



ACN 107 159 713

### NOTICE OF GENERAL MEETING

**The General Meeting of the Company will be held at the offices of the Company, at Level 10, 553 Hay Street, Perth, Western Australia on Monday, 8 October 2018 at 10:00am (WST).**

*The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

***Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on (08) 6266 8642.***

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

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# PACIFICO MINERALS LIMITED

ACN 107 159 713

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Pacifico Minerals Limited (**Company**) will be held at the offices of the Company, at Level 10, 553 Hay Street, Perth, Western Australia on Monday, 8 October 2018 at 10:00am (WST) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Saturday, 6 October 2018 at 5:00pm (WST).

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

## AGENDA

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### 1. Resolution 1 – Approval to issue Consideration Securities

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to \$500,000 worth of Shares and 10,000,000 Consideration Options to Quintana MH Holding Company LLC (or its nominees) 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 Quintana MH Holding Company LLC (or its nominees) or any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of those persons.

The Company will not disregard a vote if:

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

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

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

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

- (a) 124,626,959 Placement Shares issued under Listing Rule 7.1; and
- (b) 88,706,374 Placement Shares issued under Listing Rule 7.1A."

### **Voting Exclusion**

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

The Company will not disregard a vote if:

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

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## 3. Resolution 3 – Approval to issue Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 106,666,667 Quoted Options 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 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 any associates of those persons.

The Company will not disregard a vote if:

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

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#### **4. Resolution 4 – Approval to issue JLM Options**

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

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

##### **Voting Exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of PAC Partners Securities Pty Ltd or Discovery Capital (or their respective nominees) or any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or any associates of those persons.

The Company will not disregard a vote if:

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

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#### **5. Resolution 5 – Ratification of prior issue of Marketing Securities**

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 6,000,000 Shares and 2,000,000 Marketing Options issued to Dyamond Developments Pty Ltd (or its nominee/s) 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 Dyamond Developments Pty Ltd (or its nominee/s) or any associates of those persons.

The Company will not disregard a vote if:

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

**BY ORDER OF THE BOARD**



Patrick Holywell

**Company Secretary**

Dated: 6 September 2018

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# PACIFICO MINERALS LIMITED

ACN 107 159 713

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 10, 553 Hay Street, Perth, Western Australia on Monday, 8 October 2018 at 10:00am (WST) (**Meeting**).

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

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

Section 2	Action to be taken by Shareholders
Section 3	Background to Resolutions 1 to 4
Section 4	Resolution 1 – Approval to issue Consideration Securities
Section 5	Resolution 2 – Ratification of prior issues of Placement Shares
Section 6	Resolution 3 – Approval to issue Placement Options
Section 7	Resolution 4 – Approval to issue JLM Options
Section 8	Resolution 5 – Ratification of prior issue of Marketing Securities
Schedule 1	Definitions
Schedule 2	Terms and conditions of Consideration Options
Schedule 3	Terms and conditions of Quoted Options
Schedule 4	Terms and conditions of Marketing Options

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

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### 2. Action to be taken by Shareholders

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

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they

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

Please note that:

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

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

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

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## 3. Background to Resolutions 1 to 4

### 3.1 Acquisition

On 26 June 2018, the Company announced that it had entered into a binding term sheet (**Term Sheet**) with Quintana MH Holding Company LLC (**Quintana**) to acquire all of the shares in KBL Sorby Hills Pty Ltd (**KBL Sorby Hills**) and Sorby Management Pty Ltd (**Acquisition**). KBL Sorby Hills owns 75% of the Sorby Hills project in the Kimberley Region of Western Australia which is prospective for lead, silver and zinc, with Chinese group Henan Yuguang Gold & Lead Co. Ltd owing the remaining 25%

On 30 July 2018, the Company announced that the parties had agreed to vary the Term Sheet, such that the total consideration payable by the Company for the Acquisition is as follows:

- (a) \$1,000,000 in cash at completion of the Acquisition (**Completion**) (less \$100,000 paid in non-refundable deposits as at the date of this Notice);
- (b) \$500,000 worth of Shares issuable at Completion, at a deemed price equal to the volume weighted average market price for Shares calculated over the 15 days on which sales in the Shares were recorded prior to the date of Completion (**15-Day VWAP**), (**Consideration Shares**);
- (c) 10,000,000 Options exercisable at \$0.02 each and expiring 3 years from the date of issue, issuable at Completion (**Consideration Options**); and
- (d) \$2,500,000 in cash on the date which is 6 months following Completion.

The Company is seeking Shareholder approval for the issue of the Consideration Shares and Consideration Options (together, the **Consideration Securities**) pursuant to Resolution 1).

The parties have also agreed that a 1% net smelter royalty will be granted to Quintana by KBL Sorby Hills in relation to the Sorby Hills Project (**NSR**).

Completion of the Acquisition is subject to any regulatory or shareholder approval requirements and obligations of the Company, and will occur as soon as reasonably practicable after the execution of a sale and purchase agreement in relation to the Acquisition and a net smelter royalty deed in relation to the NSR, which is due to occur on or before 25 September 2018.

### 3.2 Capital Raising

On 29 August 2018, the Company announced a capital raising comprising:

- (a) a placement to raise up to \$1.28 million before costs (**Placement**) by the issue of up to approximately 213 million Shares at \$0.006 each (**Placement Shares**), together with 1 free-attaching Option for every 2 Placement Shares issued, exercisable at \$0.015 each and expiring on 21 November 2020 (**Placement Options**); and
- (b) a non-renounceable entitlement offer to eligible Shareholders to raise up to \$2.84 million (**Entitlement Offer**) by the issue of Shares on a 3-for-7 basis at \$0.006 each, together with free-attaching Options on the same terms as the Placement Options, and including the offer of any shortfall under the Entitlement Offer,

(together, the **Capital Raising**).

Funds raised pursuant to the Capital Raising will be used towards the costs and consideration of Acquisition and an exploration program designed to add to the existing resource base and development studies of the Sorby Hills project, as well as for costs of the Capital Raising and general working capital. As at the date of this Notice, part of the funds raised under the Placement are intended to be used imminently for initial exploration works on the Sorby Hill project. In the event Completion does not occur for any reason, the Company will need to re-allocate any remaining funds to general working capital, its existing assets and the acquisition of other complementary assets.

On 5 September 2018, the Company issued 213,333,333 Placement Shares to sophisticated and professional investors (**Placement Subscribers**) using the Company's placement capacity under Listing Rules 7.1 and 7.1A to raise \$1,280,000 (before costs). The Company is seeking Shareholder approval for the ratification of the issue of the Placement Shares pursuant to each of the resolutions which form part of Resolution 2.

The Company has also agreed to issue Options to PAC Partners Securities Pty Ltd and Discovery Capital Partners Pty Ltd (**Joint Lead Managers**) (or their respective nominees) for joint lead manager services provided to the Company in relation to the Capital Raising (**JLM Options**). The Joint Lead Managers will be issued 10 JLM Options for every dollar raised on the same terms as the Placement Options.

The Company intends to apply for quotation of the Options to be issued under the Capital Raising and to the Joint Lead Managers on the ASX, subject to meeting ASX listing requirements. The Company does not currently have sufficient capacity available under Listing Rules 7.1 or 7.1A to issue the Placement Options or the JLM Options and is therefore seeking Shareholder approval for the issue of those Options

pursuant to Resolutions 3 and 4 respectively. The Company intends to lodge a prospectus shortly with ASIC and ASX for the Entitlement Offer and, subject to Shareholder approval, the offer of the Placement Options and JLM Options (Prospectus).

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## **4. Resolution 1 – Approval to issue Consideration Securities**

### **4.1 General**

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of the Consideration Securities to Quintana (or its nominees).

Resolution 1 is an ordinary resolution.

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

### **4.2 Listing Rule 7.1**

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

The effect of Resolution 1 will be to allow the Company to issue the Consideration Securities 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.

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

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

- (a) the maximum of Consideration Shares to be issued is that number which, when multiplied by the deemed issue price, is \$500,000, and the maximum number of Consideration Options to be issued is 10,000,000;
- (b) the Consideration Securities will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Consideration Securities are being issued for nil cash consideration as part consideration for the Acquisition. The deemed issue price of the Consideration Shares will be calculated based on the 15-Day VWAP and will be not less than 80% of the volume weighted average market price of Shares trading on ASX over the five trading days preceding the date of issue of the relevant Consideration Shares;
- (d) the Consideration Securities will be issued to Quintana or its nominee/ s, none of whom is a related party of the Company;
- (e) the Consideration Shares will be 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 the Consideration Options are to be issued on the terms and conditions set out in Schedule 2;

- (f) no funds will be raised from the issue of the Consideration Securities as are they will be issued for nil cash consideration;
- (g) it is intended that the Consideration Securities will occur on the same date, being the date of completion of the Acquisition; and
- (h) a voting exclusion statement is included in the Notice.

#### 4.4 Examples of potential dilution

The exact number of Consideration Shares to be issued will depend on the deemed issue price, which will be calculated based on the 15-Day VWAP and will be not less than 80% of the volume weighted average market price of Shares trading on ASX over the five trading days preceding the date of issue of the relevant Consideration Shares.

As the number of Consideration Shares to be issued is not known as at the date of this Notice, and may not be known as at the date of the Meeting, below are worked examples of the number of Consideration Shares that may be issued under Resolution 1 based on a range of issue prices between:

- (a) \$0.0032, being a 20% discount to the lowest closing Share price over the 12 month period up to 5 September 2018 (\$0.004); and
- (b) \$0.0128, being a 20% discount to the highest closing Share price over the 12 month period up to 5 September 2018 (\$0.016).

Assumed deemed issue price	Maximum Consideration Shares to be issued	Shares currently on issue	Enlarged number of Shares on issue	Dilution effect on existing Shareholders
\$0.0032	156,250,000	1,106,397,082	1,262,647,082	12.37%
\$0.0064	78,125,000	1,106,397,082	1,184,522,082	6.60%
\$0.0096	52,083,333	1,106,397,082	1,158,480,416	4.50%
\$0.0128	39,062,500	1,106,397,082	1,145,459,582	3.41%

The above table is for illustrative purposes only and that the actual deemed issue price may differ. This will result in the maximum number of Shares to be issued and the dilution percentage to also differ.

The examples in the table assume that the maximum amount of \$500,000 worth of Shares are issued and that no Options are exercised or other Shares are issued.

In the event that Shareholder approval is not obtained or the deemed issue price calculated based on the 15-Day VWAP is less than 80% of the volume weighted average market price of Shares trading on ASX over the five trading days preceding the date of issue of the relevant Consideration Shares, the balance of the

Consideration Securities may be issued under the Company's placement capacity pursuant to Listing Rule 7.1 or paid out in cash, at the Company's election.

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## **5. Resolution 2 – Ratification of prior issues of Placement Shares**

### **5.1 General**

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of a total of 213,333,333 Placement Shares.

Each of the resolutions which form part of Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 2.

### **5.2 Listing Rules 7.1 and 7.1A**

A summary of Listing Rule 7.1 is contained in Section 4.2.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 22 November 2017.

### **5.3 Listing Rule 7.4**

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

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

### **5.4 Specific information required by Listing Rule 7.5**

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

- (a) a total of 213,333,333 Placement Shares were issued on 5 September 2018 as follows:
  - (i) 124,626,959 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and

- (ii) 88,706,374 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) the Placement Shares were issued at \$0.006 per Share, with an entitlement to be issued 1 free attaching Placement Option for every 2 Placement Shares subscribed for and issued subject to Shareholder approval (see Resolution 3);
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued to the Placement Subscribers, none of whom is a related party of the Company;
- (e) the proceeds from the issue of the Placement Shares will be used towards the costs and consideration of Acquisition and an exploration program designed to add to the existing resource base and development studies of the Sorby Hills project, as well as for costs of the Capital Raising and general working capital; and
- (f) a voting exclusion statement is included in the Notice.

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## **6. Resolution 3 – Approval to issue Placement Options**

### **6.1 General**

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 106,666,667 Placement Options to the Placement Subscribers on the basis of 1 free-attaching Placement Option for every 2 Placement Shares subscribed for and issued.

Resolution 3 is an ordinary resolution.

The Placement Options form part of the Placement and the Board strongly recommends that Shareholders vote in favour of Resolution 3. Shareholders should note that the members of the Board intend to vote their shareholdings in favour of Resolution 3.

### **6.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 4.2.

The effect of Resolution 3 will be to allow the Company to issue the Placement 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.

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

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

- (a) a maximum of 106,666,667 Options are to be issued as Placement Options;

- (b) the Placement Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Placement Options are free-attaching to the Placement Shares issued and therefore will be issued at an issue price of nil;
- (d) the Placement Options will be issued to the Placement Subscribers pursuant to an offer under the Prospectus, who are not related parties of the Company;
- (e) the Placement Options are to be issued on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the issue of the Placement Options as are they are free-attaching to the Placement Shares, however funds raised from the Placement will be used in accordance with Section 5.4(e);
- (g) it is intended that the Placement Options will be issued on or about the date of the Meeting; and
- (h) a voting exclusion statement is included in the Notice.

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## **7. Resolution 4 – Approval to issue JLM Options**

### **7.1 General**

Resolution 4 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 41,250,211 JLM Options to the Joint Lead Managers (or their respective nominees).

The Board recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

### **7.2 Listing Rule 7.1**

A summary of Listing Rule 7.1 is contained in Section 4.2.

The effect of Resolution 4 will be to allow the Company to issue the JLM 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.

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

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

- (a) the maximum number of JLM Options that may be issued is 41,250,211;
- (b) the JLM Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all the JLM Options will occur on the same date;

- (c) the JLM Options will be issued for no cash consideration in satisfaction of joint lead manager services provided by the Joint Lead Managers in relation to the Capital Raising;
- (d) the JLM Options will be issued to the Joint Lead Managers, PAC Partners Securities Pty Ltd and Discovery Capital Partners Pty Ltd, (or their respective nominees) pursuant to an offer under the Prospectus, none of whom will be related parties of the Company;
- (e) the JLM Options will be issued on the terms and conditions set out in Schedule 3;
- (f) no funds will be raised from the issue of the JLM Options as the JLM Options will be issued as part consideration for services provided to the Company;
- (g) the Company intends to issue the JLM Options on or about the date of the Meeting, subject to successful completion of the Capital Raising (including the placement of any shortfall under the Entitlement Offer); and
- (h) a voting exclusion statement is included in the Notice.

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## **8. Resolution 5 – Ratification of prior issue of Marketing Securities**

### **8.1 Background**

On 24 April 2018, the Company issued 6 million Shares and 2 million Options (**Marketing Securities**) to Dyamond Developments Pty Ltd (or its nominee/ s) under the Company's placement capacity under Listing Rule 7.1 in part consideration for marketing services provided to the Company.

### **8.2 General**

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the issue of the Marketing Securities.

Resolution 5 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 5.

### **8.3 Listing Rules 7.1 and 7.4**

Summaries of Listing Rules 7.1 and 7.4 are set out in Sections 4.2 and 5.3 above.

The effect of Resolution 5 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **8.4 Specific information required by Listing Rule 7.5**

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

- (a) the total of 6,000,000 Shares and 2,000,000 Options were issued as Marketing Securities;
- (b) the Marketing Securities were issued for nil cash consideration as part consideration for services provided to the Company, with the Shares issued at a deemed issue price of \$0.01 per Share;
- (c) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue, and the Options were issued on the terms and conditions set out in Schedule 4;
- (d) the Marketing Securities were issued to Dyamond Development Pty Ltd (or its nominee/ s), who are not related parties of the Company;
- (e) the Marketing Securities were issued for nil cash consideration in part consideration for services provided to the Company and therefore no funds were raised as a result of the issue; and
- (f) a voting exclusion statement is included in the Notice.

## Schedule 1 - Definitions

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

**\$** means Australian Dollars.

**15-Day VWAP** means the volume weighted average market price for Shares calculated over the 15 days on which sales in the Shares were recorded prior to the date of Completion.

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

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

**Board** means the board of Directors.

**Capital Raising** has the meaning given in Section 3.2.

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

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

**Completion** means completion of the Acquisition in accordance with the Term Sheet.

**Consideration Options** means the 10,000,000 Options to be issued to Quintana (or its nominee/ s) on the terms and conditions set out in Schedule 2 which are the subject of Resolution 1.

**Consideration Securities** means the Consideration Shares and the Consideration Options.

**Consideration Shares** means up to \$500,000 worth of Shares to be issued to Quintana (or its nominee/ s), at a deemed price equal to the 15-Day VWAP, which are the subject of Resolution 1.

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

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

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

**Entitlement Offer** has the meaning given in Section 3.2.

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

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

**JLM Options** means up to 41,250,211 Quoted Options to be issued to the Joint Lead Managers under the Prospectus which are the subject of Resolution 4.

**Joint Lead Managers** means PAC Partners Securities Pty Ltd (ACN 623 653 912) and Discovery Capital Partners Pty Ltd (ACN 615 635 982).

**KBL Sorby Hills** means KBL Sorby Hills Pty Ltd (ACN 162 451 363).

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

**Marketing Options** means unquoted Options issued on the terms and conditions set out in Schedule 4.

**Marketing Securities** means the 6 million Shares and 2 million Marketing Options issued to Dyamond Developments Pty Ltd (ACN 066 246 473) which are the subject of Resolution 5.

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

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

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

**Placement** has the meaning given in Section 3.2.

**Placement Options** means up to 106,666,667 Quoted Options to be issued to the Placement Subscribers under the Prospectus which are the subject of Resolution 3.

**Placement Shares** has the meaning given in Section 3.2.

**Placement Subscribers** has the meaning given in Section 3.2.

**Prospectus** has the meaning given in Section 3.2.

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

**Quintana** means Quintana MH Holding Company LLC (ARBN 619 474 476).

**Quoted Option** means an Option for which the Company intends to apply for quotation, to be issued on the terms and conditions set out in Schedule 3.

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

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

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

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

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

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

**Term Sheet** means the binding term sheet dated 29 July 2018 between the Company and Quintana for the Acquisition, as amended.

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



## Schedule 2 – Terms and conditions of Consideration Options

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

1. (**Entitlement**): Each Option entitles the holder to subscribe for one fully paid ordinary share upon exercise of the Option.
2. (**Consideration**): Each Option shall be issued for nil cash consideration.
3. (**Exercise Price**): The amount payable upon exercise of each Option will be equal to 2 cents (**Exercise Price**).
4. (**Expiry Date**): The Options will expire at 5pm WST on a date that is 3 years from the date of issue (**Expiry Date**). Any Option not exercised by the Expiry Date will automatically expire.
5. (**Exercise Period**): The Options may be exercised at any time on or before the Expiry Date (**Exercise Period**).
6. (**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.
7. (**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**).
8. (**Exercise**): Within 15 Business Days after the later of the following:
  - (a) the Exercise Date; and
  - (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (c) allot and 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;
- (d) 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
- (e) 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 8(d) 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.

9. (**Share ranking**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10. (**Reconstructions**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
11. (**Participant rights**): 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.
12. (**Pro-rata issues**): In the event of any pro-rata issue of securities (except a Bonus Issue) the exercise price of the Options will be adjusted in accordance with ASX Listing Rule 6.22.2.
13. (**Bonus issue**): If the Company makes a bonus issue of Shares or other securities to existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.

### Schedule 3 – Terms and conditions of Quoted Options

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

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

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

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

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

## Schedule 4 – Terms and conditions of Marketing Options

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

1. (**Entitlement**): Each Option entitles the holder to subscribe for one fully paid ordinary share upon exercise of the Option.
2. (**Consideration**): Each Option shall be issued for no consideration.
3. (**Exercise Price**): The amount payable upon exercise of each Option will be equal to 2 cents (**Exercise Price**).
4. (**Expiry Date**): The Options will expire at 5pm WST on a date that is 2 years from the date of issue (**Expiry Date**).
5. (**Exercise Period**): The Options may be exercised at any time until the Expiry Date (**Exercise Period**).
6. (**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.
7. (**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**).
8. (**Exercise**): Within 15 Business Days after the later of the following:
  - (a) the Exercise Date; and
  - (b) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case no later than 20 Business Days after the Exercise Date, the Company will:

- (c) allot and 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;
- (d) 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
- (e) 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 8(d) 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.

9. (**Share ranking**): Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
10. (**Reconstructions**): If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
11. (**Participant rights**): 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.
12. (**Pro-rata issues**): In the event of any pro-rata issue of securities (except a Bonus Issue) the exercise price of the Options will be adjusted in accordance with ASX Listing Rule 6.22.2.

ACN: 107 159 713

REGISTERED OFFICE:  
LEVEL 10  
553 HAY STREET  
PERTH WA 6000

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

«EFT\_REFERENCE\_NUMBER»

«Company\_code» «Sequence\_number»  
«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code:

Holder Number:

**PROXY FORM**

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

**VOTE ONLINE** Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.  
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

**SECTION A: Appointment of Proxy**

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

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the General Meeting of the Company to be held at 10:00am WST on Monday 8 October 2018 at Level 10, 553 Hay Street, Perth, Western Australia and at any adjournment of that meeting.

**SECTION B: Voting Directions**

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

RESOLUTION	For	Against	Abstain*
1. Approval to issue Consideration Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2a. Ratification of prior issues of Placement Shares under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b. Ratification of prior issues of Placement Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval to issue Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to issue JLM Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of prior issue of Marketing Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

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

Individual or Security Holder:

Security Holder 2:

Security Holder 3:

Sole Director & Sole Company Secretary      Director      Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Saturday 6 October 2018.



My/Our contact details in case of enquiries are:

**Name:**

**Number:**

(  )

**1. NAME AND ADDRESS**

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

**2. APPOINTMENT OF A PROXY**

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

**3. DIRECTING YOUR PROXY HOW TO VOTE**

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

**4. APPOINTMENT OF A SECOND PROXY**

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities 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 of your votes; and
- b) Return both forms in the same envelope.

**5. SIGNING INSTRUCTIONS**

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

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

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

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

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

**6. LODGEMENT OF PROXY**

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

**Security Transfer Australia Pty Ltd**

**Online** [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

**Postal Address** PO BOX 52  
Collins Street West VIC 8007

**Street Address** Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000

**Telephone** 1300 992 916

**Facsimile** +61 8 9315 2233

**Email** [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)

**PRIVACY STATEMENT**

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

