligible Participants requires the Company to obtain Shareholder approval because:

- (a) the issue of the Restricted Shares to the Eligible Participants under the Plan constitutes giving a financial benefit;
- (b) the limited-recourse, interest free loan to acquire the Restricted Shares constitutes giving a financial benefit; and
- (c) as Directors, the Eligible Participants are related parties of the Company.

Each Director considers that as each other Director is receiving Restricted Shares and being granted a Loan under the Plan, they are unable to consider whether the exceptions set out in sections 210 to 216 of the Corporations Act apply in the current circumstances. Accordingly, Shareholder approval is sought for the issue of Restricted Shares and the grant of the associated loans to the Eligible Participants.

5.2 Technical information required by Chapter 2E of the Corporations Act and ASX Listing Rule 10.14

Pursuant to and in accordance with the requirements of sections 219 of the Corporations Act and ASX Listing Rule 10.15, the following information is provided in relation to the proposed issue of Restricted Shares and the grant of the associated loans to the Eligible Participants:

- (a) the related parties are Dr Frazer Tabearit and Mr Steven Michael by virtue of being Directors and also proposed Directors Messrs Thomas McKeith and Morgan Ball who are considered related parties as it is intended they will be appointed to the Board of Arrow following completion of the Acquisition (**Eligible Participants**);
- (b) Given that Shareholder approval is being sought at the same time for issues under the Plan to each of the Eligible Participants, they each have an interest in the issue of Restricted Shares to the other;
- (c) the maximum number of Restricted Shares (being a financial benefit to be provided) to be issued to the Eligible Participants (or their nominees) is:
 - (i) 1,500,000 Restricted Shares to Mr Thomas McKeith;
 - (ii) 1,500,000 Restricted Shares to Mr Morgan Ball;
 - (iii) 1,500,000 Restricted Shares to Dr Frazer Tabearit; and
 - (iv) 750,000 Restricted Shares to Mr Steven Michaeleach on the terms set out in section (j) below;
- (d) the maximum amount of the Loans (each being a financial benefit to be provided) to be provided to the Eligible Participants (or their nominees) can be calculated by multiplying the number of Shares to be issued (determined in accordance with paragraph (c)) by the issue price (determined in accordance with paragraph (f)). Based on an assumed trading price of Restricted Shares before the date of this Notice of \$0.01, the financial benefit being received by the Eligible Participants, being the

limited-recourse Loans to purchase the Shares in paragraph (b) above is set out below for each Eligible Participant:

- (i) \$15,000 to Mr McKeith;
 - (ii) \$15,000 to Mr Ball;
 - (iii) \$15,000 to Dr Frazer Tabeart; and
 - (iv) \$7,500 to Mr Steven Michael.
- (e) the Restricted Shares will be issued and the Loans will be granted to the Eligible Participants no later than 12 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Restricted Shares will be issued and Loans granted on one date;
- (f) the issue price of the Restricted Shares will be a 1% discount to the volume weighted average of the Company's Shares over the 5 days of trading on the ASX immediately prior to the issue of the Plan Shares, or such other price as the Board determines. For the purposes of details set out in this Notice, an issue price of a 1% discount to the volume weighted average of the Company's Shares over the 5 days of trading on the ASX immediately prior to 9 July 2019 (being \$0.01) has been assumed;
- (g) no funds will be raised from the issue of the Restricted Shares as there will be no change to the Company's cash position (i.e. the Loans made by the Company will be used to subscribe for the Restricted Shares to be issued to the Eligible Participants);
- (h) the Plan was previously approved by Shareholders on 22 November 2017. Since the date of this last approval the Company has issued the following shares under the Plan:
- (i) 2,000,000 at a price of \$0.03 per Share and 4,000,000 at a price of \$0.0157 per Share to Mr Steven Michael;
 - (ii) 375,000 at a price of \$0.03 per Share and 400,000 at a price of \$0.0157 per Share to Dr Frazer Tabeart;
 - (iii) 375,000 at a price of \$0.03 per Share and 400,000 at a price of \$0.0157 per Share to Mr Nicholas Ong; and
 - (iv) 7,000,000 Shares to employees.
- (i) all Directors are entitled to participate in the Plan (i.e. Dr Frazer Tabeart, Mr Steven Michael and Mr Nicholas Chen Chik Ong) and approval is being sought to issue Restricted Shares to Dr Tabeart and Mr Michael under Resolutions 8 and 9. Additional approval for the issue of Restricted Shares is being sought under Resolutions 6 and 7 to proposed Directors Messrs McKeith and Ball who are anticipated to be appointed Directors following completion of the Acquisition;
- (j) the Restricted Shares issued to the Eligible Participants 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, other than being subject to a holding lock until such time as the respective restriction conditions have been satisfied, including the completion of any restriction

period, and any Loan has been extinguished or repaid under the terms of the Plan;

Achieving any of the Milestones below will vest 25% of the Plan Shares. Once a Milestone has been achieved it cannot be achieved again. Therefore, once four milestones have been achieved, 100% of the Plan Shares will vest. The time period for achieving any of the Milestones will be three years from the date of issue of the Plan Shares.

The Milestones attaching to the Plan Shares are as follows:

- (i) Discovery of a mineralised prospect with multiple drill intersections of at least 25 gram metres gold (e.g. two separate drill intersections of 10 metres @ 2.5g/t Au), or gold equivalent (**Milestone 1**);
 - (ii) Discovery of multiple mineralised prospects as defined in Milestone 1 (**Milestone 2**);
 - (iii) Announce a JORC-compliant resource of 500,000oz of gold at a minimum cut-off grade of 0.5g/t Au (or equivalent for other metals) (**Milestone 3**);
 - (iv) Combined capital raising of \$2 million through a combination of either equity issues at an average issue price at least 75% of the 15-day VWAP prior to each issue and/or proceeds from asset sales (or farm-out joint ventures) (**Milestone 4**);
 - (v) total shareholder return over any 12-month period exceeding +50% (**Milestone 5**); or
 - (vi) continue to be an employee or Director of Arrow until 30 June 2020 (**Milestone 6**).
- (k) the Loans will be provided on the following key terms and otherwise subject to the terms and conditions of the Plan, a summary of which is set out in Schedule 4:
- (i) (**limited-recourse**): the Loan is secured against the Restricted Shares but the Eligible Participant is not personally liable for the Loan. In other words, in the event the Restricted Shares are sold to repay the Loan but the sale proceeds are insufficient to cover the amount of the Loan which is outstanding the Company cannot recover the remaining amount from the Eligible Participant. Conversely, where the sale proceeds are greater than the amount of the Loan the Company will not receive any additional repayment as the Eligible Participant is entitled to the surplus proceeds;
 - (ii) (**interest free**): the Loan will be interest free unless otherwise agreed by the Eligible Participant; and
 - (iii) (**term**): 3 years from the date of issue of the Restricted Shares, subject to earlier repayment in accordance with the terms of the Plan;
- (l) The estimated dollar value of interest forgone arising from the interest free Loans to the Eligible Participants is estimated as:

- (i) \$900 per annum to Mr Thomas McKeith;
- (ii) \$900 per annum to Mr Morgan Ball;
- (iii) \$900 annum to Dr Frazer Tabearf; and
- (iv) \$450 per annum to Mr Steven Michael

on the assumption that interest would otherwise be charged at 6% per annum for a maximum three year term. As the Loans are limited-recourse, Shareholders should note that the value of the financial benefit may increase in the event the value of the Restricted Shares is lower than the balance of the Loan at the end of the Loan period and the Eligible Participants elects to extinguish the Loan through repayment of the Shares;

- (m) details of any Shares issued under the Plan will be published in each of the Company's annual reports relating to a period in which Shares have been issued and approval for the issue of those Restricted Shares was obtained under ASX Listing Rule 10.14;
- (n) any additional person who becomes entitled to participate in the Plan after this Meeting and who has not been named in this Notice will not participate in the Plan until approval is sought under ASX Listing Rule 10.14;
- (o) the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	0.025	13 July 2018
Lowest	0.008	19 June 2019
Last	0.011	8 July 2019

- (p) the relevant interests of the Eligible Participants in securities of the Company as at the date of this Notice are set out below:

Eligible Participants	Shares	Options¹
Mr Thomas McKeith	N/A	N/A
Mr Morgan Ball	N/A	N/A
Mr Steven Michael	8,937,142	653,572
Dr Frazer Tabearf	1,527,679	375,000
Mr Nicholas Ong	1,606,250	298,215

1. Options exercisable at 10¢ each on or before 31 December 2019

- (q) total remuneration paid from the Company to the Eligible Participants and their associates for the previous two financial years and current financial year to date are set out below:

Eligible Participants	2018/2017	2017/2016	2016/2015
Mr Thomas McKeith	N/A	N/A	N/A

Mr Morgan Ball	N/A	N/A	N/A
Mr Steven Michael	\$338,079	\$336,936	\$407,402
Dr Frazer Tabear	\$32,120	\$34,938	\$50,495

- (r) if the maximum number of Restricted Shares are issued to the Eligible Participants, a total of 5,250,000 Shares would be issued. This will increase the number of Shares on issue from 371,540,609 to 376,790,609 (assuming that no Options are exercised and no other Shares are issued) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 1.41%, comprising 0.20% for Mr Michael and 0.40% for each of Dr Tabear and Messrs McKeith and Ball;
- (s) the primary purpose of the provision of the Loans to the Eligible Participants is to enable the Eligible Participants to subscribe for Shares and the primary purpose for the issue of the Shares to the Eligible Participants is to provide a performance linked incentive component in the remuneration package for the Eligible Participants to motivate and reward the performance of the Eligible Participants in their respective roles as Directors. In addition, by providing the Eligible Participants with a portion of their remuneration as Shares under the Plan, the Company retains that additional cash for use in other aspects of its operations;
- (t) the Board acknowledges the issue of Restricted Shares to Dr Tabear and Messrs McKeith and Ball, who are/will be non-executive Directors, is contrary to Recommendation 8.2 of the ASX Corporate Governance Principles and Recommendations. However, the Board considers the issue of Shares to Dr Tabear and Messrs McKeith and Ball reasonable in the circumstances, given the necessity to attract the highest calibre of professionals to the Company, whilst maintaining the Company's cash reserves;
- (u) Mr Steven Michael declines to make a recommendation to Shareholders in relation to Resolution 9 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 6, 7 and 8, he recommends that Shareholders vote in favour of those Resolutions for the following reasons:
- (i) the use of the Loans by each Eligible Participant to subscribe for Restricted Shares will align the interests of the Eligible Participants with those of Shareholders by creating a stronger link between performance resulting in increased Shareholder value and reward to the Eligible Participant. Each Eligible Participant will have a greater involvement with, and share in, any future growth and profitability of the Company; and
 - (ii) the provision of the Loans is a reasonable and appropriate method to provide benefits to the Eligible Participants as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash benefits were given to the Eligible Participants;
- (v) Dr Frazer Tabear declines to make a recommendation to Shareholders in relation to Resolution 8 due to his material personal interest in the outcome of the Resolution. However, in respect of Resolutions 6, 7 and 9,

he recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (u);

- (w) Mr Nicholas Chen Chik Ong recommends that Shareholders vote in favour of Resolutions 6 through 9 for the reasons set out in paragraph (u);
- (x) the Directors consider that in providing the Loans to the Eligible Participants upon the terms proposed the following opportunity cost to the Company and benefits foregone by the Company may occur:
 - (i) no interest is payable on the Loans; and
 - (ii) the Loans are limited-recourse which means the full amount of the Loan may not be recovered where the Shares are sold for less than the amount outstanding on the Loan. In addition, where the sale proceeds are greater than the amount of the Loan the Company will not receive any additional repayment as the Eligible Participant is entitled to the surplus proceeds;
- (y) in forming their recommendations, each Director considered the experience of each other Eligible Participant, the existing and proposed contribution of each Eligible Participant to the Company and the current market practices when determining the provision of the Loans upon the terms proposed; and

the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 to 9.

6. RESOLUTION 10 – AMENDMENT TO CONSTITUTION

6.1 General

The Company has agreed with Boromo that in conjunction with the Acquisition that it will use all reasonable endeavours to procure that its constitution be amended to remove the right of the chair to have a casting vote (**Constitution Amendment**). The Company's current constitution was adopted on 22 November 2017.

In the event that the Constitution Amendment is not approved by a special resolution of Shareholders, Arrow has agreed to use all reasonable endeavours to procure that the chair does not exercise its casting vote provided that this will not in any way limit the ability of the chair to discharge his or her director's duties, either at law or under the Corporations Act. Resolution 10 will only be passed if at least 75% of the votes cast by Shareholders entitled to vote on Resolution 10 are cast in favour of the Resolution.

A copy of the proposed amended constitution is available for inspection by shareholders at the offices of the Company at Unit 18, 40 St Quentin Avenue, Claremont WA 6010 from the date of this Notice of Meeting until the date of the Meeting, or a copy can be requested free of charge by calling the Company's share registry between 8.30am – 5pm (Monday to Friday) on +618 9389 8033. Full copies of the proposed amended constitution will also be available at the Meeting.

A summary of the substantial proposed amendment to the current constitution pursuant to Resolution 10 is as follows:

Clause 14.8 be removed and replaced with the following words:

“Chairman does not have casting vote at Directors’ meetings

If there are an equal number of votes for and against a question, the chairman of the Directors’ meeting does not have a casting vote.”

6.1.1 Director’s Recommendation

The Directors unanimously recommend that shareholders approve Resolution 10 to approve the Constitution Amendment.

The Chairman of the Meeting will be casting undirected proxies in favour of this Resolution.

GLOSSARY

\$ means Australian dollars.

Advisor Options has the meaning set out in section 4.1.

Acquisition has the meaning set out in section 1.1.

ASIC means the Australian Securities & Investments Commission.

Associate has the meaning given to that term in the ASX Listing Rules.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Boromo means Boromo Gold Limited (ACN 617 318 662).

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (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)*.

Company means Arrow Minerals Ltd (ACN 112 609 846).

Consideration Securities means 289,297,910 Shares and 209,046,880 Performance Rights to the vendors of Boromo (or their nominees).

Constitution means the Company's constitution.

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.

General Meeting or **Meeting** means the meeting convened by the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons 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.

Loan has the meaning given in section 5.1 of the Explanatory Statement.

Minority Vendors has the meaning set out in section 1.3.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given to it in Section 2.1.

Placement Options has the meaning given to it in Section 2.1.

Plan means the employee share plan as summarised in Schedule 3.

Proxy Form means the proxy form accompanying the Notice.

Related Parties has the meaning set out in Section 4.12.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Restricted Shares means Shares issued under the Plan subject to performance milestones set out in section 5.2(j) and repayment of loans set out in section 5.2(k).

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the meeting.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement has the meaning set out in section 2.1.

Tranche 2 Placement has the meaning set out in section 2.1.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF PERFORMANCE RIGHTS

The proposed terms and conditions of the Performance Rights are as follows:

- (a) **(Performance Rights and Milestones):** The Company intends to grant Performance Rights as follows:

Tranche	Performance Milestone	Expiry Date	Number
Tranche 1	Announcement of at least two mineralised drill hole intercepts with a gold grade times length weighted average in excess of 25 grams per tonne, using a weighted average gold cut-off of 0.5g/t, located on the Tenements	The date that is 3-years from Settlement.	69,682,290
Tranche 2	Announcement of a JORC 2012 compliant Inferred, Indicated or Measured Resource with a minimum cut-off grade of 0.5g/t for collectively at least 500,000oz of gold located on the Tenements.	The date that is 3-years from Settlement.	69,682,290
Tranche 3	Announcement of a JORC 2012 compliant Inferred, Indicated or Measured Resource with a minimum cut-off grade of 0.5g/t for collectively at least 1,000,000oz of gold located on the Tenements.	The date that is 4 years from Settlement.	69,682,300
TOTAL			209,046,880

- (b) **(Vesting):** Subject to these terms, the Performance Rights will vest on the date the Performance Milestone has been satisfied. The Company will notify the holder in writing when the Performance Milestone has been satisfied (**Vesting Notice**).
- (c) **(Consideration):** The Performance Rights will be granted for nil consideration.
- (d) **(Exercise Price):** The Exercise Price of each vested Performance Right is nil.
- (e) **(Expiry Date):** Each Performance Right will expire on the relevant date referred to the table set out in paragraph (a) above. For the avoidance of doubt, any vested but unexercised Performance Rights will automatically lapse on the relevant Expiry Date.
- (f) **(Conversion Condition):** The conversion of a Performance Right under paragraph (g) below is subject to and conditional upon either:
- (i) the holder confirming to the reasonable satisfaction of the Company that such conversion will not have the effect of the holder (or any of its associates) holding voting power exceeding 20% or more in the Company;
 - (ii) the holder confirming to the reasonable satisfaction of the Company that such conversion will have the effect of the holder (or any of its associates) holding voting power exceeding 20% or more in the Company and the holder (and its associates) being able to rely on an exemption in section 611 of the Corporations Act to the extent necessary to permit such increase; or
 - (iii) the Company obtains shareholder approval for the purposes of item 7 of section 611 of the Corporations Act to permit the holder to convert the
-

vested Performance Rights (the Company will seek such shareholder approval as soon as reasonably practicable after the Performance Milestone has been achieved and only after being requested to do so by the holder).

In the event that the Conversion Condition restricts the ability of the Company to issue some or all of the Shares on conversion of Performance Rights, the Company will issue those Shares to the extent it is permitted to and, to the extent it is not, as soon as practicable after the Conversion Condition is satisfied.

In this paragraph, "voting power" and "associate" have the same meaning as in Chapter 6 of the Corporations Act.

- (g) **(Conversion)**: Upon vesting and subject to satisfaction of the Conversion Condition in paragraph (f) above, each Performance Right will, at the holder's election, convert into one fully paid ordinary share in the Company (**Share**). The holder may apply to exercise vested Performance Rights at any time prior to the Expiry Date by filling out a notice of exercise in the form provided by the Company and returning to the Company Secretary (**Notice of Exercise**).
 - (h) **(Transfer)**: The Performance Rights are not transferable.
 - (i) **(Quotation)**: No application for quotation of the Performance Rights will be made by the Company.
 - (j) **(Participation in entitlements and bonus issues)**: Subject always to the rights under paragraphs (k) and (l), holders of Performance Rights will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
 - (k) **(Adjustment for bonus issue)**: If securities are issued pro-rata to shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of Performance Rights to which the holder is entitled will be increased by that number of securities which the holder would have been entitled if the Performance Rights held by the holder were exercised immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Listing Rules at the time of the bonus issue.
 - (l) **(Reorganisation of capital)**: In the event that the issued capital of the Company is reconstructed, all the holder's rights as a holder of Performance Rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the holder's economic and other rights are not diminished or terminated.
 - (m) **(Dividend and voting rights)**: The Performance Rights do not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.
 - (n) **(Shares issued on exercise)**: All Shares issued upon the exercise of Performance Rights will upon issue rank *pari passu* in all respects with the then Shares of the Company.
 - (o) **(Quotation of Shares on exercise)**: Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Performance Rights in accordance with the Listing Rules.
 - (p) **(Timing of issue of Shares)**: Subject to these terms, as soon as practicable after the issue of a Notice of Exercise by the holder and subject to satisfaction of the Conversion Condition, the Company will:
 - (i) issue, allocate or cause to be transferred to the holder (or its nominees) the number of Shares to which the holder (or its nominees) is entitled;
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- (ii) issue a substitute Certificate for any remaining unexercised Performance Rights held by the holder (or its nominees); and
 - (iii) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or if the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, issue a prospectus pursuant to section 708A(11) of the Corporations Act.
- (q) **(Restrictions on transfer of Shares):** If the Company is unable to give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, Shares issued on conversion of the Performance Rights may not be traded until the Company issues a prospectus pursuant to section 708A(11) of the Corporations Act.
- (r) **(Change of Control Event):** Upon the occurrence of:
- (i) a takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and:
 - (A) having received acceptances for greater than 50% of the Company's shares on issue; and
 - (B) having been declared unconditional by the bidder;
 - (ii) any person acquires a Relevant Interest (as defined in the Corporations Act) more than 50% of the Shares by any other means; or
 - (iii) any merger transaction or scheme of arrangement is recommended by the Board and where such transaction would have the effect contemplated in paragraph (ii) above,
- (Change of Control Event)** or the Board determines that such an event is likely to occur:
- (iv) any unvested Performance Rights will automatically vest; and
 - (v) to the extent Performance Rights have not been converted into Shares following satisfaction of the Performance Milestone, Performance Rights will automatically convert to that number of Shares equal to the lower of:
 - (A) the number which when issued together with all Shares issued under any other class of Performance Rights then on issue in the Company, is equal to the lesser of one Share per Performance Right and 10% of the total Shares on issue at that time; and
 - (B) such number of Shares as permitted to be held by the holder (and its associates) under Chapter 6 of the Corporations Act.

Performance Rights that are not converted into Shares under this paragraph (r) will continue to be held by the holder on the same terms and conditions.

SCHEDULE 2 – TERMS AND CONDITIONS OF PLACEMENT OPTIONS

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(a) **Exercise Price**

Subject to paragraph 1.1(h), the amount payable upon exercise of each Option will be \$0.02 (**Exercise Price**).

(b) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(d) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and 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.

(e) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 1.1(f)(i) or 1.1(f)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to

satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(g) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(j) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(k) **Quoted**

The Company will apply for quotation of the Options on ASX.

(l) **Transferability**

The Options are transferable subject to the Constitution, any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – TERMS AND CONDITIONS OF ADVISOR OPTIONS

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(a) **Exercise Price**

Subject to paragraph 1.1(h), the amount payable upon exercise of each Option will be \$0.0145 (**Exercise Price**).

(b) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is four years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(d) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and 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.

(e) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(f) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 1.1(f)(i) or 1.1(f)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to

satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(g) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(h) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(i) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(j) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(k) **Quoted**

The Company will apply for quotation of the Options on ASX.

(l) **Transferability**

The Options are transferable subject to the Constitution, any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 4 – SUMMARY OF EMPLOYEE SHARE PLAN

The key terms of the Employee Share Plan are as follows:

- (a) **Eligibility:** Participants in the Scheme may be directors of the Company or any of its subsidiaries or any other related body corporate of the Company (**Eligible Participants**).
 - (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Eligible Participants will be offered Shares under the Plan.
 - (c) **Invitation:** The Board may make an invitation to an Eligible Participant to participate in the Plan. The invitation:
 - (i) will invite application for the number of Shares specified in the invitation;
 - (ii) will specify the issue price for the Shares or the manner in which the Issue Price is to be calculated;
 - (iii) may invite applications for a loan up to the amount payable in respect of the Shares accepted by the Eligible Participant in accordance with the invitation;
 - (iv) will specify any restriction conditions applying to the Shares;
 - (v) will specify an acceptance period; and
 - (vi) specify any other terms and conditions attaching to the Shares.
 - (d) **Issue price:** the issue price of each Share will be not less the volume weighted average price at which Shares were traded on the ASX over the 10 trading days up to and including the date of issue of the Shares offered under the Plan, or such other price as the Board determines.
 - (e) **Renounceability:** Eligible Participants may renounce their Invitation in favour of an associate (the Eligible Participants and their associates are each **Participants**).
 - (f) **Restriction Conditions:** Shares may be subject to restriction conditions relating to milestones (**Milestone Conditions**) (such as a period of employment) or escrow restrictions (**Escrow Conditions**) which must be satisfied before the Shares can be sold, transferred, or encumbered (**Restriction Conditions**). Shares cannot be sold, transferred or encumbered until any loan in relation to the Shares has been repaid or otherwise discharged under the Plan.
 - (g) **Extension of Escrow Condition:** If an Eligible Participant ceases to be an Eligible Participant as a result of an occurrence other than certain bad leaver occurrences prior to the satisfaction of all Restriction Conditions, the escrow restriction applied under the Escrow Condition in relation to the Plan Shares held by the Participant will be extended by 6 months.
 - (h) **Loan:** An Eligible Participant who is invited to subscribe for Shares may also be invited to apply for a loan up to the amount payable in respect of the Shares accepted by the Participant (**Loan**), on the following terms:
 - (i) the Loan will be interest free unless the Company and the Participant agree otherwise;
 - (ii) the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Shares;
-

- (iii) the Loan repayment date will be 3 years following the issue of Shares under the Plan and the manner for making such payments shall be determined by the Board and set out in the invitation;
 - (iv) a Participant must repay the Loan in full by the loan repayment date but may elect to repay the Loan amount in respect of any or all of the Shares at any time prior to the loan repayment date;
 - (v) the Company shall have a lien over the Shares in respect of which a Loan is outstanding and the Company shall be entitled to buy-back, cancel or sell those Shares in accordance with the terms of the Plan;
 - (vi) a Loan will be non-recourse except against the Shares held by the Participant to which the Loan relates; and
 - (vii) the Board may, in its absolute discretion, agree to forgive a Loan made to a Participant.
- (i) **Unfulfilled Milestone Condition:** Where a Milestone Condition in relation to Shares is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board, the Company may, unless the Milestone Condition is waived by the Board, either:
- (i) buy back and cancel the relevant Shares within 12 months of the date the restriction condition was not satisfied or was waived (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act in consideration for the cancellation of any Loan granted;
 - (ii) cancel the relevant Shares within 12 months of the date the restriction condition was not satisfied or was waived (or became incapable of satisfaction) under Part 2J.1 of the Corporations Act in consideration for the cancellation of any Loan granted; or
 - (iii) in the event that such a buy-back or cancellation of Shares cannot occur, require the Participant to sell the Shares as soon as reasonably practicable either on the ASX and give the Company the sale proceeds (**Sale Proceeds**), which the Company will apply in the following priority:
 - (A) first, to pay the Company any outstanding Loan Amount (if any) in relation to the Shares and the Company's reasonable costs in selling the Shares;
 - (B) second, to the extent the Sale Proceeds are sufficient, to repay the Participant any cash consideration paid by the Participant or Loan Amount repayments (including any cash dividends applied to the Loan Amount) made by or on behalf of the Participant; and
 - (C) lastly, any remainder to the Company to cover its costs of managing the Plan.
- (j) **Sale of Shares to repay Loan:**
- (i) A Loan shall become repayable in full on the earlier of:
 - (A) 3 years following the issue of Shares under the Plan;
 - (B) the date determined under (ii) below;
 - (C) any Shares issued to the Participant in relation to the Loan being sold, transferred, assigned, mortgaged, charged or otherwise
-

encumbered (unless any such actions were undertaken by or on behalf of the Company);

- (D) the Participant suffering an event of insolvency;
 - (E) the Participant breaching any condition of the Loan or the Plan; or
 - (F) a Restriction Condition in relation to Shares subject to the Loan is not satisfied by the due date, or becomes incapable of satisfaction in the opinion of the Board (and is not waived).
- (ii) In the event that the Eligible Participant to whom the invitation was made ceases to be an Eligible Participant, the date for repayment of the Loan under (j)(i)(B) will, subject to the Company buying back, cancelling or selling any Shares where the Eligible Participant ceases such a role for to certain bad leaver reasons (including acting fraudulently or dishonestly, being grossly negligent, demonstrating serious and wilful misconduct, or causing a material adverse effect on the reputation of the Company), be the later of:
- (A) if all Restriction Conditions have been satisfied or waived, within 30 days;
 - (B) if a Milestone Condition in relation to Shares is not satisfied or waived, immediately. Such payment obligation shall be satisfied as set out in (i) above; or
 - (C) if all Milestone Conditions have been satisfied or waived, but the Escrow Condition has not been satisfied or waived, immediately upon satisfaction.
- (iii) Where a Loan becomes repayable under (j), other than (i)(B) and at that time a Restriction Condition in relation to Shares subject to the Loan is not satisfied, or is incapable of being satisfied in the opinion of the Board (and is not waived), the Company may elect to buy-back or cancel in consideration for cancellation of the Loan or sell the Shares, with the Sale Proceeds being applied to repay the Loan in accordance the Plan.
- (iv) Where a Loan in relation to Shares becomes repayable under (i)(D) or (E) or (ii)(A) and at that time Restriction Conditions in relation to the Shares have either been satisfied or are waived, the Company must give the Participant a 30 day period to repay the Loan, failing which the Company may buy-back, cancel or sell the Shares and, if sold, apply the Sale Proceeds in accordance with the Plan.
- (k) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the Plan.
- (l) **Restriction on transfer:** Other than as specified in the Plan, Participants may not sell or otherwise deal with a Share until the Loan Amount in respect of that Share has been repaid and any restriction conditions in relation to the Shares have been satisfied or waived. The Company is authorised to impose a holding lock on the Shares to implement this restriction.
- (m) **Quotation on ASX:** The Company will apply for each Share to be admitted to trading on ASX upon issue of the Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
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- (n) **Rights attaching to Shares:** Each Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.
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ARROW MINERALS

ARROW MINERALS LIMITED
ACN 112 609 846

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.
It is a fast, convenient and a secure way to lodge your vote.

2019 GENERAL MEETING PROXY FORM

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

APPOINT A PROXY

The Chair of the meeting

OR



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

STEP 1

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at **Advanced Share Registry, 110 Stirling Hwy, Nedlands WA 6009 on Thursday, 15 August 2019 at 10:00am WST** and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

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

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Approval to Issue Considerations Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue - Tranche 1 Placement Shares - 25,550,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue - Tranche 1 Placement Shares - 31,450,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Tranche 2 Placement Shares and Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Issue of Options to Corporate Advisors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Issue of Director Incentive Shares and Approval of Loan to Proposed Director - Mr Thomas McKeith	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Issue of Director Incentive Shares and Approval of Loan to Proposed Director - Mr Morgan Ball	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Issue of Director Incentive Shares and Approval of Loan to Dr Frazer Tabearnt	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Issue of Director Incentive Shares and Approval of Loan to Mr Steven Michael	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

STEP 3

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

Email Address

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

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

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

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

VOTING DIRECTIONS – PROXY APPOINTMENT

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

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

CORPORATE REPRESENTATIVES

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

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

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

Joint Holding:

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

Power of Attorney:

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

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am WST on 13 August 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

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



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033