NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date: Thursday 22 November 2018
Time: 10.30am (AEST)
Venue: The offices of Ashurst
Level 38 Riverside Centre
123 Eagle St
Brisbane QLD 4000

These documents should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of A-Cap Resources Limited (the “Company”) will be held at the offices of Ashurst, Level 38, Riverside Centre, 123 Eagle St, Brisbane, QLD 4000 on Thursday 22 November 2018 at 10.30 am (AEST).

AGENDA

ORDINARY BUSINESS

FINANCIAL STATEMENTS

To receive, consider and discuss the Company’s financial statements for the year ended 30 June 2018 and the reports of the directors and auditors on those statements.

RESOLUTION 1 – RE-ELECTION OF MR ANGANG SHEN AS A DIRECTOR

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

“That Mr. Angang Shen, who retires in accordance with Rule 58.1 of the Company’s Constitution and Listing Rule 14.4 and, being eligible for re-election, is re-elected as a director.”

RESOLUTION 2 – RE-ELECTION OF MR PAUL INGRAM AS A DIRECTOR

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

“That Mr. Paul Ingram, who retires in accordance with Rule 58.1 of the Company’s Constitution and Listing Rule 14.4 and, being eligible for re-election, is re-elected as a director.”

RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT

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

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report contained in the 2018 Annual Report be adopted by shareholders”

Note:

(1) In accordance with section 250R(3) of the Corporations Act, this resolution is advisory only and does not bind the directors of the Company.

(2) Voting Exclusion Statement:
The Corporations Act prohibits any votes being cast on Resolution 3 by or on behalf of a person who is a member of the key management personnel of the Company (which includes the chairman and the directors), whose remuneration details are included in the Remuneration Report (“Key Executive”) or any closely related party of a Key Executive (“CRP”). The Company will disregard any votes cast on Resolution 3 (in any capacity) by or on behalf of a Key Executive or any CRP.

However, the Company need not disregard a vote if it is cast by a Key Executive or any CRP as a proxy appointed in writing that specifies how the proxy is to vote on the resolution and the vote is not cast on behalf of a Key Executive or any CRP.
(2) Voting Exclusion Statement (continued):
Further, the Company will disregard a vote if it is cast by a Key Executive or any CRP as a proxy appointed in writing where the proxy appointment does not specify the way the proxy is to vote on Resolution 3, unless the proxy is the Chairman of the AGM and the proxy appointment expressly authorises the Chairman to exercise the proxy even if Resolution 3 is connected directly or indirectly with the remuneration of a Key Executive.

RESOLUTION 4 – APPROVAL OF THE A-CAP DIRECTOR LONG TERM INCENTIVE (LTI) SHARE PLAN

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

“That for the purposes of ASX Listing Rule 7.2 (exception 9) and 10.14 and for all other purposes, the A-Cap Director LTI Share Plan, including the issuing of securities under the plan, be approved as detailed in the Explanatory Memorandum”.

Note:

Voting Exclusion Statement:
In accordance with ASX Listing Rule 7.2 (exception 9b), the Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or any associate of those persons.

In accordance with Listing Rule 10.14, the Company will disregard any votes cast in favour of Resolution 4 by a director of the Company who is eligible to participate under the A-Cap Directors LTI Share Plan or any of their associates.

However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
(b) the person chairing the AGM 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.

RESOLUTION 5 – APPROVAL TO ISSUE 5,000,000 PERFORMANCE RIGHTS TO MR ANGANG SHEN

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to grant up to 5,000,000 Performance Rights (being a rights to acquire up to 5,000,000 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions referred to in the Explanatory Memorandum) to Mr Angang Shen, a director of the Company, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Note:

(1) The Performance Rights referred to in Resolution 5 will be issued within one month after the date of the AGM.

(2) The Performance Rights will be issued for no cash consideration and accordingly no funds will be raised from the issue.
(3) **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or their nominee or any associate of those persons. However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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.

**RESOLUTION 6 – APPROVAL TO ISSUE 4,500,000 PERFORMANCE RIGHTS TO MR JIJING NIU**

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to grant up to 4,500,000 Performance Rights (being a rights to acquire up to 4,500,000 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions referred to in the Explanatory Memorandum) to Mr Jijing Niu, a director of the Company, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

**Note:**

(1) The Performance Rights referred to in Resolution 6 will be issued within one month after the date of the AGM.

(2) The Performance Rights will be issued for no cash consideration and accordingly no funds will be raised from the issue.

(3) **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or their nominee or any associate of those persons. However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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.

**RESOLUTION 7 – APPROVAL TO ISSUE 4,500,000 PERFORMANCE RIGHTS TO MR CHENGHU ZHU**

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to grant up to 4,500,000 Performance Rights (being a rights to acquire up to 4,500,000 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions referred to in the Explanatory Memorandum) to Mr Chenghu Zhu, a director of the Company, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”
Note:

(1) The Performance Rights referred to in Resolution 7 will be issued within one month after the date of the AGM.

(2) The Performance Rights will be issued for no cash consideration and accordingly no funds will be raised from the issue.

(3) Voting Exclusion Statement:
The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or their nominee or any associate of those persons. However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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.

RESOLUTION 8 – APPROVAL TO ISSUE 4,000,000 PERFORMANCE RIGHTS TO MR PAUL INGRAM

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to grant up to 4,000,000 Performance Rights (being a rights to acquire up to 4,000,000 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions referred to in the Explanatory Memorandum) to Mr Paul Ingram, a director of the Company, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Note:

(1) The Performance Rights referred to in Resolution 8 will be issued within one month after the date of the AGM.

(2) The Performance Rights will be issued for no cash consideration and accordingly no funds will be raised from the issue.

(3) Voting Exclusion Statement:
The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or their nominee or any associate of those persons. However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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.
RESOLUTION 9 – APPROVAL TO ISSUE 4,000,000 PERFORMANCE RIGHTS TO MR MICHAEL MUHAN LIU

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to grant up to 4,000,000 Performance Rights (being a rights to acquire up to 4,000,000 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions referred to in the Explanatory Memorandum) to Mr Michael Muhan Liu, a director of the Company, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Note:

(1) The Performance Rights referred to in Resolution 9 will be issued within one month after the date of the AGM.

(2) The Performance Rights will be issued for no cash consideration and accordingly no funds will be raised from the issue.

(3) Voting Exclusion Statement:
The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or their nominee or any associate of those persons. However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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.

RESOLUTION 10 – APPROVAL TO ISSUE 4,000,000 PERFORMANCE RIGHTS TO MR JOHN FISHER-STAMP

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

“That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Company be authorised to grant up to 4,000,000 Performance Rights (being a rights to acquire up to 4,000,000 fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions referred to in the Explanatory Memorandum) to Mr John Fisher-Stamp, a director of the Company, or his nominee, on the terms and conditions set out in the Explanatory Memorandum.”

Note:

(1) The Performance Rights referred to in Resolution 10 will be issued within one month after the date of the AGM.

(2) The Performance Rights will be issued for no cash consideration and accordingly no funds will be raised from the issue.

(3) Voting Exclusion Statement:
The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Director LTI Share Plan) or their nominee or any associate of those persons. However, the Company need not disregard a vote if it is cast by:
(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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.

RESOLUTION 11 – APPROVAL OF THE A-CAP EXECUTIVE AND CONSULTANT SHARE OPTION PLAN

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

“That for the purposes of ASX Listing Rule 7.2 (exception 9) and for all other purposes, the A-Cap Executive and Consultant Share Option Plan, including the issuing of securities under the plan, be approved.”

Voting Exclusion Statement:
The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of a director of the Company (except one who is ineligible to participate under the A-Cap Executive and Consultant Share Option Plan) or any associate of those persons.

However, the Company need not disregard a vote if it is cast by:

(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the person chairing the AGM 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

SPECIAL BUSINESS

RESOLUTION 12 – CHANGE OF COMPANY NAME

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

“That for the purpose of section 157(1) and for all other purposes, approval is given for the name of the Company to be changed to A-Cap Energy Limited.”

SNAPSHOT TIME

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that shares held as at 10.30 am (AEST) on Tuesday 20 November 2018 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

PROXIES

In accordance with section 249L of the 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;
- a member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.
In accordance with section 250BA of the Corporations Act, the Company specifies the following information for the purposes of receipt of proxy appointments:

Postal Address: PO Box 291, Nedlands WA 6909  
Principal Place of Business: Level 1, 136 Stirling Hwy, Nedlands WA 6009  
Facsimile Number: (08) 7200 7612

Each member entitled to vote at the Annual General Meeting has the right to appoint a proxy to attend and vote at the AGM on his behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion.

The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the AGM (proxy forms can be lodged by facsimile).

By Order of the Board

NIKOLAS YEAK  
Company Secretary  
A-Cap Resources Limited

24 October 2018
A-CAP RESOURCES LIMITED
(ABN 28 104 028 542)

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

1. INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of A-Cap in connection with the business to be transacted at the Annual General Meeting of the Company to be held on Thursday 22 November 2018.

At that AGM, shareholders will be asked to consider resolutions:

i. Re-electing two directors who retire by rotation;
ii. Adopting the remuneration report;
iii. Approving the Director LTI Plan;
iv. Approving the issue of Performance Rights to Mr Angang Shen, Mr Jijing Niu, Mr Chenghu Zhu, Mr Paul Ingram, Mr Michael Muhan Liu and Mr John Fisher-Stamp;
v. Approving the Share Option Plan; and
vi. Approving the changing the Company’s name to A-Cap Energy Limited.

The purpose of this Explanatory Memorandum is to provide information that the Board believes to be material to shareholders in deciding whether or not to pass those resolutions. The Explanatory Memorandum explains the resolutions and identifies the Board’s reasons for putting them to shareholders. It should be read in conjunction with the accompanying Notice of Meeting.

2. GLOSSARY

The following terms and abbreviations used in this Explanatory Memorandum have the following meanings:

<table>
<thead>
<tr>
<th>Term</th>
<th>Meaning</th>
</tr>
</thead>
<tbody>
<tr>
<td>Act or Corporations Act</td>
<td>Corporations Act 2001 (Cth)</td>
</tr>
<tr>
<td>AGM or Annual General Meeting</td>
<td>The annual general meeting of the Company to be held on Thursday 22 November 2018</td>
</tr>
<tr>
<td>ASIC</td>
<td>Australian Securities and Investments Commission</td>
</tr>
<tr>
<td>ASX</td>
<td>ASX Limited (ACN 008 624 691)</td>
</tr>
<tr>
<td>ASX Listing Rules or Listing Rules</td>
<td>The Official Listing Rules of ASX, as amended from time to time</td>
</tr>
<tr>
<td>Board</td>
<td>The board of directors of the Company</td>
</tr>
<tr>
<td>Company or A-Cap</td>
<td>A-Cap Resources Limited (ABN 28 104 028 542)</td>
</tr>
<tr>
<td>Constitution</td>
<td>The Company’s Constitution from time to time</td>
</tr>
<tr>
<td>Director LTI Plan</td>
<td>A-Cap Director Long Term Incentive Share Plan</td>
</tr>
<tr>
<td>Notice of Meeting</td>
<td>The notice convening the Annual General Meeting which accompanies this Explanatory Memorandum</td>
</tr>
<tr>
<td>Options</td>
<td>Options to subscribe for Shares</td>
</tr>
<tr>
<td>Proxy Form</td>
<td>The proxy form which accompanies this Explanatory Memorandum</td>
</tr>
<tr>
<td>Share Option Plan</td>
<td>A-Cap Executive and Consultant Share Option Plan</td>
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</table>
3. **FINANCIAL STATEMENTS AND REPORTS**

The first item on the Notice of Meeting deals with the presentation of the Company's Annual Financial Report for the financial year ended 30 June 2018. Shareholders will be given an opportunity to raise any matters of interest with directors when this item is being considered.

The Company's Annual Financial Report for the year ended 30 June 2018 has been released to the ASX and is available on the Company's website (www.acap.com.au).

No vote is required on this item of business.

4. **ELECTION OF DIRECTORS**

In accordance with ASX Listing Rule 14.4 and pursuant to Rule 58.1 of the Constitution, at each AGM, one-third of the directors (excluding the Managing Director) must retire from office. Each retiring director is entitled to offer himself for re-election as a director at the AGM.

Each of Mr Angang Shen and Mr Paul Ingram will retire by rotation in accordance with the requirements of the Constitution at the AGM. Being eligible, each of Mr Angang Shen and Mr Paul Ingram seek re-election as a director of the Company at the AGM.

5. **RESOLUTION 1 – RE-ELECTION OF MR ANGANG SHEN AS A DIRECTOR**

Mr Angang Shen joined the Board of the Company in November 2013, bringing with him years of expertise and success in the areas of finance, investment, real estate and mining resources. Mr Shen is the Chairman of China Growth Minerals Limited and Ansheng Investment Co, Ltd.

Mr Shen was appointed as a director of the Company on 6 November 2013.

**Recommendation**

The directors (with Mr Shen abstaining) recommend that shareholders vote in favour of Mr Shen’s re-election.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

6. **RESOLUTION 2 – RE-ELECTION OF PAUL INGRAM AS A DIRECTOR**

Mr Ingram is a geologist with extensive experience in corporate and technical management of exploration and mining companies for over 30 years. He has held senior management positions in a number of successful resource companies in the precious metals sector and energy sector and has managed projects in countries throughout East Asia and in Australia.

Mr Ingram was appointed as a director of the Company on 1 June 2009.

**Recommendation**

The directors (with Mr Ingram abstaining) recommend that shareholders vote in favour of Mr Ingram’s re-election.

The Chairman intends to vote all undirected proxies in favour of this Resolution.
7. **RESOLUTION 3 – ADOPTION OF REMUNERATION REPORT**

The Corporations Act includes disclosure requirements for companies whose shares are quoted on the ASX by requiring that the directors of the company include a remuneration report in the Company’s annual report and that a resolution be put to shareholders each year to adopt that report.

The remuneration report is set out in the Company’s Annual Report.

The remuneration report:
- outlines the Board’s policy for determining the nature and amount of remuneration for directors and executives of the Company;
- discusses the relationship between the Board’s remuneration policy and the Company’s performance;
- details and explains any performance condition applicable to the remuneration of a director or executive;
- details the remuneration (including Options) of each director and executive of the Company for the year; and
- summarises the terms of any contract under which any director or executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The vote on the resolution is advisory only and does not bind the directors or the Company, nor does it affect the remuneration paid or payable to the Company’s directors or the executives. However, the Board will take the outcome of the resolution into account when considering future remuneration policy.

Section 250R(4) of the Corporations Act prohibits any votes on this resolution being cast by senior executives (or their associates) whose remuneration details are disclosed in the report.

This prohibition extends to undirected proxy votes to be cast by the Chairman. In this regard, you should specifically note that if you indicate on the Proxy Form that you do not wish to specify how your proxy should vote on Resolution 3, you will be deemed to have expressly directed the Chairman to cast your votes in favour of Resolution 3.

If you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 3, you must indicate your voting intention by marking either ‘against’ or ‘abstain’ against Resolution 3 in the Proxy Form.

8. **RESOLUTION 4 - APPROVAL OF THE DIRECTOR LTI SHARE PLAN**

**Background**

The Company proposes to establish the A-Cap Director Long Term Incentive Share Plan (Director LTI Plan) for eligible directors of the Company.

The Director LTI Plan will supersede the A-Cap Directors Share Plan that was previously approved by shareholders at the Annual General Meeting of A-Cap Resources Limited held on the 16th November 2015 (Old Plan).

The proposed Director LTI Plan has been designed to provide long term incentives through the issue of Performance Rights to eligible Directors, subject to shareholder approval in order to assist in the motivation and retention of those Directors. The Performance Rights will entitle eligible Directors to Shares, subject to certain performance measures (vesting conditions) being met. The Director LTI Plan seeks to:
i. link the reward of Directors to the performance of the Company and the creation of shareholder value; and

ii. align the interests of Directors more closely with those of shareholders.

Prior to the proposed Director LTI Plan being established, the only form of incentives able to be granted were Director fees sacrificed to the issue of ordinary shares in the Company under the Old Plan approved by Shareholders on 30 November 2015.

ASX Listing Rule 7.1 prohibits the Company from issuing equity securities which in aggregate exceed 15% of its fully paid ordinary share capital in any 12-month period. Pursuant to Listing Rule 7.2 (exception 9), this rule does not apply to the issue of securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within 3 years before the issue date of the securities and the requirement of Listing Rule 7.2 (exception 9) are satisfied.

Further, ASX Listing Rule 10.11 prohibits the Company from issuing equity securities to a related party of the Company (including a director) without shareholder approval. Pursuant to Listing Rule 10.12 (exception 4), this rule does not apply to the issue of securities under an employee incentive scheme if the scheme has been approved by shareholders under Listing Rule 10.14 and the Company has also complied with certain ongoing disclosure requirements.

Approval is being sought pursuant to Listing Rule 7.2 (exception 9) and Listing Rule 10.14, and in compliance with Listing Rule 10.15A. Pursuant to Listing Rule 7.2 (exception 14), approval under Listing Rule 7.1 is not required as approval is being sought under Listing Rule 10.14.

Summary of the A-Cap Directors LTI Share Plan

In summary, it is proposed that the Director LTI Plan will operate as follows:

Eligibility and participation

All non-executive and independent directors of the Company are eligible to participate in the Director LTI Plan (Eligible Directors). The board may also determine any other director of the Company to be an Eligible Director.

Issue and Vesting of Performance Rights

The Board will make an offer to Eligible Directors to participate in the Director LTI Plan by providing the Eligible Director with an offer document. Upon acceptance of the offer by the director (Participant), the Company will issue the director the number of Performance Rights specified in the offer document. The Performance Rights are granted at a nil issue price and for nil consideration.

The Performance Rights will be subject to performance measures which will be outlined in the offer document. The performance measures will be linked to certain milestones in the market capitalisation of the Company. Further details on the performance measures are set out in section 9.3 below. The Performance Rights will be allocated between four equal tranches between each of the four performance measures.

Issue of Shares

Once the performance measures attached to each Performance Right are met, the Performance Right will vest and the Director will be entitled to Shares in the Company, the number of which will be equal to the number of Performance Rights which have vested.
Following the vesting of the Performance Rights, the Company will, at the Company’s discretion, either issue new Shares to directors or acquire Shares on the ASX for the benefit of directors under the Director LTI Plan.

**Adjustments**

The Performance Rights issued are subject to adjustment in certain circumstances, including in the event of the Company making a pro rata entitlement offer of new Shares, a pro rata bonus issue, subdividing or consolidating its Shares, making a return of capital to shareholders, cancelling share capital or reorganising its share capital.

**Vested Leavers and Non-Vested Leavers**

A Participant may retain its Performance Rights and entitlement to be issued Shares, subject to the terms of the Director LTI Plan if the Participant ceases office as a director of the Company in circumstances where the Participant is a good leaver. A Participant will be a vested leaver if they are not a non-vested leaver. A Participant will be a non-vested leaver if they are disqualified or prohibited from being a director under the Corporations Act, the constitution, or if the Board determines the Participant is a non-vested leaver.

If a Participant is a non-vested leaver, then all Performance Rights held by that Participant will automatically lapse, unless the Board determines otherwise.

**Administration and amendment of the Director LTI Plan**

The Director LTI Plan will be administered by the Board who, subject to the ASX Listing Rules, may amend or vary the plan.

**Reorganisation**

In the event of any reorganisation of the issued ordinary share capital of the Company, the number of Shares to be delivered in respect of each Vested Right or the amount payable, if any, by a Participant in respect of Shares to be delivered to a Participant will be reorganised in the manner specified in the ASX Listing Rules as applicable at the time of the reorganisation.

**Participation in new issues of underlying securities**

A Participant cannot participate in new issues of Shares or other securities to holders of Shares unless the Shares in respect of the Vested Rights held by the Participant have been issued, or purchased and transferred, as applicable, to and registered in the name of, the Participant before the record date for determining entitlements to the new issue.

**Technical information required by ASX Listing Rules 10.14 and 10.15A**

Section 9.6 of this Notice of Meeting contains the technical information required by ASX Listing Rules 10.14 and 10.15A in relation to Resolution 4.

**Recommendation**

As each of the directors is entitled to participate in the Director LTI Plan, each director has abstained from making a recommendation to shareholders in relation to Resolution 4.

The Chairman of the AGM intends to vote undirected Proxies in favour of this resolution.
9. RESOLUTION 5 TO 10 – AUTHORITY TO ISSUE PERFORMANCE RIGHTS TO MR ANGANG SHEN, MR JIJING NIU, MR CHENGHU ZHU, MR PAUL INGRAM, MR MICHAEL MUHAN LIU AND MR JOHN FISHER-STAMP

9.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue the following Performance Rights to the Directors, under the Director LTI Plan as a long-term incentive in connection with their role as Directors:

(a) 5,000,000 Performance Rights to Mr Angang Shen;

(b) 4,500,000 Performance Rights to Mr Jijing Niu;

(c) 4,500,000 Performance Rights to Mr Chenghu Zhu;

(d) 4,000,000 Performance Rights to Mr Paul Ingram;

(e) 4,000,000 Performance Rights to Mr Michael Muhan Liu; and

(f) 4,000,000 Performance Rights to Mr John Fisher-Stamp.

The above directors are Eligible Directors.

ASX Listing Rule 10.14 requires the Company to obtain shareholder approval in order to issue securities to a director under the Director LTI Plan. As described above, a Performance Right is a right to receive a Share if the performance measures attached to the Performance Right are met.

Accordingly, shareholder approval under ASX Listing Rule 10.14 is required for each issue of Performance Rights to the Directors listed in each Resolutions 5, 6, 7, 8, 9 and 10.

If Resolutions 5, 6, 7, 8, 9 and 10 are approved for the purposes of ASX Listing Rule 10.14, any Shares issued on vesting of a Performance Right will be issued under the Director LTI Plan, and for that reason shareholder approval is not required for the issue of Shares under the Director LTI Plan under ASX Listing Rule 7.1 which prohibits the Company from issuing equity securities which in aggregate exceed 15% of its fully paid ordinary share capital in any 12 month period.

ASX Listing Rule 7.2 (exception 9), provides ASX Listing Rule 7.1 does not apply to the issue of securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within 3 years before the issue date of the securities and the requirement of Listing Rule 7.2 (exception 9) are satisfied.

Further, ASX Listing Rule 10.11 prohibits the Company from issuing equity securities to a related party of the Company (including a director) without shareholder approval. Pursuant to Listing Rule 10.12 (exception 4), this rule does not apply to the issue of securities under an employee incentive scheme if the scheme has been approved by shareholders under Listing Rule 10.14 and the Company has also complied with certain ongoing disclosure requirements.

Approval is being sought pursuant to Listing Rule 7.2 (exception 9) and Listing Rule 10.14, and in compliance with Listing Rule 10.15A.
9.2 Terms and Conditions of Performance Rights

Each of the Performance Rights will:

a) be issued for no consideration, and no consideration will be payable upon the vesting of the Performance Rights on the achievement of the vesting conditions;

b) have an exercise period of 3 years commencing on the date of Shareholder approval is granted and expiring on the third anniversary of that date;

c) vest according to the following performance measures:

i. Tranche 1 - 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.10 (10 cents) for 10 consecutive trading days. The Closing Stock Price represents a 286% increase in the fully underwritten rights issue at 3.5 cents per share completed in August 2016;

ii. Tranche 2 – 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.115 (11.5 cents) for 10 consecutive trading days subject to an overriding condition that the Company’s Total Shareholder Return (TSR) is at least equal to that of the ASX Small Resources Index for a trailing 6-month period preceding the vesting date;

iii. Tranche 3 - 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.16 (16 cents) for 10 consecutive trading days. The closing stock price reflects a 160% increase in the exercised vesting stock price required under Tranche 1 and 139% increase under Tranche 2; and

iv. Tranche 4 – 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.18 (18 cents) for 10 consecutive trading days subject to an overriding condition that the Company’s TSR is at least equal to that of the ASX Small Resources Index for a trailing 6-month period preceding the vesting date;

v. Tranches 1, 2, 3 and 4 may vest together and in combination of each other subject to the performance measures of each Tranche being met over the 3-year exercise term;

vi. Any unvested Performance Rights will vest if a Change of Control event occurs and on the date such Change of Control event occurs, the Closing Price of A-Cap Resources Limited is at least $0.10 (10 cents) for 10 consecutive trading days. A Change of Control event includes where a takeover bid of the Company is declared unconditional, a person’s voting power in the Company increases from less than 50% to 50% or more, if a merger by way of scheme of arrangement has been approved by the court, the Company passes a resolution for a voluntary winding up or an order is made for the compulsory winding up of the Company;

vii. Any unvested Performance Rights will vest if the Company sells a diversified mineral project after the Commencement Date of the Director LTI Plan and on the date that the Company releases an ASX announcement announcing the completion of the Project Sale, the Closing Price of the Company is at least $0.10 (10 cents); and

viii. Any unvested Performance Rights will lapse if unvested, 3 years from the date Shareholder approval is granted and otherwise in accordance with the terms and conditions of the Director LTI Plan.

A summary of key terms and conditions of the Director LTI Plan is set out in section 8 above.
9.3 Performance related vesting conditions

The four performance related vesting conditions were chosen to link:

i. the reward of Directors to the performance of the Company and the creation of shareholder value; and

ii. align the interests of Directors more closely with those of shareholders.

The Company is implementing core strategies to diversify its mineral portfolio into cathode materials production and supply to the battery industry. The Company’s Lethakane Uranium Project in Botswana continues as a core strategy to ultimately supply uranium U₃O₈ product to a nuclear facility as prime fuel for base load power generation and its service to the battery industry markets and its consumers.

Closing Share Price $0.10 (10 cents)

This vesting condition was chosen as it represents a target share price that incorporates a mineral diversification strategic project acquisition together with existing project activities.

Closing Share Price $0.115 (11.5 cents) and TSR Comparison to ASX Small Resources Index

This vesting condition represents a target share price of $0.115 (11.5 cents) that reflects a continuing improvement in projects enterprise values with an overriding vesting condition subject to the Company’s TSR is at least equal to that of the ASX Small Resources Index for a trailing 6-month period preceding the vesting date.

Closing Share Price $0.16 (16.0 cents)

This vesting condition was chosen as it represents a target share price that reflects key milestones achievement in the implementation of core company strategies and advancement of projects through independent feasibility study.

Closing Share Price $0.18 (18.0 cents) and TSR Comparison to ASX Small Resources Index

This vesting condition represents a target share price of $0.18 (18 cents) that reflects a continuing improvement in projects enterprise values with an overriding vesting condition subject to the Company’s TSR is at least equal to that of the ASX Small Resources Index for a trailing 6-month period preceding the vesting date.

TSR against ASX Small Resources Index

This overriding vesting condition represents the performance of the Company against a relevant index of resource companies, comparing the growth of the Company with the growth of the Index for a trailing period of six months preceding vesting date. No Performance Rights will vest unless the Company’s performance is at least equal to the Index for the performance period.

9.4 Valuation of Financial Benefit

The Company has valued the proposed Director Performance Rights issues using the Hoadley ESO Model. The valuation model uses the following variables to determine the value of the Performance Rights:

a) value of the underlying asset – share price of $0.043 (4.3 cents) being the 20-day trailing volume-weighted average closing share price on ASX as at the date of Valuation, 28 August 2018;

b) vesting conditions as referred to above;
c) expected volatility of the share price - 94.3% as calculated by Hoadley’s volatility calculator for a 3 year period;

d) risk free rate – the Australian Government 5-year bond rate at 30 June 2018 of 2.15%;

e) time to maturity – the Performance Rights expire 3 years from the date of issue; and

f) expected dividend yield – Nil, given the Company is a mineral exploration company and has no history in paying dividends.

Based on the assumptions above the Company has calculated the value of the proposed Performance Rights issue to each Director as follows:

<table>
<thead>
<tr>
<th>Director</th>
<th>Performance Rights Value $</th>
<th>Tranche 1 Value $</th>
<th>Tranche 2 Value $</th>
<th>Tranche 3 Value $</th>
<th>Tranche 4 Value $</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr Angang Shen</td>
<td>151,334</td>
<td>42,388</td>
<td>40,344</td>
<td>35,248</td>
<td>33,354</td>
</tr>
<tr>
<td>Mr Jijing Niu</td>
<td>136,201</td>
<td>38,149</td>
<td>36,310</td>
<td>31,723</td>
<td>30,019</td>
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<td>121,067</td>
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</tr>
<tr>
<td><strong>Total</strong></td>
<td><strong>$786,938</strong></td>
<td><strong>$220,418</strong></td>
<td><strong>$209,790</strong></td>
<td><strong>$183,288</strong></td>
<td><strong>$173,442</strong></td>
</tr>
</tbody>
</table>

However, it is important for Shareholders to note that these stated values of the Performance Rights may go up and down at any time despite the Valuations. This is because the value of the Performance Rights will depend upon the valuation methodology used in any future valuations, together with the relevant assumptions made under these Valuations compared to any future valuations.

The Company intends to review the value of the proposed Performance Rights issue to each Director immediately preceding the grant of Director Performance Rights detailed above.

If Resolutions 5, 6, 7, 8, 9 and 10 are passed by shareholders, the Director Performance Rights shall be issued to each Director (or his nominee) no later than one month after the date of the AGM.

The Company will expense the fair value of the Director Performance Rights issues over the 3-year exercise period in accordance with Accounting Standard AASB 2 Share Based Payment and the Company’s Board Remuneration Policy.

9.5 Related Party Transactions

Chapter 2E of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party (which includes Directors) of the public company, the public company or the entity must:

a) Obtain the approval of the public company’s members in the manner set out in Sections 217 to 227 of the Corporations Act; and

b) Give the benefit within 15 months following such approval,
Unless the giving of the financial benefit falls within an exception set out in Sections 21 to 216 of the Corporations Act.

Under Section 210 of the Corporations Act, shareholder approval is not needed where the financial benefit proposed to be provided constitutes reasonable remuneration to the related party.

The Directors consider that Shareholder Approval pursuant to Chapter 2E of the Corporations Act is not required for the issue of the Performance Rights to Directors under Resolutions 5, 6, 7, 8, 9 and 10 because the grant of the Performance Rights constitutes reasonable remuneration.

In forming these views, the Directors carried out an assessment of the equity incentive component of other directors in peer group companies, and also had regard to the recent history of the Company, the experience of each of the Directors receiving the Performance Rights under Resolutions 5, 6, 7, 8, 9 and 10 and the responsibilities of that office.

9.6  Technical information required by ASX Listing Rules 10.14 and 10.15A

As required by ASX Listing Rule 10.14, the following information is provided in relation to Resolutions 4, 5, 6, 7, 8, 9 and 10 in accordance with ASX Listing Rule 10.15A.

a) The Performance Rights will be issued to the following persons, who are each Directors:
   
   i. Mr Angang Shen;
   
   ii. Mr Jijing Niu;
   
   iii. Mr Chenghu Zhu;
   
   iv. Mr Paul Ingram;
   
   v. Mr Michael Muhan Liu; and
   
   vi. Mr John Fisher-Stamp;

b) The maximum number of Performance Rights that may be issued is:
   
   i. 5,000,000 Performance Rights to Mr Angang Shen;
   
   ii. 4,500,000 Performance Rights Mr Jijing Niu;
   
   iii. 4,500,000 Performance Rights to Mr Chenghu Zhu;
   
   iv. 4,000,000 Performance Rights to Mr Paul Ingram;
   
   v. 4,000,000 Performance Rights to Mr Michael Muhan Liu; and
   
   vi. 4,000,000 Performance Rights to Mr John Fisher-Stamp;
The value of the proposed Performance Rights issue to each Director is set out below:

<table>
<thead>
<tr>
<th>Director</th>
<th>Performance Rights Value $</th>
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<th>Tranche 2 Value $</th>
<th>Tranche 3 Value $</th>
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<tr>
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<td><strong>$220,418</strong></td>
<td><strong>$209,790</strong></td>
<td><strong>$183,288</strong></td>
<td><strong>$173,442</strong></td>
</tr>
</tbody>
</table>

The price at which the Performance Rights will vest shall be according to the following Performance Conditions:

i. Tranche 1 - 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.10 (10 cents) for 10 consecutive trading days. The Closing Stock Price represents a 286% increase in the fully underwritten rights issue at 3.5 cents per share completed in August 2016;

ii. Tranche 2 – 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.115 (11.5 cents) for 10 consecutive trading days subject to an overriding condition that the Company’s TSR is at least equal to that of the ASX Small Resources Index for a trailing 6 month period preceding the vesting date;

iii. Tranche 3 - 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.16 (16 cents) for 10 consecutive trading days. The closing stock price reflects a 160% increase in the exercised vesting stock price required under Tranche 1 and 139% increase under Tranche 2; and

iv. Tranche 4 – 25% of Performance Rights to vest upon the Closing Price of A-Cap Resources Limited is at least $0.18 (18 cents) for 10 consecutive trading days subject to an overriding condition that the Company’s TSR is at least equal to that of the ASX Small Resources Index for a trailing 6 month period preceding the vesting date; and

v. Tranches 1, 2, 3 and 4 may vest together and in combination of each other subject to the Performance Conditions of each Tranche being met over the 3 year exercise term.

c) Under the Director LTI Plan, only eligible directors or their nominees (subject to Board Approval), are entitled to participate in the Performance Rights. Each of the directors outlined in section 9.6(a) are Eligible Directors.

d) Each of the directors outlined in section 9.6(a) is a related party of the Company by virtue of being a director.

e) The Performance Rights will be issued for nil consideration pursuant to the Director LTI Plan and no consideration will be payable on the vesting of the Performance Rights on achievement of the performance measures, accordingly no funds will be raised by the issue of the Performance Rights.
f) The issue of Shares under the Old Plan was previously approved by Shareholders on 30 November 2015. From that date the following Shares have been issued under the Old Plan:

<table>
<thead>
<tr>
<th>Current and Former Directors</th>
<th>Number of Ordinary Shares</th>
<th>Date of Issue</th>
<th>Share Issue Price</th>
<th>Reason for Share Issues</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr Angang Shen</td>
<td>497,646</td>
<td>21-Apr-16</td>
<td>$0.02</td>
<td>Director Fees Sacrifice for Ordinary Shares</td>
</tr>
<tr>
<td>Mr Paul Ingram</td>
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</tr>
<tr>
<td>Mr Angang Shen</td>
<td>238,759</td>
<td>29-Jul-16</td>
<td>$0.03</td>
<td>Director Fees Sacrifice for Ordinary Shares</td>
</tr>
<tr>
<td>Mr Paul Ingram</td>
<td>238,759</td>
<td>29-Jul-16</td>
<td>$0.03</td>
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</tr>
<tr>
<td>Mr Angang Shen</td>
<td>113,813</td>
<td>5-Oct-16</td>
<td>$0.04</td>
<td>Director Fees Sacrifice for Ordinary Shares</td>
</tr>
<tr>
<td>Mr Paul Ingram</td>
<td>113,813</td>
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<td>$0.04</td>
<td>Director Fees Sacrifice for Ordinary Shares</td>
</tr>
<tr>
<td><strong>Total Shares Issued under the Old Plan since 30 November 2015.</strong></td>
<td><strong>5,101,308</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

g) As at the date of this Notice of Meeting, Shares issued or that may be issued as a result of offers made at any time during the previous 3-year period under the Old Plan and the Old Share Plan does not exceed 5% of Company Shares issued.

h) As at the date of this Notice of Meeting, Mr Angang Shen, Mr Jijing Niu, Mr Chenghu Zhu, Mr Paul Ingram, Mr Michael Muhan Liu and Mr John Fisher-Stamp are the only persons covered by ASX Listing Rule 10.14 that the Board has declared eligible to be issued Performance Rights under the Director LTI Plan.

i) A voting exclusion statement has been included.

j) No loans will be made in relation to the issue of Performance Rights.
k) The Performance Rights will be issued no later than three years after the date of the AGM (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

l) Details of any securities issued under the Director LTI Plan will be published in each annual report of the Company relating to the period in which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14.

m) Any additional persons who become entitled to participate in the Director LTI Plan after the resolution is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

Recommendation

As each of the directors is entitled to participate in the Director LTI Plan, each director has abstained from making a recommendation to shareholders in relation to Resolution 5 to 10 inclusive.

The Chairman intends to vote all undirected proxies in favour of Resolutions 5 to 10 inclusive.

10. RESOLUTION 11 – APPROVAL OF A-CAP EXECUTIVE AND CONSULTANT SHARE OPTION PLAN

Background

The Company proposes to establish the A-Cap Executive and Consultant Share Option Plan (Share Option Plan) for eligible employees and executives of the Company.

The Share Option Plan will supersede the A-Cap Share Option Plan (Old Share Plan) that was previously approved by shareholders at the Annual General Meeting of A-Cap Resources Limited held on the 16th November 2015.

The purpose of the Share Option Plan is to provide certain employees and executives, as determined by the Board, an opportunity to accept an offer from the Company to acquire an option to acquire Shares. Such an employee incentive scheme assists the Company with recruitment, reward, retention and motivation of certain employees and executives of the Company.

ASX Listing Rule 7.1 prohibits the Company from issuing equity securities which in aggregate exceed 15% of its fully paid ordinary share capital in any 12 month period. Pursuant to Listing Rule 7.2 (exception 9), this rule does not apply to the issue of securities by the Company under an employee incentive scheme if the scheme has been approved by shareholders within 3 years from the date of issue of the relevant securities.

Approval is being sought pursuant to Listing Rule 7.2 (exception 9).

Summary of the Share Option Plan

In summary, it is proposed that the Share Option Plan will operate as follows:

Eligibility

The following persons are "Eligible Participants" for the purpose of the Share Option Plan:

(a) a full or part time employee of the Company or an associated body corporate;

(b) a contractor, consultant or casual employee of the Company or an associated body corporate, who is or might reasonably be expected to be engaged in work the number of
hours that are the pro-rata equivalent of 40% or more of a comparable full-time position; and

(c) any other person that the Board resolves to be an eligible participant.

**Term of options**

On issuing an offer inviting an Eligible Participant to participate in the Share Option Plan, the Board will determine the terms of the options proposed to be issued, including any vesting conditions, the exercise price, the exercise period and any other terms or conditions that will apply to the options.

**Maximum number of options that can be issued**

The Company will not be permitted to issue options under the Share Option Plan if the number of Shares issued under any employee incentive scheme of the Company, together with the number of Shares that would be issued on the exercise of issued options, issued within the previous 3 years, exceeds 5% of the issued outstanding Shares.

**Transferability of options**

Options are non-transferrable except with the prior written consent of the Board or where required by law in certain circumstances. The options will not be quoted on the ASX.

**Restriction on transfer of Shares**

The Board may impose any restriction as to disposal or other dealing by an Eligible Participant for a period in respect of the Shares issued as part of the terms and conditions of the grant of the options and may implement any procedure it considers appropriate that complies with the ASX Listing Rules to ensure the Eligible Participants' compliance with the restrictions.

**Adjustments**

The options issued are subject to adjustment in certain circumstances, including in the event of the Company making a pro rata entitlement offer of new Shares, a pro rata bonus issue, subdividing or consolidating its Shares, making a return of capital to shareholders, cancelling share capital or reorganising its share capital.

**Good Leavers and Bad Leavers**

An Eligible Participant may retain its Options and entitlement to be issued Shares, subject to the terms of the Share Option Plan if the Eligible Participant ceases employment by or engagement with the Company in circumstances where the Eligible Participant is good leaver. An Eligible Participant will be a good leaver if they cease employment on the basis of retirement, redundancy or voluntary resignation or if the Eligible Participant dies or suffers total and permanent disability.

If an Eligible Participant is a bad leaver, then all Options held by that Eligible Participant will automatically lapse, unless the Board determines otherwise. An Eligible Participant will be a bad leaver if they cease to be an Eligible Participant and they are not a good leaver, including where the Eligible Participant's employment is terminated for cause or the Board determines in its absolute discretion to be a bad leaver.

**Administration**

The Board will manage and administer the Share Option Plan for the Company and may amend the Share Option Plan at any time, subject to certain exceptions (such as where the amendment would reduce existing rights, and where required otherwise by the ASX Listing Rules).
Previous securities issued under the Share Option Plan

In accordance with Listing Rule 7.2, exception 9 (b), the Company confirms that, as the Share Option Plan has not previously been approved, there have been no securities previously issued under the plan.

Reorganisation

If at any time the capital of the Company is reorganised, the terms of the Options will be changed in a manner required by the ASX Listing Rules at the time of the reorganisation or, subject to the Corporations Act and the ASX Listing Rules, as determined by the Board or the shareholders of the Company.

Participation in new issues of underlying securities

There are no participating rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders of the Company during the currency of the Options.

Recommendation

As each of the directors may be entitled to participate in the Share Option Plan, each director has abstained from making a recommendation to shareholders in relation to Resolution 11.

The Chairman of the AGM intends to vote undirected Proxies in favour of this resolution.

11. RESOLUTION 12 – CHANGE OF COMPANY NAME

In accordance with section 157(1)(a) of the Corporations Act, shareholders may pass a special resolution changing the name of a company. At least 75% of the votes validly cast on Resolution 12 by Shareholders must be in favour of the resolution for the change of name to be approved.

Resolution 12 seeks the approval of Shareholders of the Company to change its name from A-Cap Resources Limited to ‘A-Cap Energy Limited’. The Company has reserved the proposed new name with ASIC to ensure the name is available should Shareholders approve this resolution.

The change of name reflects the Company’s implementation of its diversified minerals strategy with a primary focus on the exploration and/or acquisition of cobalt projects to supply cathode materials to the battery industry. A-Cap will continue to advance the optimisation work of its Lethakane Uranium Project in Botswana, to ultimately supply uranium U3O8 product to a nuclear facility as prime fuel for base load power generation and its service to the battery industry markets and consumers.

The change of name will take effect on the day that ASIC registers the change of name. The legal status of the Company will not be affected, and the change of name will not affect the Company’s property, rights or obligations, nor any rights or entitlements of Shareholders.

The Company’s ASX ticker symbol will remain ‘ACB’.

Recommendation

The directors recommend that shareholders vote in favour of Resolution 12.

The Chairman intends to vote all undirected proxies in favour of this Resolution.
12. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders should read this Explanatory Memorandum carefully before deciding how to vote on the Resolutions set out in the Notice of Meeting.

Attached to the Notice of Meeting is a Proxy Form for use by shareholders. All shareholders are invited and encouraged to attend the AGM or, if they are unable to attend in person, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained in the Proxy Form and the Notice of Meeting. Lodgement of a Proxy Form will not preclude a shareholder from attending and voting at the Annual General Meeting in person.
PROXY FORM
The Secretary
A-Cap Resources Limited
PO Box 291
Nedlands WA 6909

I/We ………………………………………………………………………………………………………………………………………………
………………………………………………………………………………………………………………………………………………………………………
(Full Name – Block Letters)
 being a member of A-Cap Resources Limited hereby appoint
…………………………………………………………………………………………………… to exercise …………………% of my/our voting rights
…………………………………………………………………………………………………… to exercise …………………% of my/our voting rights

or in his/her absence, or if no person is named, the Chairman of the meeting as my/our proxy/proxies to act generally and vote on my/our behalf at
the annual general meeting of the Company to be held at The offices of Ashurst, Level 38 Riverside Centre, 123 Eagle St, Brisbane QLD 4000 at 10.30 am on Thursday 22
November 2018 and at any adjournment thereof in accordance with this Proxy Form.

I/We understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as he thinks fit.

The Chairman of the meeting will act as your proxy if you do not appoint someone or failing the attendance of any person named as your proxy. It is the
Chairman’s intention to exercise undirected proxies in favor of Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12. In exceptional circumstances, the Chairman of
the meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

In the case of Resolution 3, if the Chairman is appointed as your proxy (either expressly or by default), then he will cast your votes in favour of the Resolution
if you have not specifically directed him to vote against, or abstain from voting on, the Resolution, and by completing and returning this Proxy Form you
expressly authorise the Chairman to exercise your proxy on Resolution 3 (except where you have indicated a different voting intention below) even though
Resolution 3 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company. If you wish to appoint
the Chairman as your proxy but do not wish your votes to be cast in favour of Resolution 3, you must indicate your voting intention by marking either
‘against’ or ‘abstain’ against Resolution 3 below.

Voting directions to your proxy - please mark only one of the boxes with an “X” for each resolution to indicate your directions.

<table>
<thead>
<tr>
<th>RESOLUTIONS</th>
<th>FOR</th>
<th>AGAINST</th>
<th>ABSTAIN</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. RE-ELECTION OF MR ANGANG SHEN AS A DIRECTOR</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
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<tr>
<td>2. RE-ELECTION OF MR PAUL INGRAM AS A DIRECTOR</td>
<td>☐</td>
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<tr>
<td>3. ADOPTION OF REMUNERATION REPORT</td>
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<tr>
<td>4. APPROVAL OF THE A-CAP DIRECTOR LONG TERM INCENTIVE (LTI) SHARE PLAN</td>
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<td>☐</td>
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<tr>
<td>5. APPROVAL TO ISSUE 5,000,000 PERFORMANCE RIGHTS TO MR ANGANG SHEN</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>6. APPROVAL TO ISSUE 4,500,000 PERFORMANCE RIGHTS TO MR JIJING NIU</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
</tr>
<tr>
<td>7. APPROVAL TO ISSUE 4,500,000 PERFORMANCE RIGHTS TO MR CHENGHU ZHU</td>
<td>☐</td>
<td>☐</td>
<td>☐</td>
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<tr>
<td>8. APPROVAL TO ISSUE 4,000,000 PERFORMANCE RIGHTS TO MR PAUL INGRAM</td>
<td>☐</td>
<td>☐</td>
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<tr>
<td>9. APPROVAL TO ISSUE 4,000,000 PERFORMANCE RIGHTS TO MR MICHAEL MUHAN LIU</td>
<td>☐</td>
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<tr>
<td>10. APPROVAL TO ISSUE 4,000,000 PERFORMANCE RIGHTS TO MR JOHN FISHER-STAMP</td>
<td>☐</td>
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<tr>
<td>11. APPROVAL OF THE A-CAP EXECUTIVE AND CONSULTANT SHARE OPTION PLAN</td>
<td>☐</td>
<td>☐</td>
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<tr>
<td>12. CHANGE OF COMPANY NAME</td>
<td>☐</td>
<td>☐</td>
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</tbody>
</table>

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

Date:…………………………………2018.

Signature of Member

Or if a company:
THE COMMON SEAL OF …………………………………………
was affixed in the presence of, 
and the sealing is attested by:

Secretary

Or if a company with no common seal:
EXECUTED by authority of its directors

Signature of Director

Signature of Director / Company Secretary
INSTRUCTIONS FOR APPOINTMENT OF PROXY

(1) A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.

(2) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member’s voting rights. If that proportion is not specified, each proxy may exercise one-half of the member’s voting rights.

(3) A proxy need not be a member of the Company.

(4) Forms to appoint proxies and the Power of Attorney (if any) under which it is signed or an office copy or notarially certified copy thereof must be deposited with the Company at PO Box 291, Nedlands WA 6909 or faxed to the Company (Fax No: (08) 7200 7612 and for overseas shareholders: (618) 7200 7612), not less than 48 hours before the time appointed for holding the meeting. A proxy presented by a company should be under the common seal of that company.