

SILVER MINES LIMITED ACN 107 452 942

Notice of Annual General Meeting

TIME: 11:30 am (AEDT)

DATE: 27 November 2020

PLACE: Automic Group, Level 5, 126 Phillip Street, Sydney
NSW 2000 Australia

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

Should you wish to discuss the matters in this notice please do not hesitate to contact the Company Secretary on +61 2 8316 3997.

Time and Place of Meeting and How to Vote

1. Venue

The Meeting of the Shareholders of Silver Mines Limited ACN 107 452 942 (ASX:SVL) (**Company**) to which this Notice relates, will be held at **11:30am (AEDT) Friday, 27 November 2020** at Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to COVID-19, Shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink virtually.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_M1UresGvQbe9e6t9UVbHBA

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting.

In accordance with section 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 made by the Commonwealth Treasurer on 21 September 2020, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link:

<https://www.silvermines.com.au/news-announcements/>

2. Online Voting

Due to the COVID-19 social distancing restrictions, travel restrictions and other requirements imposed by the Federal and State governments, physical attendance at the Meeting by Shareholders and hence voting in person will not be permitted. Attendance will only be available by weblink (and you must register your attendance with the Company or Share Registry as noted above).

Shareholders who wish to vote virtually on the day of the Annual General Meeting will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password.

Under section 5(1)(c) of the Corporations (Coronavirus Economic Response) Determination (No.3), all votes that are submitted online will be taken on a poll via proxy or online voting.

Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic. What are the next steps?

Shareholders who have an existing account with Automic (note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Annual General Meeting:

1. **(Login)** Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

3. Voting by proxy

A member entitled to attend and vote at the meeting may appoint a proxy.

The person appointed as a proxy may be an individual or a body corporate. If entitled to cast two or more votes, the member may appoint one or two proxies.

Where two proxies are appointed, each proxy may be appointed to represent a specific proportion of the member's voting rights. If the proportion is not specified, each proxy may exercise half of the member's voting rights. Fractional votes will be disregarded. Please carefully read the instructions on the Proxy Form and consider how you wish to direct the proxy to vote on your behalf. You may direct the proxy to vote "for", "against" or "abstain" from voting on each resolution or you may leave the decision to the appointed proxy after discussion at the meeting.

A proxy need not be a member of the Company

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Automic, level 5, 126 Phillip Street, Sydney NSW 2000

proxy instructions must be received no later than 48 hours before the commencement of the Meeting.

Proxy forms received later than this time will be invalid.

Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair will be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair may change his voting intention on any resolution, in which case an ASX announcement will be made.

Technical Difficulties

Technical difficulties may arise during the course of the Meeting. The Chair has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising his discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected. Where he considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to lodge a proxy not later than 48 hours before the commencement of the Meeting.

Notice of Meeting

Notice is given that the Meeting of Shareholders will be held at **11:30am (AEDT) on Friday, 27 November 2020** at Level 5, 126 Phillip Street, Sydney NSW 2000 Australia. Due to restrictions on physical meetings as a result of COVID-19, shareholders will not be permitted to attend the Meeting in person and instead are invited to participate in the Meeting by weblink.

If you wish to virtually attend the Meeting (which will be broadcast as a live webinar), please pre-register in advance for the virtual meeting here:

https://us02web.zoom.us/webinar/register/WN_M1UresGvQbe9e6t9UVbHBA

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Annual General Meeting.

The Explanatory Statement to this Notice provides additional information on matters to be considered at the Meeting. It is recommended that this Notice and the Explanatory Statement are carefully read in full. The Explanatory Statement and the Proxy Form are part of this 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 shareholders of the Company at 7:00pm (AEDT) on Wednesday, 25 November 2020.

In light of the COVID-19 pandemic, the Company encourages all Shareholders to vote by proxy in advance of the Meeting.

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

Agenda

1. RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTOR AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2020, together with the declaration of Directors, the Remuneration Report and the Report of the Directors and the Auditor which relate to the Financial Reports.

A copy of the 2020 Annual Report may be obtained from the Company's website at www.silvermines.com.au.

2. RESOLUTION 1 - ADOPTION OF DIRECTORS' REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the year ended 30 June 2020, prepared in accordance with section 300A of the Corporations Act."

Please note that in accordance with section 250R(3) of the Corporations Act, the votes cast on this Resolution are advisory only and do not bind the Company or the Directors.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who is a member of the Key Management Personnel, details of whose remuneration is considered in the Remuneration Report and any person who is an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as a proxy for a person who is entitled to vote on this Resolution, in accordance with the directions to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. RESOLUTION 2 – RATIFICATION OF ISSUE OF MAY PLACEMENT SHARES

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 119,500,000 Shares, to Sophisticated Investors on the terms and conditions contemplated in Section 1 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO A NON-RELATED PARTY FOR SIHA ACQUISITION**

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 10,000,000 Shares, to a non-related party of the Company and its nominees pursuant to the terms of the Share Sale and Purchase Deed and on the terms and conditions contemplated in Section 2 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution, or who is a counterparty to the Share Sale and Purchase Deed and any person who is an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5. **RESOLUTION 4 – RATIFICATION OF ISSUE OF SECURITIES TO A NON-RELATED PARTY – LEASE CONSIDERATION**

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 304,878 Shares, to a non-related party of Company pursuant to the Lease and on the terms and conditions contemplated in Section 3 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. RESOLUTION 5 – RATIFICATION OF ISSUE OF SECURITIES TO A NON-RELATED PARTY – ROYALTY BUY BACK

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

“That for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 12,000,000 Shares and 12,000,000 Options with an exercise price of \$0.06 and expiring on 6 September 2021, to a non-related party and its nominees on the terms and conditions contemplated in Section 4 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person who participated in the issue the subject of this Resolution and any person who is an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. RESOLUTION 6 – APPROVAL TO ISSUE MAY PLACEMENT SHARES TO RELATED PARTIES

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the issue of 500,000 Shares to Lehavo Pty Limited and Katherine Anne Perrett, on the terms and conditions contemplated in Section 5 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Lehave Pty Ltd or Katherine Anne Perrett, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a security holder in the Company), and an Associate of those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. RESOLUTION 7 – APPROVAL FOR ISSUE OF SHARES TO RELATED PARTY FOR SIHA ACQUISITION

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

“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholder approval is given for the issue of 20,000,000 Shares to Mr Anthony McClure or his nominees, pursuant to the terms of the Share Sale and Purchase Deed dated 3 May 2016, and otherwise on the terms and conditions contemplated in Section 6 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Anthony McClure, any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a security holder in the Company), and an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

9. RESOLUTION 8 – 10% PLACEMENT CAPACITY

To consider, and if thought fit, pass with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions contemplated in Section 3 of the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by or on behalf of any person (and Associates of that person or those persons) who is expected to participate in the 10% placement issue and a person who will obtain a benefit, except a benefit solely in the capacity of a security holder, if this Resolution is passed. As at the date of this Notice of Meeting the Company has no specific plans to issue Equity Securities pursuant to ASX Listing Rule 7.1A and therefore it is not known who (if any) may participate in a potential (if and) issue of Equity Securities under listing Rule 7.1A.

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 shares in the Company).

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. RESOLUTION 9 – ELECTION OF JONATHAN BATTERSHILL AS A DIRECTOR

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

“That for the purposes of Listing Rule 14.4 and for all other purposes, Mr Jonathan Battershill being a Non-Executive Director and being eligible, offers himself for re-election, is re-elected as a Director”.

Voting Exclusion Statement: The Company will disregard any votes cast in favour on this Resolution by Mr Johnathan Battershill or any of his Associates.

However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting on this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

11. OTHER BUSINESS

To consider any other business that may be validly brought before the Meeting.

DATED: 29 October 2020

By order of the Board

**TRENT FRANKLIN
COMPANY SECRETARY
SILVER MINES LIMITED**

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purpose of the Meeting, all shares in the Company shall be taken to be held by the persons who held them as registered Shareholders at 11:30 am (AEDT) on 7:00 pm (AEDT) on Wednesday, 25 November 2020 (**Entitlement Time**).

All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

Transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

PROXIES

Please note that:

- (a) a Shareholder of the Company who is entitled to attend and cast a vote at the Meeting has a right to appoint a proxy;
- (b) the appointment may specify the proportion or number of votes that the proxy may exercise;
- (c) a Shareholder who is entitled to cast two or more votes at the Meeting may appoint two proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- (d) if the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half the votes;
- (e) a proxy need not be a Shareholder of the Company;
- (f) if a Shareholder wishes to appoint two proxies, they should contact the Company for another proxy form; and
- (g) unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, they should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the Corporations Act.

If any attorney or authorised officer signs the proxy form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the Meeting (i.e. by no later than 11:30am (AEDT) on Wednesday, 25 November 2020 in the following manner:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Automic, GPO Box 5193, Sydney NSW 2001
By Hand	Due to COVID-19 restrictions hand delivery of proxies will not be available

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide to the Share Registry prior to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

EXPLANATORY STATEMENT

This Explanatory Statement is included in and forms part of the Notice of Meeting. It contains background information pertaining to the Resolutions to be considered and voted upon at the Meeting as well as information required to be given to Shareholders under the Listing Rules in relation to the Resolutions.

It is given to Shareholders to help them determine how to vote on the Resolutions set out in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full and in conjunction with the other sections of this Document, in order to gain a more complete understanding of the Resolutions proposed in the Notice of Meeting.

If a Shareholder is in doubt about what to do in relation to a Resolution, it should consult its financial or other professional adviser.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 Background

The Annual Report for the year ended 30 June 2020 contains the Company's Remuneration Report on pages 22 to 25. The Remuneration Report sets out the Company's remuneration policies and reports the remuneration arrangements in place for the Directors of the Company. A copy of the 2020 Annual Report is available on the Company's website at www.silvermines.com.au, or upon request and free of charge.

The Corporations Act requires:

- (a) the agenda for an Annual General Meeting of a listed company to include a resolution for the adoption of the Remuneration Report (the subject of this Resolution 1); and
- (b) expressly provides that the vote on that resolution is advisory only and does not bind the Directors or the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

1.2 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 1, and whose votes will be disregarded if cast on Resolution 1, is set out in the Notice.

2. RESOLUTION 2 - RATIFICATION OF ISSUE OF MAY PLACEMENT SHARES

2.1 Background

As announced on 27 May 2020, Silver Mines recently conducted a Placement to Sophisticated Investors, raising \$12 million (before costs) (**May Placement**). Under the May Placement, the Company offered Sophisticated Investors the opportunity to subscribe for Shares at \$0.10 each (**May Placement Shares**).

The May Placement was fully subscribed for 120,000,000 May Placement Shares, which were issued as follows:

- 95,825,093 May Placement Shares issued under Listing Rule 7.1 capacity;
- 23,674,907 May Placement Shares under Listing Rule 7.1A capacity;
- 500,000 Shares were subscribed for by Related Parties of the Company, however, are subject to Shareholder approval (see Resolution 6).

The funds raised under the May Placement were and will be primarily used for the pre-development progression of the Company's flagship Bowdens Silver Mine. Exploration activities in the 12 months from the May Placement have included and will include extensional drilling at Bowdens Silver and explorational drilling at the Barabolar Project. Initial drilling at the Company's Tuena Gold Project is also expected. Funding has also been applied to land acquisitions and for corporate and general working purposes.

Resolution 2 proposes the ratification by Shareholders of the issue of 119,500,000 May Placement Shares.

2.2 Requirement for Shareholder ratification under Listing Rule 7.4

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**).

Listing Rule 7.1A provides that companies that obtain Shareholder approval by special resolution at their Annual General Meeting, may issue securities up to 10% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue (**10% Threshold**).

Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold or 10% Threshold, as applicable.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold or 10% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Resolution 2 therefore seeks Shareholder ratification, under Listing Rule 7.4, for the issue of 119,500,000 May Placement Shares issued under the May Placement, in order to restore the Company's capacity to issue further Equity Securities within the 15% Threshold and 10% Threshold.

2.3 Information required by Listing Rule 7.5

For the purpose of Listing Rule 7.5, the following information in relation to the Shares the subject of Resolution 2 is provided:

(a) *Number of securities issued*

119,500,000 May Placement Shares

(b) *Issue price of securities*

The May Placement Shares were issued for \$0.10 each.

(c) *Terms of issue of the securities*

The May Placement Shares will be fully paid ordinary shares in the issued capital of the Company.

(d) *Date of Issue*

The May Placement Shares were issued on 3 June 2020

(e) *Parties to whom the securities were issued*

The 119,500,000 May Placement Shares were issued to Sophisticated Investors who are not Related Parties of the Company.

(f) *Use of funds raised*

The Company raised approximately \$12 million (before costs) under the May Placement, which has and is being primarily used for the purpose set out in paragraph 1.1 above.

(a) *Material terms of an agreement to which securities were issued*

The 119,500,000 May Placement Shares were not issued under an agreement. The 119,500,000 May Placement Shares were issued to Sophisticated Investors, professional and institutional investors who subscribed for May Placement Shares under the May Placement.

2.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 2, and whose votes will be disregarded if cast on Resolution 2, is set out in the Notice.

2.5 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 2.

Each Director confirms that he:

(a) has no personal interest in the outcome of Resolution 2 other than in his capacity as a Shareholder or an Associate of a Shareholder; and

(b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 2.

3. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO A NON-RELATED PARTY FOR SIHA

3.1 Background

On 3 May 2016, the Company entered into the Share Sale and Purchase Deed which effectuated the purchase of Bowdens Silver (**Acquisition**).

Pursuant to the Share Sale and Purchase Deed, the Company is required to, among other things, issue the Tranche 1 Deferred Consideration Shares 5 Business Days after the date of submission of the EIS for the Bowdens Silver Project to the Department.

In accordance with the provisions of the Share Sale and Purchase Deed, a non-related party and a Related Party of the Company are to be issued with the Tranche 1 Deferred Consideration Shares in equal portions, being:

- 10,000,000 Shares (**Non-Related Party Shares**); and
- 10,000,000 Shares (**Related Party Shares**) (see also explanatory statement Resolution 7, Part A)

Tranche 1 Deferred Consideration Shares

On 25 May 2020, the Company announced that the Company had lodged the development application and its EIS with the Department and as such the Non-Related Party Shares would be issued in accordance with the Share Sale and Purchase Deed.

On 2 June 2020, the Company issued the Non-Related Party Shares under its Listing Rule 7.1 capacity in accordance with its obligations under the Share Sale and Purchase Deed.

Resolution 3 proposes the ratification by Shareholders, under Listing Rule 7.4, of the issue of Non-Related Party Shares.

3.2 Requirement for Shareholder ratification under Listing Rule 7.4

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**).

Listing Rule 7.1A provides that companies that obtain Shareholder approval by special resolution at their Annual General Meeting, may issue securities up to 10% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue (**10% Threshold**).

Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold or 10% Threshold, as applicable.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold or 10% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Resolution 3 therefore seeks Shareholder ratification, under Listing Rule 7.4, for the issue of 10,000,000 Shares, in order to restore the Company's capacity to issue further Equity Securities within the 15% Threshold.

3.3 Information required by Listing Rule 7.5

For the purpose of Listing Rule 7.5, the following information in relation to the Shares the subject of Resolution 3 is provided:

(a) *Number of securities issued*

10,000,000 Shares

(b) Issue price of securities

The Shares were issued for a deemed issue price of \$0.10 each.

(c) Terms of issue of the securities

The Shares are fully paid ordinary shares in the issued capital of the Company.

(d) Date of Issue

2 June 2020

(e) Parties to whom the securities were issued

The recipients of the Non-Related Party Shares were determined in accordance with the provisions of the Share Sale and Purchase Deed.

(f) Purpose and Use of funds raised

No funds will be raised from this issue under Resolution 3 as the Non-Related Party Shares were issued as consideration in accordance with the Share Sale and Purchase Deed.

(g) Material terms of an agreement to which securities were issued

On 3 May 2016, the Company entered into a Share Sale and Purchase Deed to complete the Acquisition.

In consideration for the Acquisition, the Company agreed to the following:

- Payment of the Initial Cash Consideration and the Deposit;
- Issue of the:
 - Initial Consideration Shares and Royalty;
 - Tranche 1 Deferred Consideration Shares; and
 - Tranche 2 Deferred Consideration Shares.

3.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 3, and whose votes will be disregarded if cast on Resolution 3, is set out in the Notice.

3.5 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 3.

Each Director confirms that he:

- (a) has no personal interest in the outcome of Resolution 2 other than in his capacity as a Shareholder or an Associate of a Shareholder; and
- (b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 3.

4. RESOLUTION 4 – RATIFICATION OF ISSUE OF SECURITIES TO A NON-RELATED PARTY – LEASE CONSIDERATION

4.1 Background

On 1 May 2020 (**Date of Commencement**), Bowdens Silver Pty Ltd ACN 009 250 051 a wholly owned subsidiary of the Company, entered into the Lease.

In accordance with the requirements of the Lease the Company was required to issue Shares valued at \$25,000 as at the Date of Commencement of the Lease.

In compliance with the Lease requirements, the Company issued 304,878 Shares (**Lease Shares**). The Lease Shares were issued at an issue price of \$0.082 per Share.

Resolution 4 proposes the ratification by Shareholders, under Listing Rule 7.4, of the issue of 304,878 Shares issued pursuant to the Lease.

4.2 Requirement for Shareholder ratification under Listing Rule 7.4

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**).

Listing Rule 7.1A provides that companies that obtain Shareholder approval by special resolution at their Annual General Meeting, may issue securities up to 10% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue (**10% Threshold**).

Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold or 10% Threshold, as applicable.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold or 10% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Resolution 4 therefore seeks Shareholder ratification, under Listing Rule 7.4, for the issue of 304,878 Shares, in order to restore the Company's capacity to issue further Equity Securities within the 15% Threshold.

4.3 Information required by Listing Rule 7.5

For the purpose of Listing Rule 7.5, the following information in relation to the Shares the subject of Resolution 4 is provided:

(a) *Number of securities issued*

304,878 Shares

(b) *Issue price of securities*

The Lease Shares were issued for a deemed issue price of \$0.082 each.

(c) *Terms of issue of the securities*

The Lease Shares are made up of fully paid ordinary shares in the issued capital of the Company.

(d) *Date of Issue*

21 May 2020

(e) *Parties to whom the securities were issued*

The recipient of the Lease Shares was determined in accordance with the provisions of the Lease.

(f) *Purpose and Use of funds raised*

No funds will be raised from this issue under Resolution 4 as the Lease Shares were issued as part of the consideration to be paid by the Company in accordance with the Lease.

(g) *Material terms of an agreement to which securities were issued*

On or around 1 May 2020, Bowdens Silver Pty Ltd ACN 009 250 051, a subsidiary of the Company, entered into the Lease.

In consideration for the Lease, the Company agreed to the following:

- Payment of the sum of \$50,000 excluding GST.
- Issue of the 304,878 Shares (i.e. the Lease Shares) valued at \$25,000 in accordance with the provisions of the Lease.
- Fortnightly rent in the sum of \$5,770 per fortnight.

4.4 **Voting Exclusion Statement**

A description of the persons not permitted to vote on Resolution 4, and whose votes will be disregarded if cast on Resolution 4, is set out in the Notice.

4.5 **Recommendation of Directors**

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 4.

Each Director confirms that he:

- (a) has no personal interest in the outcome of Resolution 4 other than in his capacity as a Shareholder or an Associate of a Shareholder; and
- (b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 4

5. **RESOLUTION 5 – RATIFICATION OF ISSUE OF SECURITIES TO A NON-RELATED PARTY – ROYALTY BUY BACK**

5.1 **Background**

On 29 January 2020, the Company entered into an agreement (**Royalty Agreement**) to purchase back a historical 1.0% gross revenue royalty over the Stage 1 production (approximately first four years) from the Bowdens Silver Project EL5920, amounting to the first 20 million ounces of silver produced (**Royalty Buy-Back**).

The Royalty Buy-Back from a private consortium was settled by way of issue of 12,000,000 Shares and 12,000,000 SVLOB options, for a total consideration of approximately \$1.9 million (**Royalty Securities**).

The Royalty Securities were issued using the Company's capacity under Listing Rules 7.1.

Resolution 5 proposes the ratification by Shareholders, under Listing Rule 7.4, of the issue of the Royalty Securities.

5.2 Requirement for Shareholder ratification under Listing Rule 7.4

Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company where such issue represents more than 15% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue or the date of agreement to effect that issue (**15% Threshold**).

Listing Rule 7.1A provides that companies that obtain Shareholder approval by special resolution at their Annual General Meeting, may issue securities up to 10% of the Company's securities then on issue within the 12 month period immediately prior to the date of that issue (**10% Threshold**).

Listing Rule 7.4 permits the ratification of previous issues of securities made without Shareholder approval, provided such issue, in aggregate with any other applicable issues of Equity Securities by the Company, did not breach the 15% Threshold or 10% Threshold, as applicable.

Shareholder ratification of an issue of securities under Listing Rule 7.4 enables the Company capacity to issue further securities up to the 15% Threshold or 10% Threshold, without additional Shareholder approval (but still subject to any other approval required under the Listing Rules), to the extent of the securities that were the subject of that ratification.

Resolution 5 therefore seeks Shareholder ratification, under Listing Rule 7.4, for the issue of 12,000,000 Shares and 12,000,000 SVLOB options, in order to restore the Company's capacity to issue further Equity Securities within the 15% Threshold.

5.3 Information required by Listing Rule 7.5

For the purpose of Listing Rule 7.5, the following information in relation to the Shares the subject of Resolution 5 is provided:

(a) *Number of securities issued*

12,000,000 Shares

12,000,000 SVLOB options

(b) *Issue price of securities*

The Shares were issued at a deemed issue price of \$0.10 each.

The SVLOB options were issued at a deemed issue price of \$0.06 each.

(c) *Terms of issue of the securities*

The Royalty Securities is made up of fully paid ordinary shares in the issued capital of the Company and options with an exercise price of \$0.06 expiring on 6 September 2021.

(d) *Date of Issue*

29 January 2020

(e) *Parties to whom the securities were issued*

The recipients of the Royalty Securities were determined in accordance with the Royalty Agreement.

(f) *Purpose and Use of funds raised*

No funds will be raised from this issue under Resolution 4 as the Royalty Securities were issued as consideration to the holder of the Royalty.

(g) *Material terms of an agreement to which securities were issued*

On or around 29 January 2020, the Company entered into the Royalty Agreement for the Royalty Buy-Back.

In consideration for the Royalty Buy-Back, the Company agreed to issue the Royalty Securities comprising the following:

- 12,000,000 Shares; and
- 12,000,000 SVLOB Options,

valued at approximately \$1.9 million at the date of issue.

5.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 5, and whose votes will be disregarded if cast on Resolution 5, is set out in the Notice.

5.5 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 5.

Each Director confirms that he:

- (a) has no personal interest in the outcome of Resolution 5 other than in his capacity as a Shareholder or an Associate of a Shareholder; and
- (b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 5.

6. RESOLUTION 6 – APPROVAL TO ISSUE MAY PLACEMENT SHARES TO RELATED PARTIES

6.1 Background

On 27 May 2020, Silver Mines announced that it had successfully conducted the May Placement raising \$12 million (before costs).

Under the May Placement, the Company offered Sophisticated Investors the opportunity to subscribe for Shares at \$0.10 each (**May Placement Shares**).

The May Placement was fully subscribed for 120,000,000 May Placement Shares. This included participation by Related Parties of the Company for A\$50,000, representing 500,000 May Placement Shares. The purpose of Resolution 6 is to obtain Shareholder approval for the Related Parties' participation in the May Placement.

The funds raised under the May Placement were and will be primarily used for the pre-development progression of the Company's flagship Bowdens Silver Mine. Exploration activities in the 12 months from the May Placement have included and will include extensional drilling at Bowdens Silver and explorational drilling at the Barabolar Project. Initial drilling at the Company's Tuena Gold Project is also expected. Funding has also been applied to land acquisitions and for corporate and general working purposes.

Resolution 6 therefore proposes the approval by Shareholders, under Listing Rule 10.11, the issue of 500,000 May Placement Shares to Related Parties of the Company.

6.2 Requirement for Shareholder Approval

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity; or

- (b) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

The Related Parties of the Company are deemed Related Parties by virtue of Keith Perrett being a Director.

6.3 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Shares the subject of Resolution 6 is provided:

- (a) *Parties to whom the securities will be issued*

Lehavo Pty Limited (**Lehavo**) and Katherine Anne Perrett (**Katherine**)

- (b) *Maximum number of securities to be issued*

200,000 Shares to Lehavo

300,000 Shares to Katherine

- (c) *Date of issue*

The Company intends to issue the May Placement Shares the subject of Resolution 6 on the day immediately after the date upon which Resolution 6 is duly approved or in any event, within one month from the date on which Resolution 6 is duly approved.

- (d) *Relationship of Related Party*

Lehavo is wholly owned and controlled by Keith Perrett who is a Director.

Katherine is the spouse of Keith Perrett.

- (e) *Issue price*

The May Placement Shares will be issued for \$0.10 each.

- (f) *Terms of issue*

The May Placement Shares will be fully paid ordinary shares in the issued capital of the Company.

- (g) *Use of funds raised*

The funds will be used for the purposes summarised at paragraph 6.1 above.

- (h) *Material terms of an agreement to which securities were issued*

The Shares which are subject to this Resolution were not subject to an agreement. The Shares will be issued to the Related Parties named above or their nominees as part of their subscription under the May Placement.

6.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 6 and whose votes will be disregarded if cast on Resolution 6, is set out in the Notice.

6.5 Recommendation of Directors

Each Director, other than Keith Perrett, recommends that Shareholders vote **IN FAVOUR** of Resolution 6.

Each Director, other than Keith Perrett, confirms that he:

- (a) has no personal interest in the outcome of Resolution 6 other than in his capacity as a Shareholder or an Associate of a Shareholder; and
- (b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 6.

7. RESOLUTION 7 – APPROVAL FOR ISSUE OF SHARES TO RELATED PARTY FOR SIHA ACQUISITION

7.1 Background

On 3 May 2016, the Company entered into the Share Sale and Purchase Deed which effectuated the purchase of Bowdens Silver (**Acquisition**).

Pursuant to the Share Sale and Purchase Deed, the Company is required to, among other things:

- issue the Tranche 1 Deferred Consideration Shares 5 Business Days after the date of submission of the EIS for the Bowdens Silver Project to the Department (**EIS Milestone**); and
- issue the Tranche 2 Deferred Consideration Shares 5 Business Days after the date that the Company is granted a Mining Lease by the Department (**Mining Lease Milestone**).

It is also a term of the Share Sale and Purchase Deed that all outstanding Tranche 1 Deferred Consideration Shares and Tranche 2 Deferred Consideration Shares would be immediately issued upon a Change of Control occurring in respect of the Company (**Takeover Milestone**).

Part A - Tranche 1 Deferred Consideration Shares

In accordance with the provisions of the Share Sale and Purchase Deed, a non-related party and Related Party of the Company are to be issued with the Tranche 1 Deferred Consideration Shares in equal portions, being:

- 10,000,000 Shares (**Non-Related Party Shares**); and
- 10,000,000 Shares (**Related Party Shares**)

On 25 May 2020, the Company announced that the Company had achieved the EIS Milestone and that the Non-Related Party Shares would be issued in accordance with the Share Sale and Purchase Deed, whilst also noting that the Related Party Shares would be issued subject to shareholder approval at the next meeting of shareholders.

On 2 June 2020, the Company issued the Non-Related Party Shares (see also Resolution 3).

The Company seeks shareholder approval in this Resolution 7 for the issue of the Related Party Shares to Anthony McClure.

Part B - Tranche 2 Deferred Consideration Shares

In accordance with the provisions of the Share Sale and Purchase Deed, a non-related party and Related Party of the Company are to be issued with the Tranche 2 Deferred Consideration Shares in equal portions, being:

- 10,000,000 Shares (**Further Non-Related Party Shares**); and
- 10,000,000 Shares (**Further Related Party Shares**),
upon achievement of the Mining Lease Milestone.

As at the date of this Notice, the Company has not achieved the Mining Lease Milestone.

In accordance with the waiver outlined below in this Resolution 7, the Company also seeks shareholder approval for the future issue of the Further Related Party Shares to Anthony McClure.

Waiver for future issue of Further Related Party Shares

On 28 October 2020, the Company was granted a waiver of by ASX Listing Compliance in respect of Listing Rule 10.13.5 in relation to the Further Related Party Shares (**Waiver**).

In accordance with the Waiver, the Company is permitted, subject to obtaining shareholder approval which is sought in this Resolution 7, to issue the Further Related Party Shares to Anthony McClure 5 Business Days after the Mining Lease Milestone or the Takeover Milestone (collectively, **Milestones**) are achieved. The Milestones, if they do occur, will take place outside the one-month period required by Listing Rule 10.13.5. The Waiver in respect of the Further Related Party Shares has been granted by the ASX for a period of up to 24 months from the date of shareholder approval being obtained in connection with the issue of the Further Related Party Shares.

The Company sets out the below a capital structure table (Table 1) confirming changes to its issued capital upon issuance of the Further Related Party Shares on an undiluted and diluted basis.

Table 1.

Silver Mines Limited – Capital Table	
Current shares on issue	1,026,478,834
May Placement Shares issued to Related Parties no later than one month after shareholder approval is obtained (see Resolution 5)	500,000
Balance of Tranche 1 Deferred Consideration Shares issued to Anthony McClure no later than one month after shareholder approval is obtained (see Resolution 6, Part A)	10,000,000
Further Related Party Shares (Resolution 6, Part B) issued 5 Business Days after the Milestones are achieved which Milestones must be achieved within the date that is 24 months after the date that shareholder approval is obtained.	10,000,000
Shares on issue post SVL Shares being issued (Undiluted)	1,046,978,834
Listed Options on Issue	116,777,296
Unlisted Options on Issue	9,650,000
Diluted	1,173,406,130

In summary, Resolution 7 therefore proposes the approval by Shareholders, under Listing Rule 10.11, of the issue of Related Party Shares and the future issue of the Further Related Party Shares to Anthony McClure.

7.2 Requirement for Shareholder Approval

Listing Rule 10.11 requires that unless an exception applies, an entity must not without the prior approval of its shareholders, issue or agree to issue Equity Securities to:

- (a) a Related Party of the entity; or
- (b) a person whose relationship with the entity or a Related Party is, in ASX's opinion, such that approval of shareholders should be obtained.

Anthony McClure is a Related Party of the Company by virtue of being a Director.

7.3 Information required by Listing Rule 10.13

For the purpose of Listing Rule 10.13, the following information in relation to the Shares the subject of Resolution 7 is provided:

(h) *Parties to whom the securities will be issued*

Anthony McClure

(i) *Maximum number of securities to be issued*

20,000,000 Shares

(j) *Date of issue*

Related Party Shares:

The Company intends to issue the Related Party Shares the subject of Resolution 7 on the day immediately after the date upon which Resolution 7 is duly approved or in any event, within one month from the date on which Resolution 7 is duly approved.

Further Related Party Shares:

In accordance with the Waiver obtained from the ASX, in relation to the Further Related Party Shares, the Company intends to issue the Further Related Party Shares the subject of this Resolution 7 outside of the one month period required by Listing Rule 10.13.5 but no later than 5 Business Days after either of the Milestones is achieved. The Waiver is valid for a period of up to 24 months from the date that shareholder approval is granted.

Please see Table 1 in section 7.1 for the changes to the capital structure of the Company that will result from the future issue of the Further Related Party Shares.

(k) *Relationship of Related Party*

Anthony McClure is Related Party of the Company virtue of being a Director.

(l) *Issue price*

The Shares will be issued at a deemed issue price of \$0.10 each, however, the Company will not receive any funds from Anthony McClure as the Related Party Shares and Further Related Party Shares are being issued as part payment of the Tranche 1 Deferred Consideration and Tranche 2 Deferred Consideration pursuant to the Share Sale and Purchase Deed.

(m) *Terms of issue*

The Related Party Shares and Further Related Party Shares will be fully paid ordinary shares in the issued capital of the Company.

(n) *Use of funds and purpose of issue*

The Related Party Shares and Further Related Party Shares are being issued as deferred consideration under the Share Sale and Purchase Deed as part payment of the Tranche 1 Deferred Consideration and Tranche 2 Deferred, as such, no funds will be raised from this issue under Resolution 7.

(o) *Material Terms of an agreement to which securities were issued and conditions of the Waiver*

Material terms of agreement

On 3 May 2016, the Company entered into a Share Sale and Purchase Deed to complete the Acquisition.

In consideration for the Acquisition, the Company agreed to the following:

- Payment of the Initial Cash Consideration and the Deposit
- Issue of the:
 - Initial Consideration Shares and Royalty;
 - Tranche 1 Deferred Consideration Shares; and
 - Tranche 2 Deferred Consideration Shares.

Conditions of the Waiver

- The Further Related Party Shares must be issued no later than 5 Business Days after either of the Milestones is achieved.
- The Waiver given by the ASX in connection with the Further Related Party Shares is 24 months from the date of shareholder approval.
- The Milestones must not be varied.
- The maximum Further Related Party Shares to be issued in connection with the Waiver is 10,000,000.
- The dilutionary effect of the issue of the Further Related Party Shares to be disclosed in the Notice (please see Table 1 in section 7.1 above).
- For any annual reporting period during which any of the Further Related Party Shares have been issued or any of them remain to be issued, the Company's annual report sets out in detail the number of Further Related Party Shares that remain to be issued and the basis on which the Further Related Party Shares may be issued.
- For any half year or quarterly reporting period during which any of the Further Related Party Shares have been issued or any of them remain to be issued, the Company must include a summary statement of the number of Further Related Party Shares issued during the reporting period, the number of Further Related Party Shares that remain to be issued and the basis on which the Further Related Party Shares may be issued.
- The Notice must contain the full terms and conditions of the Further Related Party Shares as well as the above-mentioned conditions of the Waiver (as set out in this section 7.3(o)).

7.4 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 7 and whose votes will be disregarded if cast on Resolution 7, is set out in the Notice.

7.5 Recommendation of Directors

Each Director, other than Anthony McClure, recommends that Shareholders vote **IN FAVOUR** of Resolution 7.

Each Director, other than Anthony McClure, confirm that he:

- (a) has no personal interest in the outcome of Resolution 7 other than in his capacity as a Shareholder or an Associate of a Shareholder; and

- (b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 7.

8. RESOLUTION 8 – 10% PLACEMENT CAPACITY

8.1 Requirement for Shareholder Approval under Listing Rule 7.1A

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of their issued capital through placements over a 12-month period, following approval at its Annual General Meeting (**10% Placement Capacity**). This 10% Placement is in addition to the 15% placement capacity that a Company may utilise according to Listing Rule 7.1.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a market capitalisation of less than A\$300 million.

The Company is seeking Shareholder approval to enable the Company to issue Equity Securities under the 10% Placement Capacity. The exact number of Shares that may be issued by the Company pursuant to this Resolution 8, if duly approved, will be determined in accordance with the provisions of Listing Rule 7.1A.2.

8.2 Required information under Listing Rule 7.3A

For the purpose of Listing Rule 7.3A, the Company gives the following details in relation to this Resolution 8:

(a) *Formula for calculating the 10% Placement Capacity:*

The number of Equity Securities which the Company may issue pursuant to this Resolution 8, if duly approved, in accordance with Listing Rule 7.1A.2 may be calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue at the commencement of the relevant period,

- (i) **plus** the number of fully paid ordinary shares issued in the previous in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- (ii) **plus** the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - A. the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - B. the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4,
- (iii) **plus** the number of partly paid securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - A. the agreement was entered into before the commencement of the relevant period; or
 - B. the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- (iv) **plus** the number of fully paid ordinary securities issued in the relevant period with approval of holders of shares under Listing Rule 7.1 and 7.4,
- (v) **plus** the number of partly paid ordinary securities that became fully paid in the relevant period,

(vi) **less** the number of fully paid ordinary shares cancelled in the relevant period.

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 issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 and 7.4.

In relation to the Company, "relevant period" means the 12-month period immediately preceding the date of issue or agreement.

(b) Issue price of securities

The minimum price at which Equity Securities will be issued in utilisation of all or part of the 10% Placement Capacity approved under this Resolution 8, will not be less than 75% of the volume weighted average price (**VWAP**) of the Shares, calculated over the 15 Trading Days on which trades were recorded immediately before:

- (i) the date on which the Shares are issued or agreed to be issued; or
- (ii) if the Shares are not issued within five Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(p) Risk of economic and voting dilution of ordinary securities holders

Any issue of Shares under the 10% Placement Capacity will dilute the voting interests, and may dilute the economic interests, of current Shareholders who do not acquire Equity Securities under that issue.

The table below seeks to demonstrate the potential dilution of current Shareholders from the issue of Shares under the 10% Placement Capacity calculated in accordance with the formula in Listing Rule 7.1A.2. The table considers the current number of Shares on issue, the effect of a change in the number of Shares on issue, and a variation in the issue price of Shares (noting that Shares may only be issued at up to a maximum 25% discount based on the volume weighted average price of the Shares calculated over the 15 Trading Days preceding the alternate dates referred to in sub-paragraph (b) immediately above).

VOTING DILUTION

Number of Shares on issue	Dilution variable	\$0.1025 (50% decrease in current issue price)	\$0.2050 (current issue price)	\$0.3075 (50% increase in current issue price)
1,026,478,834 (current)	Additional 10% shares issued	102,647,883	102,647,883	102,647,883
	Funds raised	10,521,408	21,042,816	31,564,224
1,539,718,251 (50% increase)	Additional 10% shares issued	153,971,825	153,971,825	153,971,825
	Funds raised	15,782,112	31,564,224	47,346,336
2,052,957,668 (100% increase)	Additional 10% shares issued	205,295,767	205,295,767	205,295,767
	Funds raised	21,042,816	42,085,632	63,128,448

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This table makes the following assumptions:

- (i) the current number of Shares on issue is the Shares on issue at as the date of this Document;
- (ii) the current issue price is the closing price of Shares on 28 October 2020 being \$0.2050;
- (iii) the Company issues the maximum possible number of Shares under the 10% Placement Capacity;
- (iv) the calculations above do not show the dilution that any one Shareholder will be subject to all Shareholders should consider the dilution caused to their own respective shareholding depending on their specific circumstances; and
- (v) this table does not consider any dilution which may occur subject to any issue of Equity Securities made in accordance with the provisions of either Listing Rule 7.1 or Listing Rule 7.4.

There is a risk that:

- (q) the market price for the Company's Shares may be lower on the date of issue of the Shares than on the date of the Meeting; and
 - (r) the Shares may be issued at a price which is at a discount to the market price for the Shares on their date of issue.
- (t) *Date approval will expire*

The approval given pursuant to Resolution 8 will expire on the earlier of:

- (i) The date that is 12 months after the date of the Meeting at which approval of this Resolution is obtained; or
 - (ii) The time and date of the Company's next annual general meeting; or
 - (iii) the date of approval by Shareholders of any transaction under either Listing Rule 11.1.2 (significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (disposal of the Company's main undertaking) or such longer period if allowed by the ASX.
- (u) *Purpose*

The Company may issue Equity Securities under its 10% Placement for various purposes including the following:

- (i) exploration programs at the Bowdens Silver Project, Barabolar Project and Tuena Project, and further attendances in relation to the completed Bowdens Silver Environmental Impact Statement;
 - (ii) progression towards mine development including land acquisitions; and
 - (iii) general working capital purposes.
- (v) *Allocation policy*

The allottees of the Shares under the 10% Placement Capacity have not yet been determined. However, the Company may issue Shares under the 10% Placement Capacity to current Shareholders, new investors or both. No recipients of Shares under the 10% Placement Capacity will be a Related Party of the Company.

ONLY
USE
PERSONAL
FOR

The Company will determine who will receive Shares as a consequence of any issue made under the 10% Placement Capacity, if and when the Company decides to utilise the 10% Placement Capacity, taking into consideration the following:

- (i) the purpose of the issue;
 - (ii) alternative fund raising methods available;
 - (iii) the effect of the issue on the Company;
 - (iv) the circumstances of the Company, financial and otherwise;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisors (as applicable).
- (w) *Prior approval*

The Company obtained approval at the 2019 AGM under Listing Rule 7.1A.

- (x) *Issues since 2019 AGM*

The Company has issued 23,674,907 fully paid ordinary Shares under rule 7.1A.2 (**7.1A2 Shares**) in the 12 months preceding the date of the Meeting, representing approximately 23.69% of the total number of Equity Securities (999,101,252 Shares and Options) on issue at the commencement of that 12 month period.

Since the 2019 AGM, the 7.1A.2 Shares were issued at a price of at an issue price of \$0.10 per share as part of its May Placement. The Shares were issued at a 13.94% discount to the last trading price on the day that the 7.1A.2 Shares were issued.

A total of \$2,367,490.70 was raised under the issue of the 7.1A.2 Shares.

The Company has spent a total of \$0.00 from the funds raised from the issue of the 7.1A.2 Shares and the funds will be used to underpin exploration, land acquisitions and for corporate and general working capital purposes. The 7.1.2 Shares were issued to Sophisticated Investors who subscribed for shares under the May 2020 placement.

8.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 8 and whose votes will be disregarded if cast on Resolution 8, is set out in the Notice.

8.4 Recommendation of Directors

Each Director recommends that Shareholders vote **IN FAVOUR** of Resolution 8.

Each Director confirms that:

- (a) he has no personal interest in the outcome of Resolution 8 other than in his capacity as a Shareholder or an Associate of a Shareholder; and
- (b) will vote, and/or procure that any Shareholder that is an Associate of that Director votes, all its Shares in favour of Resolution 8.

9. RESOLUTION 9 – ELECTION OF JONATHAN BATTERSHILL

9.1 Background

Mr Battershill graduated with a Bachelor of Engineering (Geology) degree (Hons) from the Camborne School of Mines, United Kingdom in 1995. His career spans over 20 years in mining, business development and finance both in Australia and internationally. His industry experience includes senior operational and business development roles with WMC Resources Limited as well as significant stockbroking experience at Hartleys, Citigroup and UBS both in Sydney and London. Mr Battershill was consistently voted one of the leading mining analysts in Australia between 2009 and 2015 by institutional investors.

Mr Battershill is currently Managing Director, Australian Equity Sales, Canaccord Genuity Limited and is based in the UK.

9.2 Requirement for Shareholder Approval

Listing Rule 14.4 requires that a director (other than a managing director) of an ASX listed company must not hold office (without re-election) past the third Annual General Meeting following their appointment, or three years, whichever is longer. Listing Rule 14.4 also provides that any director (except a managing director) whom has been appointed throughout the year must not hold office past the next Annual General Meeting without re-election.

Accordingly, Shareholders are asked to consider and vote upon the election of Jonathan Battershill as a Director.

9.3 Voting Exclusion Statement

A description of the persons not permitted to vote on Resolution 9, and whose votes will be disregarded if cast on Resolution 9, is set out in the Notice.

9.4 Recommendation of Directors

Each Director, with Jonathan Battershill abstaining, recommends that Shareholders vote **IN FAVOUR** of Resolution 9.

ENQUIRIES

Shareholders are advised to contact Trent Franklin, the Company Secretary, on 02 8316 3997 if they have any queries in respect of the matters set out in this Document.

Definitions

For the purposes of this Document, the following terms have the meanings prescribed below:

\$		Australian dollars.
AEST		Australian Eastern Standard Time.
Annual Meeting	General	means the annual general meeting of Shareholders convened by the Company pursuant to the Corporations Act.
Associate		has the meaning given in Listing Rule 19.12.
ASX		ASX Limited can 008 624 691 or the securities exchange market operated by it, as the context requires.
Board		the board of directors of the Company as constituted from time to time.
Bowdens, Bowdens Silver or Bowdens Silver Project		The Bowdens Silver Project, located in Lue, New South Wales.
Business Day		a day which is not a Saturday, Sunday, a bank holiday or a public holiday in Sydney, and any other day that ASX declares is not a business day.
Chair		the person chairing the Meeting.
Company or Silver Mines		Silver Mines Limited ACN 107 452 942.
Corporations Act		the <i>Corporations Act 2001</i> (Cth).
Department		means the NSW Department of Planning, Industry and Environment
Deposit		means \$200,000.
Director		a director of the Company as at the date of this Document.
Document		this document entitled "Notice of Annual Meeting", including any annexures or schedules to or of this document.
EIS		means the Environmental Impact Statement lodged by the Company with the Department in or around May 2020.
Equity Security or Securities		has the meaning given to that term in chapter 19 of the Listing Rules.
Explanatory Statement		the section entitled "Explanatory Statement" of this Document, forming part of the Notice.
Initial Cash Consideration		means \$1.00.
Initial Consideration Shares		means in accordance with the provisions of the Share Sale and Purchase Deed, 4,000,000,000 Shares.
Key Management Personnel		has the meaning given to that term in section 9 of the Corporations Act.
Lease		means the lease between Bowdens Silver Pty Ltd ACN 009 250 051 and a non-related party with a commencement date of 1 May 2020.

Listing Rules	the listing rules of the ASX as amended from time to time.
May Placement	the Placement conducted by the Company in May 2020 and described more fully in section 1 of the Explanatory Statement.
May Share Placement	a Share issued under the May Placement.
Meeting	the Annual General Meeting of the Company convened pursuant to in the Notice.
Mining Lease	means a mining lease granted by the Department pursuant to the <i>Mining Act 1992</i> (NSW),
Notice or Notice of Meeting	the notice convening this Meeting as set out in this Document.
Option	the right of the holder of an option to acquire a Share, in accordance with the terms and conditions of that option.
Ordinary Resolution	a resolution of Shareholders that is approved by a simple majority of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
Proxy Form	the 'Appointment of Proxy' form attached to this Document.
Related Party	has the meaning given to that term in Listing Rule 19.12.
Resolution	a resolution set out in the Notice.
Royalty	means the grant of a 1% gross revenue royalty interest in SIHA's 85% interest in Bowdens Silver and other regional licences.
Scheme Arrangement	of means a binding, court-approved agreement that allows the reorganisation of the rights and liabilities of the members and creditors of a company as regulated under Part 5.1 of the Corporations Act.
Share	a fully paid ordinary share in the issued share capital of the Company.
Shareholder	a person recorded on the register of members maintained by the Company pursuant to sections 168 and 169 of the Corporations Act as a holder of one or more Shares.
Share Registry	Automic Pty Limited
Share Sale and Purchase Deed	means the deed entered into between SIHA, the Company and Enable Underwriting Pty Ltd ACN 610 250 425 on 3 May 2016 (Commencement Date) for the acquisition by the Company of all the shares in SIHA being the owner of the 85% interest in Bowdens Silver and other regional licences on the Commencement Date.
SIHA	Silver Investment Holdings Australia Pty Limited ACN 610 909 807
Sophisticated Investor	a person to whom an offer of the Company's Equity Securities may be made without disclosure in reliance on section 708(8) or section 708(11) of the Corporations Act and that is not already a Related Party of the Company.

Special Resolution	a resolution of Shareholders that is approved by a majority of no less than seventy five per cent (75%) of the votes cast by Shareholders present at the Meeting (whether in person or by proxy) and entitled to vote on that resolution.
SVLOB options	means listed options issued by the Company with an exercise price of \$0.06 and expiring on 6 September 2021.
Change of Control	means: <ul style="list-style-type: none"> A. a takeover bid, pursuant to section 9 of the Corporations Act having been received; B. any full or partial sale of any interest in the Bowdens Silver Project, SIHA and as otherwise specified in the SIHA Agreement; C. the lodgement of the court order with Australian Securities and Investments Commission in relation to a court approved Scheme of Arrangement under which a third party and its associates will acquire relevant interests in at least 50% (by number) of the ordinary shares in the capital of the Company as a result of a Scheme of Arrangement; or D. the passing of an ordinary resolution in general meeting called by way of a notice under section 249D of the Corporations Act of the Shareholders whereby the board of directors of the Company is replaced with a new set of directors.
Tranche 1 Deferred Consideration Shares	means in accordance with the provisions of the Share Sale and Purchase Deed, 20,000,000 Shares.
Tranche 2 Deferred Consideration Shares	means in accordance with the provisions of the Share Sale and Purchase Deed, 20,000,000 Shares.
trading day	has the meaning given in Listing Rule 19.12.

INTERPRETATION

In this Notice, headings are for convenience only and do not affect interpretation and except where the context otherwise requires:

- (a) the singular includes the plural and vice versa and a gender includes other genders;
- (b) other grammatical forms of a defined word or expression have a corresponding meaning;
- (c) a reference to a section, paragraph, schedule or annexure is to a section or paragraph of or schedule or annexure to this Notice and a reference to this Notice includes any schedule and annexure;
- (d) a reference to a document or agreement includes the document or agreement as novated, altered, supplemented or replaced from time to time;
- (e) a reference to A\$, \$A, dollar or \$ is to Australian currency;
- (f) a reference to a year (other than a financial year) or a month means a calendar year or calendar month respectively;
- (g) a reference to a party to a document includes the party's executors, administrators, successors and permitted assigns and substitutes;
- (h) a reference to a person includes a natural person, partnership, firm, body corporate, trust, joint venture, association, governmental or local authority or agency or other entity;

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- (i) a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (j) any authorities, associations, bodies and entities, whether statutory or otherwise, will, in the event of such authority, association, body or entity ceasing to exist or being reconstituted, replaced or the powers or functions thereof being transferred to or taken over by any other authority, association, body or entity, be deemed to refer respectively to the authority, association, body or entity established, constituted or substituted in lieu thereof which exercises substantially the same powers or functions; and
 - (k) the meaning of general words is not limited by specific examples introduced by including, for example or similar expressions.

Proxy Voting Form

If you are attending the virtual Meeting
please retain this Proxy Voting Form
for online Securityholder registration.

[HolderNumber]

Holder Number:
[HolderNumber]

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Your proxy voting instruction must be received by **11:30 am (AEDT) on Wednesday, 25 November 2020** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 – VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

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 Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCHAT: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

APPOINT A PROXY:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or persons you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following instructions, or if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automatic, where shareholders will be able to watch, listen, and vote online.

1. Open your internet browser and go to **investor.automic.com.au**
2. Login with your username and password or click **"register"** if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

Resolutions

Resolutions	For	Against	Abstain
1. ADOPTION OF DIRECTORS' REMUNERATION REPORT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. RATIFICATION OF ISSUE OF MAY PLACEMENT SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RATIFICATION OF ISSUE OF SHARES TO A NON-RELATED PARTY FOR SIHA ACQUISITION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. RATIFICATION OF ISSUE OF SECURITIES TO A NON-RELATED PARTY – LEASE CONSIDERATION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
RATIFICATION OF ISSUE OF SECURITIES TO A NON-RELATED PARTY – ROYALTY BUY BACK	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. APPROVAL TO ISSUE MAY PLACEMENT SHARES TO RELATED PARTIES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. APPROVAL FOR ISSUE OF SHARES TO RELATED PARTY FOR SIHA ACQUISITION	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. 10% PLACEMENT CAPACITY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. ELECTION OF JONATHAN BATTERSHILL AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Individual or Securityholder 1

Securituholder 2

Securituholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name:

[illegible]

Email Address:

[illegible]

Contact Daytime Telephone

[illegible]

Date (DD/MM/YY)

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☐ By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

Corporate Directory

Board of Directors

Keith Perrett, Non-Executive Chairman
Anthony McClure, Managing Director
Peter Langworthy, Non-Executive Director
Jonathan Battershill, Non-Executive Director

Company Secretary

Trent Franklin

Registered Office

Level 11, 52 Phillip Street
Sydney NSW 2000
Australia

Company Website

www.silvermines.com.au

Share Registry

Automic Pty Ltd
Level 5, 126 Phillip Street
Sydney NSW 2000
Australia

Phone: +61 2 8072 1400