
PACIFICO MINERALS LIMITED
ACN 107 159 713
NOTICE OF ANNUAL GENERAL MEETING AND
EXPLANATORY STATEMENT

TIME: 3pm (WST)

DATE: 30 November 2018

PLACE: Level 10,
553 Hay Street
PERTH
WESTERN AUSTRALIA

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote on any resolutions, 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 (0)8 6266 8642

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IMPORTANT INFORMATION FOR SHAREHOLDERS

These notes and the Explanatory Statement forms part of this Notice of Meeting.

EXPLANATORY STATEMENT

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Schedule 1.

REQUIRED MAJORITIES

All of the Resolutions are ordinary resolutions with the exception of Resolution 3 which requires a special resolution.

YOUR VOTE IS IMPORTANT

The business of the Annual General 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 Annual General Meeting are those who are registered Shareholders at 3.00 pm (WST) on 28 November 2018.

HOW TO VOTE

You may vote by attending the Annual General Meeting in person, by proxy, attorney or authorised representative.

VOTING IN PERSON

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

VOTING BY PROXY

In accordance with section 249L of the Corporations Act 2001 (Cth) ("Corporations Act"), members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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. A proxy may be, but need not be a Shareholder and can be an individual or a body corporate.
- A body corporate may appoint an individual as its representative to exercise any of the powers the body corporate may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body corporate could exercise at a meeting or in voting on a resolution.

- The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Your Proxy Form is enclosed with this Notice of Meeting. To vote by proxy, please complete and sign the Proxy Form as soon as possible and either:

- (a) send the Proxy Form by fax to fax number +61 (0)8 9315 2233;
- (b) post the Proxy Form to Security Transfer Australia at PO Box 52 Collins Street West Vic 8007;
- (c) deliver the Proxy Form to Security Transfer Australia at Level 9 Suite 913 530 Little Collins Street Melbourne Vic 3000; or
- (d) deliver the Proxy Form to the Company's office at Level 10, 553 Hay Street Perth, WA 6000.

so that it is received not later than 3pm WST on 28 November 2018 being not less than 48 hours prior to the commencement of the Annual General Meeting. Proxy Forms received later than this time will be invalid.

When the Proxy Form is executed under the power of attorney, the power of attorney must be lodged in the same way as the Proxy Form.

CORPORATE REPRESENTATIVES

Any corporate shareholder wishing to appoint a person to act as its representative at the Meeting may do so by providing that person with:

- a letter or certificate executed in accordance with the Corporations Act authorising that person to act as the corporate shareholder's representative at the meeting; or
- a copy of the resolution appointing that person as the corporate shareholder's representative at the meeting, certified by a secretary or director of the corporate shareholder.

ENQUIRIES

Shareholders are requested to contact the Company Secretary on +61 (0)8 6266 8642 if they have any queries in respect of the matters set out in this document.

BUSINESS OF THE MEETING

AGENDA

NOTICE OF ANNUAL GENERAL MEETING

PACIFICO MINERALS LIMITED

ACN 107 159 713

Notice is given that the Annual General Meeting (**Meeting**) of Pacifico Minerals Limited (**Company**) will be held at the Company's premises at Level 10, 553 Hay Street, Perth, Western Australia on 30 November 2018 commencing at 3pm WST.

GENERAL BUSINESS

Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report of the Company, together with the Directors' Report and the Auditor's Report, for the year ended 30 June 2018 as set out in the Annual Report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2018 be adopted.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition

A vote must not be cast on Resolution 1 (in any capacity) by or on behalf of:

- any of the Company's Key Management Personnel (**KMP**) (including the Directors), details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of any KMP.

Voting exclusion: In accordance with section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the KMP whose remuneration details are included in the Remuneration Report, or their Closely Related Parties. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- the vote is cast by the Chair voting an undirected proxy which expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

RESOLUTION 2 – RE-ELECTION OF MR PETER HAROLD

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

“That, in accordance with clause 13.2 of the Company's Constitution and for all other purposes, Mr Peter Harold retires by rotation, and being eligible, is re-elected as a Director of the Company.”

RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting Exclusion

The entity will disregard any votes cast in favour of Resolution 3 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 entity); or
- an associate of that person (or those persons).

However, the entity need not disregard a vote if:

- it is cast by a person as 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.

23 October 2018

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Simon Noon', written in a cursive style.

SIMON NOON

MANAGING DIRECTOR

EXPLANATORY STATEMENT

1. INTRODUCTION

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 which are the subject of the business of the Meeting.

This Explanatory Statement should be read in full and in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary of this Explanatory Statement. You should consult with your professional advisers if you have any questions in relation to how to vote on the Resolutions.

There are 3 resolutions to be put forward in the Meeting. Certain voting exclusions are imposed by the **Listing Rules** and the Corporations Act in relation to the Resolutions as detailed in the accompanying Notice of Meeting.

2. FINANCIAL REPORT, DIRECTORS' REPORT AND AUDITOR'S REPORT

The Corporations Act requires the Company to lay before the Meeting the Financial Report, Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2018.

No resolution is required for this item, but Shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to these reports. The Company's auditor will also be present at the Meeting and Shareholders will be given the opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

3. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

3.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office at the time that the directors' report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

The Remuneration Report for the financial year ended 30 June 2017 did not receive a vote of more than 25% against its adoption at the Company's last AGM on 22 November 2017. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

3.3 Voting Prohibition

A voting prohibition statement for Resolution 1 is contained in the Notice of Meeting.

3.4 Proxy Voting Restriction

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the KMP (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy, you must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the KMP whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member), you do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of KMP.

3.5 Directors' Recommendation

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

4. RESOLUTION 2 - RE-ELECTION OF MR PETER HAROLD AS DIRECTOR

4.1 General

Clause 13.2 of the Constitution requires that at each annual general meeting, one-third of the directors, apart from alternate Directors or the Managing Director retire from office, and shall be eligible for re-election

In accordance with clause 13.2, Mr Harold retires, and being eligible, seeks re-election.

Details of Mr Harold's background and experience is contained in the Company's Annual Report at page 23.

4.2 Directors' Recommendation

The Board, other than Mr Harold, unanimously recommends that Shareholders vote in favour of re-electing Mr Harold as a Director of the Company.

The Chairman intends to vote all available proxies in favour of Resolution 2.

5. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT FACILITY

5.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting at which a resolution for the purpose of Listing Rules 7.1A is passed by special resolution (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company has a market capitalisation of approximately \$8.2M as at 17 October 2018. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2.

The Company may use the 10% Placement Facility to continue its exploration activities in Australia or Colombia and/or to acquire new resource assets or investments.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of Resolution 3.

5.2 Description of Listing Rule 7.1A

5.2.1 Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

5.2.2 Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue two classes of equity securities being Ordinary Shares and listed options.

5.2.3 Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

At the date of this Notice, the Company has on issue 1,362,104,603 Shares.

Subject to the approval of Resolution 3, the Company will be able to issue a total of:

- (i) 204,315,690 shares under Listing Rule 7.1; and
- (ii) 136,210,460 shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2. That formula is:

(A x D) – E

- A is the number of Shares on issue 12 months before the date of issue or agreement:
- (a) plus the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
 - (b) plus the number of partly paid Shares that became fully paid in the 12 months;
 - (c) plus the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval;
 - (d) less the number of fully paid Shares cancelled in the 12 months.

Note that 'A' is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue, that are not issued with the approval of Shareholders under Listing Rules 7.1 or 7.4.

5.2.4 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by Shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

5.2.5 Listing Rule 7.1A

The effect of Resolution 3 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

5.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

5.3.1 Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days immediately before:

5.3.1.1 the date on which the price at which the Equity Securities are to be issued is agreed; or

5.3.1.2 if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

5.3.2 If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:

5.3.2.1 the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

5.3.2.2 the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

5.3.3 The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in Listing Rule 7.1.A.2		Dilution		
		\$0.003 50% decrease in Issue Price	\$0.006 Issue Price/Current Market Price	\$0.012 100% increase in Issue Price
Current 1,362,104,603 Shares	Number of shares	136,210,460	136,210,460	136,210,460
	Funds raised	\$408,631	\$817,262	\$1,634,525
50% increase 2,043,156,904 Shares	Number of shares	204,315,690	204,315,690	204,315,690
	Funds raised	\$612,947	\$1,225,894	\$2,451,788
100% increase 2,724,209,206 Shares	Number of shares	272,420,920	272,420,920	272,420,920
	Funds raised	\$817,262	\$1,634,525	\$3,269,051

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (vii) The issue price is \$0.006, being the closing price of the Shares on ASX on 15 October 2018.

5.3.4 The Company will only issue and allot the Equity Securities during the 10% Placement Period.

5.3.5 The Company may seek to issue the Equity Securities for the following purposes:

5.3.5.1 non-cash consideration for the acquisition of the new resources assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

cash consideration. In such circumstances, the Company intends to use the funds raised towards continued exploration activities in Australia and Colombia, the acquisition of new assets or investments (including expense associated with such acquisitions), feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).
The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new resources assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

5.3.6 The Company has previously obtained Shareholder approval under Listing Rule 7.1A on 22 November 2017. The total number of securities issued in the 12 months to the date of this Meeting under Listing Rule 7.1A is 162,842,939 Shares and under Listing Rule 7.1 is 299,389,112 Shares which represents 62% of the total number of Equity Securities on issue at the commencement of the 12 month period before the date of the Meeting being 741,265,653 ordinary shares. Details of the Equity Securities issued in the prior 12 month period are set out in Schedule 2.

5.3.7 A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

5.4 Voting Exclusion

A voting exclusion statement for Resolution 3 is contained in the Notice of Meeting.

5.5 Directors' Recommendation

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

6. ENQUIRIES

Shareholders are required to contact the Company Secretary on **+61 (0)8 6266 8642** if they have any queries in respect of the matters set out within this document.

SCHEDULE 1 – GLOSSARY

In this Notice and the Explanatory Statement:

\$ means Australian Dollars.

10% Placement Facility has the meaning given in Section 5.

10% Placement Period has the meaning given in Section 5.

Annual Report means the Directors' Report, the Financial Report and the Auditor's Report in respect to the financial year ended 30 June 2017.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

ASX Listing Rules means the Listing Rules of the ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Business Day means: for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent and for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair or **Chairman** means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means a spouse or child of the member or has the meaning given in section 9 of the Corporations Act.

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

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the explanatory statement attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel or **KMP** means 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.

Listing Rules means the listing rules of the ASX.

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

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Proxy Form means the proxy form attached to the Notice.

Ratification has the meaning given in section 6 of this Explanatory Statement.

Remuneration Report means the Remuneration Report of the Company contained in the Directors' Report.

Resolution means a resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

Spill Meeting has the meaning given in section 3.2 of this Explanatory Statement.

Spill Resolution has the meaning given in section 3.2 of this Explanatory Statement.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average price.

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

In this Notice and the Explanatory Statement words implying the singular include the plural and vice versa.

SCHEDULE 2 – ISSUE OF EQUITY SECURITIES

Information required by listing rule 7.3A.6 is as follows:

Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to whom the equity securities were issued	Issue Price	Closing Market Price at issue date	Discount to closing Market price on issue Date	Cash consideration Received	Amount of Cash consideration already spent	Intended use of funds
22 November 2017	5,698,096 ⁽¹⁾	Fully Paid Ordinary Shares	S3 Consortium Pty Ltd (Not a related party of the Company)	\$0.00702	\$0.007	Nil	Nil	N/A - issued as payment for services rendered.	Shares issued in lieu of cash payment for assistance in marketing campaign
22 November 2017	20,500,000 ⁽²⁾	Unlisted Director Options	Directors of the Company	Nil	\$0.007	Not Applicable	Nil	Not Applicable	Incentive Options issued to Directors.
22 November 2017	7,000,000 ⁽³⁾	Unlisted Employee options	Employees of the Company	Nil	\$0.007	Not Applicable	Nil	Not Applicable	Incentive Options issued to Employees under the Employee Incentive Option Plan.
31 January 2018	125,000,000	Fully Paid Ordinary Shares	Institutional and sophisticated investors	\$0.006	\$0.007	14.28%	\$750,000	\$750,000	Further the Company's exploration project and for working Capital purposes
31 January 2018	5,000,000 ⁽⁴⁾	Fully Paid Ordinary Shares	Dyamond Developments Pty Ltd (Not a related party of the Company)	\$0.006	\$0.007	14.28%	Nil	N/A- issued as payment for services rendered	Shares issued in lieu of cash payment for assistance in marketing campaign
22 March 2018	10,000,000 ⁽⁵⁾	Fully Paid Ordinary Shares	Carrington International Limited (Not a related party of the Company)	\$0.011	\$0.010	10% premium to market	No Funds were raised from this issue, issued as part of an acquisition agreement for the Violin Project	N/A issued as part of an acquisition agreement for the Violin Project	Issued as part consideration for the acquisition of the Violin Project
24 April 2018	6,000,000 ⁽⁶⁾	Fully Paid Ordinary Shares	Dyamond Developments Pty Ltd (Not a related party of the Company)	\$0.01	\$0.015	33.33%	Nil	N/A - issued as payment for services rendered.	Shares issued in lieu of cash payment for assistance in marketing campaign
24 April 2018	2,000,000 ⁽⁷⁾	Unlisted Options	Dyamond Developments Pty Ltd (Not a related party of the Company)	Nil	\$0.015	Not applicable	Nil	N/A - issued as payment for services rendered.	Options issued in lieu of cash payment for assistance in marketing campaign.

Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to whom the equity securities were issued	Issue Price	Closing Market Price at issue date	Discount to closing Market price on issue Date	Cash consideration Received	Amount of Cash consideration already spent	Intended use of funds
7 May 2018	62,500,000 ⁽⁸⁾	Unlisted Options	Institutional and sophisticated investors	Nil	\$0.013	Not Applicable free attaching options to Placement conducted on 31 Jan 2018	Nil	Not applicable	Not Applicable
5 September 2018	213,333,333	Fully Paid Ordinary Shares	Institutional and sophisticated investors	\$0.006	\$0.006	Nil	\$1,280,000	\$200,000	Purpose of the issue was to fund project acquisition, and an exploration program designed to add to the existing resource base and development studies of the Sorby Hills lead-silver-zinc Project in Western Australia and for working capital purposes
3 October 2018	158,506,899	Fully Paid Ordinary Shares	Pro Rata issue to all eligible shareholders	\$0.006	\$0.005	20% premium to market	\$951,041	\$951,041	Purpose of the issue was to fund project acquisition, and an exploration program designed to add to the existing resource base and development studies of the Sorby Hills lead-silver-zinc Project in Western Australia and for working capital purposes

Issue Date	Number of Equity Securities Issued	Class of Equity Securities Issued	Names of Persons to whom the equity securities were issued	Issue Price	Closing Market Price at issue date	Discount to closing Market price on issue Date	Cash consideration Received	Amount of Cash consideration already spent	Intended use of funds
3 October 2018	79,253,429 ⁽⁹⁾	Listed Options	Part of Pro Rata issue to all eligible shareholders, (1 free attaching option for every 2 shares subscribed for)	nil	\$0.002	Not Applicable free attaching options to pro-rata issue	Nil	Not applicable	As above
16 October 2018	97,200,622 ⁽¹⁰⁾	Fully Paid Ordinary Shares	Issued to Quintana MH Holding Company LLC	\$0.005144	\$0.006	14.26%	Nil: issued as part consideration for the Sorby Hills acquisition	Not applicable	Issued as part consideration for the Sorby Hills acquisition
16 October 2018	10,000,000 ⁽¹¹⁾	Unlisted Options	Issued to Quintana MH Holding Company LLC	Nil	\$0.006	Not applicable	Nil: issued as part consideration for the Sorby Hills acquisition	Not applicable	Issued as part consideration for the Sorby Hills acquisition

Notes:

- (1) Shares issued to S3 Consortium Pty Ltd were at a deemed price of \$0.00702 per share for a non-cash consideration of \$40,000. (Closing share price as at 22/10/18 was \$0.006 or equivalent value of \$34,188).
- (2) Unlisted Director Options issued to Directors of the Company were issued at Nil value, exercisable at 1.5cents per share, on or before 6 May 2020. Full terms and conditions of these options were disclosed in the Notice of Meeting announced to the ASX on 20 October 2017. The fair value of the Options are estimated as at the date of the grant using the Black and Scholes model, the value equated to \$44,193.
- (3) Unlisted Employee Options issued to Employees of the Company were issued at Nil value, exercisable at 1.5cents per share, on or before 21 November 2020. Full terms and conditions of the Employee Incentive Option Plan was disclosed in the Notice of Meeting announced to the ASX on 20 October 2017. The fair value of the Options are estimated as at the date of the grant using the Black and Scholes model, the value equated to \$15,090.
- (4) Shares issued to Dyamond Development Pty Ltd were at a deemed price of \$0.006 per share for a non-cash consideration of \$30,000. (Closing share price as at 22/10/18 was \$0.006 or equivalent value of \$30,000)
- (5) Shares issued to Carrington international Limited were at a deemed price of \$0.011 per share for part consideration of the Violin Project acquisition, non-cash consideration of \$110,000. (Closing share price as at 22/10/18 was \$0.006 or equivalent value of \$60,000).
- (6) Shares issued to Dyamond Development Pty Ltd were at a deemed price of \$0.01 per share for a non-cash consideration of \$60,000. (Closing share price as at 22/10/18 was \$0.006 or equivalent value of \$36,000)
- (7) Unlisted options issued to Dyamond Development Pty Ltd were issued at Nil value, exercisable at 2cents per share, on or before 23 April 2020. Full terms and conditions of these options were disclosed in the Notice of Meeting announced to the ASX on 7 September 2018. The fair value of the Options are estimated as at 23 October 2018 using the Black and Scholes model, the value equated to \$6,400.
- (8) Unlisted options issued to Institutional and sophisticated investors issued at Nil value, exercisable at 1.5cents per share, on or before 23 April 2020. Full terms and conditions of these options were disclosed in the Notice of Meeting announced to the ASX on 28 March 2018. The fair value of the Options are estimated as at 23 October 2018 using the Black and Scholes model, the value equated to \$212,500.
- (9) Listed options issued to Eligible Shareholders as part of a rights issue announced to the Market on 7 September 2018, they were issued at Nil value, exercisable at 1.5cents per share, on or before 21 November 2020. Full terms and conditions of these options were disclosed in the Prospectus announced on to the ASX on 7 September 2018.
- (10) Shares issued to Quintana MH Holding Company LLC were at a deemed price of \$0.05155 per share for a non-cash consideration of \$500,000. (Closing share price as at 22/10/18 was \$0.006 or equivalent value of \$583,203).
- (11) Unlisted options issued to Quintana MH Holding Company LLC were issued at Nil value, exercisable at 2cents per share, on or before 16 October 2021. Full terms and conditions of these options were disclosed in the Notice of Meeting announced to the ASX on 7 September 2018. The fair value of the Options are estimated as at 23 October 2018 using the Black and Scholes model, the value equated to \$44,000.

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PACIFICO MINERALS LIMITED

ACN: 107 159 713

REGISTERED OFFICE:

LEVEL 10
553 HAY STREET
PERTH WA 6000

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«EFT_REFERENCE_NUMBER»



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

SHARE REGISTRY:

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

Code:

PMY

Holder Number:

«HOLDER_NUM

PROXY FORM

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

**VOTE
ONLINE**

Lodge your proxy vote securely at www.securitytransfer.com.au

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

«ONLINE

SECTION A: Appointment of Proxy

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

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 3:00pm WST on Friday 30 November 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

1. Adoption of Remuneration Report
2. Re-election of Mr Peter Harold
3. Approval of 10% Placement Facility

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 3:00pm WST on Wednesday 28 November 2018.

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PMYPX2301118

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My/Our contact details in case of enquiries are:

Name:

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Number:

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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
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

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.

