



ABN 27 106 808 986

NOTICE OF MEETING

AND

EXPLANATORY MEMORANDUM

in respect of the

ANNUAL GENERAL MEETING OF SHAREHOLDERS

to be held on Friday, 29 November 2019 at 3pm (Perth time), Perth, Western Australia

As at and dated 9 October 2019

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay.



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NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of holders of ordinary shares (the "**Shareholders**") of Perseus Mining Limited (the "**Company**") will be held at the Pan Pacific Hotel, 207 Adelaide Terrace, Perth, Western Australia on Friday, 29 November 2019 at 3.00 p.m. (Perth time) for the purpose of transacting the business set out below.

The enclosed explanatory memorandum ("**Explanatory Memorandum**") accompanies and forms part of this Notice of Meeting.

AGENDA

ORDINARY BUSINESS

1. Financial Report for the Year Ended 30 June 2019

To receive and consider the financial report of the Company for the year ended 30 June 2019, together with the reports by the directors and auditors thereon.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with section 250R(2) of the *Corporations Act 2001* (Cth) (the "**Corporations Act**"):

"That the Remuneration Report as set out in the Directors' Report section of the 2019 Annual Report of the Company be adopted."

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

Voting Exclusion applies and is described below.

3. Resolution 2 - Re-Election of Mr Sean Harvey as a Director

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

"That Mr Sean Harvey, who retires in accordance with Clause 3.6 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company."

4. Resolution 3 - Re-Election of Ms Sally-Anne Layman as a Director

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

"That Ms Sally-Anne Layman, who retires in accordance with Clause 3.6 of the Constitution of the Company and, being eligible, offers herself for re-election, be and is hereby re-elected as a director of the Company."

5. Resolution 4 - Re-Election of Mr Daniel Lougher as a Director

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

“That Mr Daniel Lougher, who retires in accordance with Clause 3.3 of the Constitution of the Company and, being eligible, offers himself for re-election, be and is hereby re-elected as a director of the Company.”

6. Resolution 5 - Election of David Ransom as a Director

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

“That Mr David Ransom, on recommendation by the Board, be and is hereby elected as a director of the Company.”

7. Resolution 6 – Approval of Issue of Performance Rights to Mr Quartermaine

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, the issue of Performance Rights under the Performance Rights Plan to Mr Jeffrey Quartermaine on the terms set out in the Explanatory Memorandum accompanying this Notice, be and is hereby approved.”

Voting Exclusion applies and is described below.

GENERAL BUSINESS**8. To transact any other business which may lawfully be brought forward.**

Accompanying this Notice of Meeting is (i) an explanatory memorandum, which provides additional information relating to the matters to be dealt with at the Meeting; and (ii) a Form of Proxy or a Voting Instruction Form (“VIF”).

Voting Exclusions and Explanatory Notes

Voting restrictions apply to Resolutions 1 and 6 as follows.

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

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report;
- (b) a closely related party of such a member which includes a spouse, dependent, certain other close family members as well as any companies controlled by the member.

However, a person (the “Voter”) described above may cast a vote on these Resolutions as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or
- (b) the Voter is the chair of the Meeting and the appointment of the chair as proxy:

- (i) does not specify the way the proxy is to vote on the resolution; and
- (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Directors (who, by definition, form part of the key management personnel in any case) or any of their associates must not cast votes in relation to Resolution 1 except as a proxy in the circumstances described above.

If you wish to appoint a member of the key management personnel (which includes each of the directors and the Chair) as your proxy, please read the voting exclusion above and in the proxy form carefully. Shareholders are encouraged to direct their proxies how to vote.

In relation to Resolution 6, the Company will disregard any votes cast in favour of the resolution by or on behalf of Mr Quartermaine, Mr Carson and any of their associates.

However, the Company need not disregard a vote in relation to Resolution 6 if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

How the Chair will vote available proxies

The Chair of the Meeting intends to vote all available proxies in favour of all of the resolutions set out in the Notice. The proxy form expressly authorises the Chair to exercise undirected proxies in favour of remuneration related resolutions (Resolutions 1 and 6).

Default to the Chair

Any directed proxies that are not voted on a poll at the Meeting will automatically default to the Chair of the Meeting, who is required to vote those proxies as directed.

Registered Shareholders

A registered Shareholder may attend the Meeting in person or may be represented thereat by proxy. In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- the proxy need not be a shareholder of the Company;
- each Shareholder may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at his discretion; and
- a Shareholder 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 half of the votes.

Accordingly, if you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please execute the accompanying form of proxy in accordance with the instructions contained in the form and return it in accordance with the following:

1. **in respect of Shareholders registered on the Company's Australian share register**, prior to 3pm (Perth time) on Wednesday, 27 November 2019:



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- I. Online: at www.investorvote.com.au;
 - II. Mobile: scan the QR Code on the enclosed Proxy Form and follow the prompts;
 - III. by mail: complete and sign the enclosed Proxy Form and return to:
Computershare Investor Services Pty Limited
GPO Box 242, Melbourne VIC 3001 Australia;
 - IV. By Fax: complete and sign the enclosed Proxy Form and fax to:
Inside Australia 1800 783 447
Outside Australia +61 3 9473 2555;
 - V. Custodian voting: For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.
2. **in respect of Shareholders registered on the Company's Canadian register**, prior to 3pm (Perth time) on Wednesday, 27 November 2019:
- I. Online: at www.investorvote.com;
 - II. By mail: complete and sign the enclosed Proxy Form and return to:
Computershare
8th Floor, 100 University Avenue
Toronto, ON M5J 2Y1;
 - III. By Telephone: 1-866-732-VOTE (8683) Toll Free
3. **in respect of Shareholders holding shares through CREST in the United Kingdom**, prior to 3pm (GMT) on Monday, 25 November 2019:
- I. By mail: complete and sign the enclosed Form of Instruction and return to:
Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY
United Kingdom
 - II. Depository Interest Holders who are CREST members and who wish to issue an instruction through the CREST electronic voting appointment service may do so by using the procedures described in the CREST manual (available from www.euroclear.com/CREST). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting services provider(s), who will be able to take the appropriate action on their behalf.

In order for instructions made using the CREST service to be valid, the appropriate CREST message (a CREST Voting Instruction) must be properly authenticated in accordance with the specifications of Euroclear UK & Ireland Limited (EUI) and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST)

The message, regardless of whether it relates to the voting instruction or to an amendment to the instruction given to the Depository must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID 3RA50) no later than 3pm (GMT) on 25 November 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from

which the issuer's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that the CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST service by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

Beneficial Shareholders

If you are a beneficial Shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the VIF or proxy in accordance with the instructions provided to you, by your broker, or by the other intermediary.

The board of directors of the Company (the "**Board**") has fixed 10 October 2019 as the record date for determining the registered Shareholders of the Company entitled to receive the Notice of Meeting and 5pm (Perth time) on Wednesday, 27 November 2019 as the record date for determining the Shareholders of the Company entitled to vote at the Meeting. However, any shareholder who acquires shares in the Company after 10 October 2019 can obtain a copy of the Notice of the Meeting and a Proxy Form by contacting the Company.

Notice-and-access Delivery

The Company is using the notice-and-access model for the delivery of meeting materials to both its beneficial and registered shareholders on its Canadian share register in respect of the Meeting. Under notice-and-access, instead of receiving paper copies of this Notice of Meeting and the Annual Report for the year ended June 30, 2019 (collectively, the "Meeting Materials"), shareholders will be able to access the Meeting Materials electronically. Paper copies should be requested by no later than November 8, 2019. The webhost for Notice and access is <http://www.perseusmining.com/2019-agm/> and the phone number 1-866-962-0498 within North America and outside North America (514) 982-8716. A separate notice has already been issued to Shareholders providing prescribed information required under the notice-and-access model. Shareholders will continue to receive a proxy or voting instruction form, as applicable, enabling them to vote at the Meeting. The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company's printing and mailing costs.

By Order of the Board of Directors



Martijn Bosboom

Company Secretary
Perth, Western Australia

Dated: 9 October 2019



ABN 27 106 808 986

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is furnished in connection with the solicitation of proxies by Perseus Mining Limited (“**Perseus**” or the “**Company**”) for use at the annual general meeting of the holders of the ordinary shares (the “**Shares**”) of the Company (the “**Shareholders**”) to be held on Friday, 29 November 2019 at 3:00 pm (Perth time), and any adjournment thereof (the “**Meeting**”), at the place and for the purposes set forth in the accompanying notice of meeting (the “**Notice**”).

In this Explanatory Memorandum, unless otherwise indicated all dollar amounts are expressed in Australian dollars. Unless otherwise stated, the information contained in this Explanatory Memorandum is as of the date of the Notice.

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the matters set forth in the Notice attached hereto for approval at the Meeting. The directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision regarding the matters set forth in the Notice.

1. Financial Statements and Reports

In accordance with the requirements of the Company’s Constitution and the *Corporations Act 2001* (Cth) Australia (the “**Corporations Act**”), the audited consolidated financial statements for the financial year ended 30 June 2019, together with the report of the auditor thereon and the Directors’ Report (the “**Annual Report**”), will be tabled at the Meeting. Shareholders will have the opportunity at the Meeting to discuss the Annual Report, make comments and raise queries in relation to the Annual Report.

Representatives of the Company’s auditors, PwC, will be present to take questions and comments from Shareholders about the conduct of the audit and the preparation and content of the audit report.

Companies are no longer required to mail out a hard copy of their annual report to shareholders except to those shareholders who have elected to receive a hard copy and notified the Company to that effect. Shareholders who have not already made such an election may obtain a hard copy of the Annual Report by contacting the Company. Alternatively, the Annual Report is available on the Company’s website at www.perseusmining.com and may be downloaded or read online.

2. Resolution 1 - Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its remuneration report for the year ended 30 June 2019 (the “**Remuneration Report**”). The Remuneration Report is a distinct section of the Annual Report which deals with the remuneration of directors and executives of the Company.

By way of summary, the Remuneration Report:

- (a) explains the Company’s remuneration policy and the process for determining the remuneration of its directors and executive officers;
- (b) addresses the relationship between the Company’s remuneration policy and the Company’s performance; and

- (c) sets out the remuneration details for each director and executive officer named in the Remuneration Report for the financial year ended 30 June 2019.

The directors recommend that Shareholders vote in favour of the adoption of the Remuneration Report. As previously stated, this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote on this resolution into consideration when reviewing the remuneration practices and policies of the Company in the future. The Chair will provide Shareholders with reasonable opportunity at the Meeting to ask questions about, or to make comments on, the Remuneration Report.

If at least 25% of the votes cast at the Meeting on Resolution 1 are voted against adoption of the Remuneration Report, and then again at the Company's 2020 annual general meeting, the Company will be required to put to Shareholders a resolution at that meeting proposing the calling of a general meeting to consider the appointment of new directors of the Company ("**Spill Resolution**"). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a general meeting ("**Spill Meeting**") within 90 days of the Company's 2020 annual general meeting. All of the directors who are in office when the Company's 2020 Directors' Report is approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Chairman authorised to exercise undirected proxies: Where Shareholders have appointed the Chair as their proxy, the Chair will vote in favour of Resolution 1 "Adoption of Remuneration Report" unless the Shareholder has expressly indicated a different voting intention. This is so notwithstanding that the resolution is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

3. Resolutions 2 and 3 - Re-Election of Sean Harvey and Sally-Anne Layman as Directors

In accordance with the requirements of the Company's Constitution and the ASX Listing Rules, one-third of the directors of the Company (excluding the managing director and the new director appointed by the Board in May 2019), and those who were last re-elected more than three years ago, must retire from office at the Meeting but if they are eligible, may offer themselves for re-election. In accordance with these requirements, Mr Sean Harvey and Ms Sally-Anne Layman retire at the Meeting. Being eligible, both Mr Harvey and Ms Layman have offered themselves for re-election.

Details of Mr Harvey's and Ms Layman's qualifications and experience are available in the Annual Report. Mr Harvey has been a director of the Company since 2009 and Ms Layman since 2017. The Board considers both Mr Harvey and Ms Layman to be independent.

4. Resolution 4 - Re-Election of Daniel Lougher as a Director

In accordance with the requirements of clause 3.3 of the Company's Constitution, directors who have been appointed by the Board since the previous annual general meeting, must retire from office at the Meeting but if they are eligible, may offer themselves for re-election. In accordance with these requirements, Mr Lougher must retire at the Meeting. Being eligible, Mr Lougher has offered himself for re-election.

Mr Lougher's professional qualifications include a Bachelor of Science (Honours) of Mining Geology, a Graduate Diploma in Engineering (Mining) and a Master of Science (Engineering), and he also holds a First Class Mine Manager's Certificate of Competency (WA) and is a Member of the Australasian Institute of Mining and Metallurgy. Mr Lougher is currently the Managing Director and Chief Executive Officer of the Australian nickel miner, Western Areas Ltd, having held this role since

February 2012. In total, Mr Lougher's professional career spans more than 35 years involving a range of exploration, feasibility, development, operations, and corporate roles with Australian and international mining companies including a period of eighteen years spent in Africa with BHP Billiton, Impala Plats, Anglo American and Genmin. Before Mr Lougher was appointed, checks were undertaken in relation to his character, experience, criminal record and bankruptcy history. Those checks have not revealed any material adverse information in respect of him. The Board considers Mr Lougher to be independent.

5. Resolution 5 - Election of David Ransom as a Director

In accordance with the requirements of clause 3.5 of the Company's Constitution, a person may be appointed in general meeting as a director if the Board recommends the appointment. As current executive director Mr Colin Carson has informed the Board of his intention to retire around the time of the Meeting, the Board has spoken to candidates to replace Mr Carson on the Board. In view of the current composition of and skill sets represented in the Board, the focus has been on candidates with exploration experience. The Board is pleased to recommend to Shareholders that Mr Ransom be elected as a director.

With professional qualifications including a Bachelor of Science (First Class Honours), and a Doctor of Philosophy (PhD) (Structural Geology), Mr Ransom has directly managed exploration programmes for a range of Companies in Australia and in Canada and served as a highly regarded independent consultant to the global mining industry for many years. More recently, he has performed the role of Resource Analyst/Portfolio Manager with responsibility for the Materials and Energy portfolio at the highly successful microcap investment fund, Acorn Capital Limited. The Board advises that checks were undertaken in relation to Mr Ransom's character, experience, criminal record and bankruptcy history. Those checks have not revealed any material adverse information in respect of him. The Board considers Mr Ransom, if elected, to be independent. Mr Ransom has provided the Board with his consent to act.

Exemption from TSX Rules

In reliance on Section 401.1 of the TSX Company Manual, the Company has sought and been granted an exemption from the requirements of Section 461.1 to 461.4 of the TSX Company Manual, the effect of which is that (i) not every director of the Company must submit himself for re-election at the Meeting; and (ii) the Company is not required to have a majority voting policy in respect of director elections. Effectively, the re-election of directors for the purposes of this Meeting is subject only to the requirements of the Company's Constitution, the ASX Listing Rules and the Corporations Act. The Company sought the exemption on the basis that: (i) the Company's primary listing is the Australian Stock Exchange; (ii) the Company is incorporated in Australia; and (iii) less than 25% of trading volume in the Company's shares was on Canadian marketplaces. The Company will be required to notify the TSX of its continued reliance on the exemption before each successive annual general meeting.

The directors (excluding Messrs Harvey, Lougher and Ms Layman) recommend that Shareholders vote in favour of the re-election of Mr Harvey, Mr Lougher and Ms Layman and the election of Mr Ransom.

6. Resolution 6 - Approval of Issue of Performance Rights to Mr Quartermaine

Shareholder approval is being sought for the granting of Performance Rights ("PRs") to Mr Jeffrey Quartermaine, the Managing Director of the Company.

The Directors, based on recommendations by the Board's Remuneration Committee, are seeking approval for the issue of 1,346,500 PRs to Mr Quartermaine, which, subject to satisfaction of vesting criteria, can convert to up to 1,346,500 fully paid ordinary shares.

The Shares issuable upon exercise of the PRs to be granted to Mr Quartermaine represent 0.001% of the issued and outstanding Shares of the Company on the date hereof. The PRs proposed for issue will be subject generally to the terms and conditions of the Performance Rights Plan which was approved by Shareholders at the Annual General Meeting held in November 2017. A copy of the plan may be obtained by contacting the Company. The quantum of the PRs is determined by reference to the executive's total fixed remuneration ("TFR"). The "at risk" component of the executive's remuneration package is allocated into short term incentive ("STI") (up to 70% of TFR) subject to specified vesting criteria to be satisfied in a financial year and payable in cash and long term incentive ("LTI") (up to 100% of TFR). The LTI is payable through an issue of securities in the Company by way of, for example, participation in the Performance Rights Plan. The issue of PRs and their subsequent conversion, if any, to shares in the Company enables the alignment of the executive's interests with those of the Shareholders.

In August 2017 the Company issued PRs to a number of its employees and executives. A longer term approach was taken compared to previous grants with vesting conditions to be measured over a three year period (1 July 2017 to 30 June 2020) and to be compared to the three year average TSR of a group of 10 gold producers which were considered by Perseus to be its peers (based on market capitalization, precious metals and/or West African production focused) ("**Peer Group**"). Following approval by shareholders at the Company's general meeting held in November 2017, PRs were issued to Mr Quartermaine with these same vesting conditions.

In August 2018 the Company issued PRs to a number of its employees and executives. The vesting conditions were to be measured over a three year period (1 July 2018 to 30 June 2021) and to be compared to the three year average TSR of the Peer Group. Following approval by shareholders at the Company's general meeting held in November 2018, PRs were issued to Mr Quartermaine with these same vesting conditions.

In September 2019 the Company issued PRs to a number of its employees and executives ("**2019 PRs**"). The vesting conditions will be measured over a three year period (1 July 2019 to 30 June 2022) and be compared to the three year average TSR of the Peer Group. The Company has recently amended the Peer Group as stated in the Remuneration Report included in the 2019 Annual Report and the 2019 PRs will be measured against the amended Peer Group. The vesting conditions for the PRs for Mr Quartermaine, for which approval is sought at the Meeting, are the same as those for the 2019 PRs.

Subject to the Board's discretion described below and provided individual performance is rated as at least satisfactory, the 2019 PRs would vest or be forfeited as follows:

- (i) If Perseus's TSR is < 50th percentile - all PRs would be forfeited.
- (ii) If Perseus's TSR = 50th percentile - 50% of PRs would vest.
- (iii) If Perseus's TSR falls between the 50th to 75th percentiles - the number of PRs to vest would be pro-rated between 50% and 100%.
- (iv) If Perseus's TSR is >75th percentile - all PRs would vest.

However, the Board has the ultimate discretion to vest PRs even if performance conditions have not been met or to not vest PRs even if performance conditions have been met. The Board has exercised this discretion in the past. The Board believes that the grant of PRs with these vesting

conditions to Mr Quartermaine will provide him, as the Company's chief executive, with incentive to achieve the long-term performance objectives of the Company by aligning shareholder return objectives with the vesting of his PRs.

The PRs proposed for grant to the executive are subject to the terms and conditions of the PR Plan and are 'at risk' in view of the vesting conditions described above.

At the date of this Notice, a total of 1,666,667 unvested and 333,333 vested PRs are currently issued and outstanding to Mr Quartermaine.

Shareholder approval is required under ASX Listing Rule 10.14 for the issue of 2019 PRs to Mr Quartermaine as he is a Director and therefore a related party of the Company. The Board has considered the application of Chapter 2E of the Corporations Act and has resolved that the reasonable remuneration exception provided by Section 211 of the Corporations Act is relevant in the circumstances and accordingly, the Company will not also seek approval for the issue of PRs to Mr Quartermaine pursuant to Section 208 of the Corporations Act. ASX Listing Rule 10.15 requires the following information to be provided in relation to the PRs proposed to be granted to Mr Quartermaine pursuant to the PR Plan:

- (a) The number of PRs (and hence the maximum number of Shares) to be issued to Mr Quartermaine is 1,346,500.
- (b) No consideration is payable by Mr Quartermaine at the time of issue of the PRs or upon vesting thereof into ordinary shares.
- (c) At the date of this Notice, a total of 333,333 and 400,000 PRs have been issued to Mr Quartermaine and Mr Colin Carson, respectively, since the date of last approval, being the PRs approved by shareholders at the 2018 annual general meeting, for no consideration. No PRs have been issued to non-executive directors.
- (d) Participation in the PR Plan is available to Eligible Participants, as defined in the PR Plan. Mr Quartermaine has been determined to be an Eligible Participant for the purposes of the PR Plan. Non-executive directors are not eligible to participate.
- (e) No loans will be made by the Company in connection with the issue of PRs to Mr Quartermaine or their vesting, if any, into shares.
- (f) It is intended that the PRs will be issued to Mr Quartermaine in early December 2019 and in any event no later than one year after the date of the Meeting (or such later date as permitted by ASX by way of a waiver from the Listing Rules). The PRs will have a vesting and measurement period from 1 July 2019 until 30 June 2022. Subject to satisfaction of vesting criteria (detailed elsewhere in this Explanatory Memorandum), conversion of PRs to Shares may occur after the end of the term.
- (g) All other terms and conditions of PRs proposed for grant to Mr Quartermaine are as described in the Performance Rights Plan.
- (h) A voting exclusion statement in respect of Resolution 6 is included in the Notice of Meeting.

The Board, excluding Mr Quartermaine who has a vested interest in this matter, recommends that Shareholders vote in favour of the issue of PRs to Mr Quartermaine.

Other Business

Management is not aware of any other business to come before the Meeting other than as set forth in the accompanying Notice. If any other business properly comes before the Meeting, it is the intention of the persons named in the form of proxy to vote the Shares represented thereby in accordance with their best judgment on such matter.



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INFORMATION FOR CANADIAN HOLDERS

Designated Foreign Issuer Status

The Company confirms that it is a designated foreign issuer as defined in National Instrument 71-102 – Continuous Disclosure and Other Exemptions Relating to Foreign Issuers and is subject to Australian law and the regulatory requirements of the ASX. As a result, the Company does not include a management information circular pursuant to National Instrument 51-102 - Continuous Disclosure Obligations (“NI 51-102”) in this Notice of Meeting.

Advice for Beneficial Holders

Shares may not be registered in the Shareholder’s name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or broker, or a clearing agency in which an intermediary participates). **A non-registered Shareholder cannot be recognized at the Meeting for the purpose of voting his Shares unless such holder is appointed by the applicable intermediary as a proxyholder.**

The Company is distributing Meeting materials to non-objecting beneficial owners in accordance with National Instrument 54-101 – *Communications with Beneficial Shareholders* (“**NI 54-101**”). Persons who are objecting beneficial owners for the purposes of NI 54-101 will not receive Meeting materials unless the beneficial owner’s intermediary assumes the cost of delivery. Non-registered Shareholders who receive meeting materials will be given a voting instruction form (a “**VIF**”) which must be completed and signed by the non-registered Shareholder in accordance with the instructions noted on it. In this case, the mechanisms described above for registered Shareholders cannot be used and the instructions on the VIF **must** be followed (which in some cases may allow completion of the VIF by telephone or the Internet). The VIF is provided instead of a proxy. By returning the VIF in accordance with its instructions, a non-registered owner is able to instruct the registered Shareholder how to vote on behalf of the non-registered owner. The purpose of these procedures is to allow non-registered Shareholders to direct the voting of the shares that they own but that are not registered in their name. Should a non-registered Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on his behalf), the non-registered Shareholder should carefully follow the instructions provided on the VIF.

Proxies returned by intermediaries as “non-votes” because the intermediary has not received instructions from the non-registered Shareholder with respect to the voting of certain shares or, under applicable stock exchange or other rules, the intermediary does not have the discretion to vote those Shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having those Shares voted in respect of any such matter.

APPROVAL OF THIS EXPLANATORY MEMORANDUM

The contents and the sending of this Explanatory Memorandum have been approved by the directors of the Company.

By order of the Board of Directors

A handwritten signature in dark ink, appearing to read "Martijn Bosboom", is written over a horizontal line.

Mr Martijn Bosboom

Company Secretary

Dated: 9 October 2019



ABN 27 106 808 986



PRU

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **3.00pm (Perth time) Wednesday, 27 November 2019**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

ATTENDING THE MEETING

If you are attending in person, please bring this form with you to assist registration.

Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Perseus Mining Limited hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Perseus Mining Limited to be held at the Pan Pacific Hotel, 207 Adelaide Terrace, Perth, Western Australia on Friday, 29 November 2019 at 3.00pm (Perth time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box in step 2.

Step 2 Items of Business

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

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Sean Harvey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Ms Sally-Anne Layman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-Election of Mr Daniel Lougher as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Election of Mr David Ransom as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of Issue of Performance Rights to Mr Quartermaine	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
 Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

