

Resolute



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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the shareholders of Resolute Mining Limited (the **Company**) will be held at 10.00am (WST) on Tuesday, 29 November 2016 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia (the **Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered shareholders of the Company at 5.00pm (WST) on 27 November 2016.

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

AGENDA

ORDINARY BUSINESS

Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2016, which includes the Financial Report, the Directors' Report, and the Auditor's Report.

The reports referred to above are included in the 2016 Annual Report sent to those shareholders who elected to receive a hard copy. A copy of the report is also available on our website: www.rml.com.au.

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2016."

ENTITLEMENT TO VOTE AND VOTING EXCLUSIONS

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (b) the person is the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chairman to exercise the proxy even if the Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

Resolute Mining's Remuneration Report is set out on pages 58 to 73 of the Annual Report.

Resolution 2 – Re-election of Mr Peter Ernest Huston as a Director

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

"That Mr Peter Huston, who retires as a Director in accordance with article 3.6 of the Constitution, and being eligible, offers himself for re-election, is re-elected as a Director."

Resolution 3 – Re-election of Mr Martin John Botha as a Director

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

"That Mr Martin Botha, who retires as a director in accordance with article 3.6 of the Constitution, and being eligible, offers himself for re-election, is re-elected as a Director."

Resolution 4 – Renewal of Resolute Mining Limited Performance Rights Plan

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

"That for the purposes of Listing Rule 7.2 Exception 9 and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the Resolute Mining Performance Rights Plan, the principal terms of which are summarised in the Explanatory Statement accompanying this Notice of Meeting, and approve the issue of Performance Rights under that plan, including the issue of Shares upon vesting of those Performance Rights."

ENTITLEMENT TO VOTE AND VOTING EXCLUSIONS FOR RESOLUTIONS 4, 5 AND 6

The Company will disregard any votes cast on this Resolution by Mr Welborn and any of his associates.

The Company will not disregard a vote if:

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

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

A vote may be cast by such person that is not otherwise excluded from voting if:

- (c) the person is appointed as a proxy which specifies how the proxy is to vote; or

the person appointed as proxy is the Chairman and the appointment does not specify how the Chairman is to vote but expressly authorises the Chairman to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolution 5 – Approval of annual grant of Performance Rights to Mr John Welborn

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

"That, subject to Resolution 4 being approved at the Meeting, for the purposes of Listing Rule 10.14, and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of 564,000 Performance Rights to Mr John Welborn (and/or his nominee) in accordance with the terms and conditions described in the Explanatory Memorandum."

Resolution 6 – Approval of special Issue of Performance Rights to Mr John Welborn

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

"That, subject to Resolution 4 being approved at the Meeting, for the purposes of Listing Rule 10.14, and sections 200B and 200E of the Corporations Act and for all other purposes, Shareholders approve the issue of 2,000,000 Performance Rights to Mr John Welborn (and/or his nominee) subject to the terms of the Performance Rights Plan and on the following terms and conditions:

Vesting conditions and performance hurdles

The vesting of the Performance Rights are subject to the successful delivery of Board approved strategy for sustainable shareholder value creation, as modified from time to time, and the achievement of these objectives.

The Board will have the unfettered and absolute right to determine and confirm whether vesting conditions have been met in respect of each and all tranches. In making its determination the Board will recognise the relevant tranche objective and have regard to gold production, cost management, business sustainability, safety, divestment and acquisition initiatives, as well as other proposals endorsed by the Board as part of its ongoing review of strategy.

Tranche	Objective and vesting conditions	Vesting date	Weighting
A - Ravenswood 400,000 Performance Rights	<p><i>Objective: Secure shareholder value for Ravenswood.</i></p> <p><i>Board endorsement of either a long-term development plan for Ravenswood, or an alternative strategic proposal. The following are elements for consideration:</i></p> <ul style="list-style-type: none"> • <i>Board approval of a Ravenswood Extension Project Plan during FY2017</i> <ul style="list-style-type: none"> - <i>Completion of relevant studies</i> - <i>Plan to include standard project components detail</i> - <i>Component detail will include Buck Reef West and/or Sarsfield in production, metrics to be defined and approved</i> • <i>Board approval of an alternative strategy to deliver appropriate shareholder value</i> • <i>Maintaining production performance as budgeted</i> 	30 June 2018	20%

<p><i>B – Syama</i></p> <p><i>600,000 Performance Rights</i></p>	<p><i>Objective: To ensure shareholder value for Syama is realized and protected.</i></p> <p><i>The successful delivery of the Syama Underground Expansion. The following are elements for consideration:</i></p> <ul style="list-style-type: none"> • <i>Reference is to relevant original Budget and Capital approvals as well as the Syama Underground Extension Definitive Feasibility Study</i> <ul style="list-style-type: none"> - <i>Subject to Board approved change to take account of optimization and/or approved changes to mining or processing methods</i> • <i>Full production by Q4 FY2019</i> • <i>Management of government relations</i> 	<p><i>30 June 2019</i></p>	<p><i>30%</i></p>
<p><i>C – Production & Sustainability</i></p> <p><i>1,000,000 Performance Rights</i></p>	<p><i>Objective: To place the Company on a clear path to a substantial and sustainable increase in annual gold production with reduced risk though further diversification of production centres.</i></p> <p><i>The successful achievement of Board approved developments, acquisitions, divestments and partnerships that substantially increase the Company's mineable reserves and enhance longer-term sustainability. The following are elements for consideration:</i></p> <ul style="list-style-type: none"> • <i>The Company's gold production ambition of 450k oz or more from 3 operations by FY 2020.</i> • <i>An increase in the Company's gold resources per share</i> • <i>Optimum production achieved from existing owned assets</i> 	<p><i>30 June 2020</i></p>	<p><i>50%</i></p>

General terms and conditions applying to all tranches

- *Vesting of all tranches are subject to Mr Welborn remaining in the employ of the Company at the relevant vesting date unless otherwise agreed by the Board.*
- *The Board has unfettered and absolute discretion in confirming if a particular vesting condition has been met.*
- *The Board will retain the unfettered and absolute discretion, on the specific recommendation of the Remuneration & Nomination Committee, to approve vesting of Performance Rights where deemed appropriate. This is intended to cover the permanent disablement, incapacity or death of Mr Welborn.*
- *Performance rights will vest on a shareholder approved change of control transaction, subject to Mr Welborn being in the employ of the Company at the time the shareholder decision is made.*
- *Performance Rights in relation to each tranche may be exercised at any time after the relevant vesting conditions are deemed to have been met up until June 2031."*

Resolution 7 - Ratification of Share Issue

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

*"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the issue of 76,530,612 Shares each at an issue price of \$1.96 to institutional investors as described in the Explanatory Memorandum (**Share Issue**)."*

ENTITLEMENT TO VOTE AND VOTING EXCLUSIONS

The Company will disregard any votes cast on this Resolution by a person who participated in the Share Issue, or an associate of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Resolution 8 – Increase in aggregate Non-Executive Directors' Remuneration

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

"That, for the purposes of Listing Rule 10.17 and Article 10.2 of the Constitution, Shareholders approve the maximum aggregate remuneration which may be paid by the Company to its Non-Executive Directors as Directors' fees in each financial year being increased from \$600,000 to a maximum sum of \$1,000,000, divided among the Non-Executive Directors at the discretion of the Board."

ENTITLEMENT TO VOTE AND VOTING EXCLUSIONS

The Company will disregard any votes cast on this Resolution by a Director or any of their associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Proxies

Please note that:

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

Proxy forms must be received by the Company no later than 3:00pm (WST) on Saturday 26 November 2016, being at least 48 hours before the meeting. The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

“Snap-shot” Time

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Directors have determined that all Shares on issue at 5:00pm (WST) on Sunday, 27 November 2016 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

Corporate Representative

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that Company’s representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative.

BY ORDER OF THE BOARD

G. W. Fitzgerald
Company Secretary
Dated: 21 October 2016

Resolute



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EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (WST) on Tuesday, 29 November 2016 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia.

The purpose of the Explanatory Memorandum is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2016. A copy of the Annual Report can be obtained on the Company's website at www.rml.com.au or by contacting the Company on telephone number: +61 8 9261 6100.

No resolution is required for this item. Shareholders will be offered the following opportunities:

- (a) to discuss the Annual Report for the financial year ended 30 June 2016;
- (b) to ask questions or make comment on the management of the Company; and
- (c) to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 Business Days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1 – Adoption of Remuneration Report

Consistent with Section 250R of the Corporations Act, the Company presents its Remuneration Report for the year ended 30 June 2016 to Shareholders for consideration and adoption, by way of an ordinary resolution.

The Remuneration Report is set out in the Company's 2016 Annual Report on pages 58 to 73. The 2016 Annual Report is available on the Company's website at www.rml.com.au. The Remuneration Report contains:

- information about the Board's policy for determining the nature and amount of remuneration of Directors and Senior Executives of the Company;
- details of the remuneration of, and equity held by, Directors and Senior Executives of the Company; and
- a summary of the terms of any contract under which any Director or Senior Executive is engaged, including the period of notice required to terminate the contract and any termination payments provided for under the contract.

The Board continues to focus on refining and improving the Company's remuneration framework to best support the current strategic direction of the business and to determine how remuneration can best support the future needs of the Company.

The recently conducted independent review of the Company's incentive plans has led to some changes that will be implemented from 1 July 2016.

Short term incentive (STI)

The intention of the proposed changes to the STI plan is to support current strategies and business objectives and to ensure the plan is correctly aligned with the creation of shareholder value. With effect from 1 July 2016, amendments have been made to:

- § the threshold, target, and stretch performance levels to make them more difficult to achieve. This has been balanced by increasing the reward for executives for a stretch performance to 75% (from 65%) of fixed remuneration; and
- § introduce Board discretion, on Managing Director and Chief Executive Officer recommendation, to modify the payment to an individual or to group participants based on performance factors, safety factors, or to recognise extraordinary occurrences which have had a positive or negative impact on results and shareholder value

Long term incentive (LTI)

The intention of the proposed changes to the LTI plan is to support current strategies and business objectives and to ensure the plan is correctly aligned with the creation of shareholder value. The proposed amendments to the LTI plan are detailed below as part of the information provided in relation to Resolution 4 – Renewal of the Performance Rights Plan.

Non-binding resolution and "Two Strikes" Rule

In accordance with subsection 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors of the Company. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report. Nevertheless the Board will take into account the outcome of the vote when considering the future remuneration arrangements of the Company.

A reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the Remuneration Report.

The Corporations Act provides that Shareholders will have the opportunity to remove the whole Board (except the managing director) if the Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Company's Remuneration Report did not receive a Strike at the last annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at next year's annual general meeting, this may result in the re-election of the Board.

Chairman's intentions

Resolution 1 is an ordinary resolution. The Chairman intends to exercise all available proxies in favour of Resolution 1.

If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2 – Re-election of Peter Ernest Huston as Director

In accordance with Listing Rule 14.4 and article 3.6 of the Constitution, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer. Resolution 3 therefore provides that Mr Peter Ernest Huston retires by rotation and seeks re-election.

A brief resume of Mr Huston together with details of any other directorships held by Mr Huston, his length of service as a Director and a statement with regard to whether Mr Huston is determined by the Board to be an independent director, are contained in the Annual Report or the Company's Corporate Governance Statements.

The Chairman intends to exercise all available proxies in favour of Resolution 2. The Board (excluding Mr Huston) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

Resolution 3 – Re-election of Mr Martin John Botha as Director

In accordance with Listing Rule 14.4 and article 3.6 of the Constitution, a Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment, or 3 years, whichever is longer. Resolution 3 therefore provides that Mr Martin John Botha retires by rotation and seeks re-election.

A brief resume of Mr Botha together with details of any other directorships held by Mr Botha, his length of service as a Director and a statement with regard to whether Mr Botha is determined by the Board to be an independent director, are contained in the Annual Report or the Company's Corporate Governance Statements.

The Chairman intends to exercise all available proxies in favour of Resolution 3. The Board (excluding Mr Botha) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

Resolution 4 – Renewal of Resolute Mining Limited Performance Rights Plan

Resolution 4 seeks Shareholder approval to renew the Performance Rights Plan, for the purposes of the Listing Rules, and to approve various amendments designed to improve the Plan.

Background to Resolution

Following an extensive review of the Company's remuneration framework during 2012, the Company's Performance Rights Plan was introduced and overwhelmingly approved by Shareholders at the annual general meeting held that year. Listing Rule 7.2 Exception 9 requires an employee incentive scheme plan be re-approved every three years to allow the Company to continue to rely on Exception 9.

Listing Rule approval

Shareholder approval is being sought to approve the issue of Performance Rights under the Performance Rights Plan so that the Company will satisfy Listing Rule 7.2 Exception 9 (as an exception to Listing Rule 7.1).

Listing Rule 7.1 provides that without the approval of Shareholders, an entity must not issue or agree to issue equity securities which amount to more than 15% of its issued share capital in any rolling 12 month period. However, Listing Rule 7.2 sets out a number of exceptions to Listing Rule 7.1. These exceptions include Exception 9, which relates to an issue under an employee incentive scheme if within three years before the date of issue Shareholders have approved the issue of securities under the scheme.

If Resolution 4 is approved, all Performance Rights issued by the Company under the Performance Rights Plan (including the Shares issued on vesting of such Performance Rights) will be excluded from the 15% limit imposed by Listing Rule 7.1 for a period of 3 years from the date of the approval. In the absence of such approval, the issue of Performance Rights (and the Shares upon vesting of such Performance Rights) can still occur for the purposes of Chapter 7 of the Listing Rules, but those Performance Rights and Shares will be counted as part of the 15% limit which would otherwise apply during the relevant 12 month period.

Plan details

Under the Performance Rights Plan, senior executives are granted Performance Rights which represent a right to be issued or transferred shares at a future point, subject to the satisfaction of performance hurdles. No exercise price is payable and eligibility to participate in the Performance Rights Plan is at the Board's discretion.

The Performance Rights Plan enables the Company to make annual grants to senior executives so that LTIs form a key component of their total annual remuneration.

The LTI dollar value that senior executives will be entitled to receive is set at a fixed percentage of their annual fixed remuneration and ranges from 65% to 100% of fixed remuneration, depending on the participant's level of seniority. This level of LTI is in line with current market practice.

The Board believes that the grants made under the under the Performance Rights Plan have served their purpose of acting as a key retention tool and focusing executives on future Shareholder value generation.

The grants made under the Performance Rights Plan remain subject to the satisfaction of challenging performance hurdles. Relative total shareholder return (**TSR**) continues to be an appropriate performance measure of the Company's performance, and is commonly used by companies listed on the ASX. Relative TSR is a forward-looking performance measure that drives continued and sustainable growth.

TSR is a forward-looking performance measure that drives continued and sustainable growth, measuring the return received by Shareholders from holding Shares in the Company over the three year performance period. No reward will be provided to senior executives unless the Company's TSR performance positions it at the 60th percentile or greater against peers. No retesting will be permitted.

It is proposed that any Performance Rights will be issued to participants in accordance with the rules of the Performance Rights Plan. A copy of the Performance Rights Plan will be made available for inspection at the Company's registered office before the Meeting and at the Meeting. A summary of the principal terms of the Performance Rights Plan rules is set out in Schedule 2 to this Explanatory Statement.

As at 14 October 2016, a total of 21,807,540 Performance Rights have been granted under the Performance Rights Plan since the Performance Rights Plan was approved in 2012.

A voting exclusion statement for Resolution 4 is included in the notice of meeting.

Proposed amendments from 1 July 2016

There have been no material changes to the style or design of the Performance Rights Plan since it was last approved by shareholders at the 2012 Annual General Meeting.

Following the receipt of feedback from a remuneration consultant, the following changes are recommended to be made the LTI plan with effect from 1 July 2016, subject to the approval of this Resolution:

- § A cap equal to 1% of Resolute shares on issue will be placed on annual Performance Rights grants. This new cap provides a further limit on the number of Performance Rights issued annually. The original Plan provided that the total number of Performance Rights on issue at any point in time is capped at 5% of Resolute shares on issue.
- § An increase in the threshold for the TSR metric from P50 to P60. This amendment increases a key performance hurdle which drives the vesting outcome for participants in the Plan. The higher TSR threshold makes it more difficult for participants to meet the minimum requirement for vesting by requiring a higher performance against the relevant peer group than previously required.
- § Changes to the methodology of valuing Performance Rights for the purposes of calculating the number of Performance Rights to be granted. Previously the Company used a fair value calculation which provided a risk adjusted valuation. In future it is intended the Company will use the face value for the purposes of calculating how many Performance Rights are to be granted. This will result in a reduced number of Performance Rights being granted as face value calculation generally results in a higher valuation than fair value. The Board believe this is a more transparent and appropriate valuation methodology.
- § Inclusion in the terms of the LTI Plan the ability to adjust the number of Performance Rights at vesting to allow for any capital returns and dividends during the vesting period. The Board believe it is important participants in the plan are not disadvantaged by capital returns and dividends and that the creation of shareholder value is aligned with the value generated by the performance right from the date of grant.
- § Inclusion in the terms of the LTI Plan a clause to allow the tax beneficial deferral of exercise of Performance Rights following vesting conditions being met. This change is to update the plan for tax law changes in 2015. The amendment will encourage participants to retain shares received upon vesting of Performance Rights.
- § An increase in participation rates which will see the CEO's LTI opportunity increased from 75% of fixed remuneration to 100% of fixed remuneration and the Executives' LTI opportunity increased from 50% to 65%. These changes are designed to provide stronger alignment of executive behaviour and the creation of enduring shareholder value.

The amended valuation methodology and performance hurdles are detailed below as part of the information provided in relation to Resolution 5.

Sections 200B and 200E of the Corporations Act

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a “managerial or executive office” if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the payment limits set out in the Corporations Act, including where the aggregate benefits do not exceed one year’s average base salary). This restriction applies to all KMP.

The term “benefit” in this context is broad, and may include the accelerated vesting of Performance Rights. As outlined in the summary of the terms of the Performance Rights Plan in the Schedule to this Notice, the Board has the discretion to determine that some or all of the Performance Rights vest early:

- a) in certain specified circumstances, upon the cessation of employment of relevant KMP; or
- b) if there is a change of control of the Company.

Depending on the circumstances at the time, the exercise of the Board’s discretion in the event of a change of control of the Company may be subject to the restrictions in Listing Rule 10.18.

Shareholder approval is also sought so that the accelerated vesting of Performance Rights and the issue of Shares on their vesting in the above circumstances (**Benefits**) does not count towards such maximum termination benefits payable without Shareholder approval.

Shareholder approval of Resolution 4 will allow the Company, where appropriate, to exercise its discretion under the Performance Rights Plans in an equitable manner for all employees equally. If Resolution 4 is not approved, employees who are KMP may not be able to receive Benefits that are available to all other employees unless subsequent Shareholder approval is obtained. Further, equity linked benefits such as the Performance Rights issued under the Performance Rights Plan align the interests of senior executives and Shareholders, and the Directors believe granting approval of Resolution 4 is better for Shareholders than, for example, the Company increasing cash awards in future in lieu of share benefits. Shareholder approval is also expected to assist the Company to retain, motivate and attract key employees.

Details of the Performance Rights that may vest in FY17 for current KMP are set out in the 2015 remuneration report. For Performance Rights, the value of the benefit will depend on the number of Performance Rights that may vest and the market value of Shares at the time of vesting.

The precise value of the Benefits cannot be ascertained at the present time. Apart from the future Share price being unknown, the following are matters which will or are likely to affect the value of the Benefits:

- a) the number of unvested Performance Rights held by the relevant KMP prior to the cessation of their employment;
- b) reasons for cessation of employment; and
- c) the exercise of the Directors’ discretion at the relevant time.

It should be noted that, notwithstanding an approval by Shareholders of Resolution 4, any future grant of Performance Rights to a Director of his or her associates will remain subject to Shareholder approval under Listing Rule 10.14.

Board Recommendation

The Chairman and non-executive Directors recommend that Shareholders vote in favour of Resolution 4 to approve the Performance Rights Plan. The Managing Director has an interest in the outcome of this Resolution and therefore does not consider it appropriate to make a recommendation to Shareholders.

Resolution 5 – Approval of annual grant of Performance Rights to Mr John Welborn

Background

Resolution 5 seeks Shareholder approval for the issue of 564,000 Performance Rights to Mr John Welborn (and/or his nominee). The issue of Performance Rights is subject to the terms of the Performance Rights Plan to be considered by shareholders as resolution 4.

The LTI forms a key component of Mr Welborn's total remuneration. A significant portion of his total remuneration is placed at-risk to better align his interests with those of Shareholders, to encourage the production of long-term sustainable growth, and to assist with his retention.

Quantum

The quantum issued for the FY17 LTI grant covering the 3 year period ending 30 June 2019 has been determined with reference to current market practice (as at 30 June 2016). For FY17, the dollar value of the LTI grant to Mr Welborn is equivalent to 100% of his fixed remuneration which equals \$705,000.

Under the accounting standard AASB 2 Share based Payments, the Company will recognise an expense in the income statement based on the fair value of the Performance Rights over the period from the grant date to the vesting date. The total of the fair value of the Performance Rights on the grant date of 1 July 2016 subject to shareholder approval is approximately \$528,750.

Allocation methodology

The number of Performance Rights granted has been calculated by reference to the LTI quantum (ie. \$705,000), which is divided by the face value (**FV**) of one Performance Right (equal to the Volume Weighted Average Price of a Resolute share for the 10 days leading up to the grant date of 1 July 2016 which quantified the FV as \$1.25) as follows:

$$\frac{\text{LTI quantum (\$)}}{\text{FV of one Performance Right}} = \text{Number of Performance Rights granted}$$

Performance period

Performance is tested over a period of 3 years to ensure that sustainable Shareholder growth has been created.

Notwithstanding that a particular tranche may have passed the relative TSR and/or reserve/resource growth hurdles, no Performance Rights will vest unless Mr Welborn remains employed with the Company for the full 3 year period. It is only if one or both of these hurdles are passed and the 3 year service condition is met that the Performance Rights can be exercised and shares awarded. If Mr Welborn ceases employment before the 3 year service condition is passed then he will forfeit his Performance Rights, unless otherwise determined by the Board.

Vesting conditions and performance hurdles

Performance Rights are allocated to participants, with vesting subject to meeting performance hurdles (measured over the performance period) and remaining employed with the Company.

Performance hurdle	Description	Weighting
Relative Total Shareholder Return (TSR)	<ul style="list-style-type: none"> • TSR is calculated by taking into account the growth in a company's share price over the performance period (i.e. 3 years) as well as the dividends received during that period. • Resolute's TSR will be ranked against a peer group of companies (refer below for the current peer group). To measure performance and to determine the vesting outcome: <ul style="list-style-type: none"> • TSR of the companies in the peer group is calculated; • A percentile analysis is done to determine the percentile performance of the group in terms of median to 75th percentile performance; • Resolute's TSR is calculated to determine what percentile in the peer group it relates to; • This percentile determines how many Performance Rights will vest. 	75%
Reserves and Resources Growth	<ul style="list-style-type: none"> • The Reserves and Resource Growth performance measures the change in Resolute's Reserves and Resource level at the end of the performance period as compared to the commencement of the performance period, net of mining depletion. • Resolute's overall change as at the end of the performance period will determine how many Performance Rights will vest. 	25%
Service	<ul style="list-style-type: none"> • Participants must remain employed with Resolute until the end of the performance period. The Performance Rights will not vest until both the Performance Hurdles and Service Condition are met. 	

For the FY17 LTI grant, relative TSR performance will be assessed against the performance of a custom peer group of the following 16 ASX listed gold production companies of a similar size to Resolute as follows:

- | | |
|------------------------------|--------------------------------|
| • Alacer Gold Corporation | • OceanaGold Corporation |
| • Evolution Mining Ltd | • Teranga Gold Corporation |
| • Perseus Mining Ltd | • Silver Lake Resources Ltd |
| • Regis Resources Ltd | • Beadell Resources Ltd |
| • Medusa Mining Ltd | • Northern Star Resources Ltd |
| • Kingsgate Consolidated Ltd | • Ramelius Resources Ltd |
| • Endeavour Mining Ltd | • Saracen Mineral Holdings Ltd |
| • St Barbara Ltd | • Troy Resources Ltd |

The vesting schedule for the portion of the LTI linked to the relative TSR performance is as follows:

Relative TSR performance	Performance Vesting Outcomes
Less than 60 th percentile	0% vesting
At the 60 th percentile	50% vesting
Between 60 th and 75 th percentile	Between 50% and 100% vesting, calculated on a linear pro rata basis.
At or above 75 th percentile	100% vesting

Note that Performance Rights that satisfy the relative TSR performance hurdle will be performance-qualified only and will not vest and become exercisable until the third anniversary of the grant date.

The vesting schedule for the portion of the LTI linked to the reserves/resource growth performance is as follows:

Reserves and Resources Growth performance	Performance Vesting Outcomes
Reserves and Resources depleted	0% vesting
Reserves and Resources maintained	50% vesting
Reserves and Resources grown by up to 30%	Between 50% and 100% vesting, calculated on a linear pro rata basis.
Reserves and Resources grown by 30% or more	100% vesting

No Performance Rights will vest unless Resolute's Reserves and Resources are maintained or grown as at the end of the relevant performance period.

There will be no retesting of performance. Any Performance Rights that fail to become exercisable due to a failure to satisfy the vesting conditions and performance hurdles will lapse and be forfeited.

Chapter 2D of Corporations Act

In accordance with section 200B of the Corporations Act, subject to certain exceptions, the Company must not give a benefit in connection with a person's retirement from an office unless it obtains Shareholder approval.

The Performance Rights may, subject to the Board's discretion, vest upon termination of Mr Welborn's employment. The Board has formed the view should this occur, the affected Performance Rights may constitute a benefit in connection with Mr Welborn's retirement from office under section 200B.

Section 200B applies where the benefit is given to a person whose details were included in the Director's Report for the previous financial year. Mr Welborn's details were included in the 2016 Director's Report of the Company. The Company is therefore seeking Shareholder approval under section 200B in connection with potential vesting of the Performance Rights being granted to Mr Welborn.

The value of the termination benefits connected to the Performance Rights cannot presently be ascertained but matters, events and circumstances that will, or likely to, affect the calculation of that value include:

- the number of Performance Rights that vest;
- the market price of Shares on ASX on the last ASX trading day before the date of calculation;

- the status of the vesting conditions and performance hurdles attaching to the Performance Rights at the time Mr Welborn's employment ceases.

Chapter 2E of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Welborn as a Director is a related party of the Company.

The Board (excluding Mr Welborn) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed grant of Performance Rights as the grant constitutes reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.14

In accordance with Listing Rule 10.14, the Company must not issue or agree to issue equity securities to a Director unless it first obtains Shareholder approval.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

Specific information required by Listing Rule 10.15 is provided as follows:

- a) The Performance Rights will be granted to Mr Welborn (Chief Executive Officer) (and/or his nominee).
- b) Subject to Shareholder approval being obtained, the number of Performance Rights granted to Mr Welborn has been determined by the allocation methodology formula as outlined above, with 564,000 Performance Rights conditionally issued to Mr Welborn.
- c) The Performance Rights will be granted within 1 month of the date of the Meeting.
- d) Since the Performance Rights Plan was last approved, Mr Peter Sullivan and Mr John Welborn, being the only persons referred to in Listing Rule 10.14 who received securities under the Performance Rights Plan received 4,341,221 Performance Rights at no acquisition price (of which 1,910,321 have lapsed or expired).
- e) As at the date of this Notice, Mr Welborn is the only person declared by the Board to be eligible to be granted Performance Rights under the Performance Rights Plan that is covered by Listing Rule 10.14 (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained).
- f) No consideration is payable by Mr Welborn at the time of grant of the Performance Rights or upon the allocation of Shares to which Mr Welborn may become entitled to on the vesting of some or all of the Performance Rights. The grant of Performance Rights has performance hurdles attached to it as set out above.
- g) A voting exclusion statement for this resolution is included in the Notice.
- h) There will be no funds raised by the Company as a result of the grant of the Performance Rights to Mr Welborn or upon the allocation of Shares to which Mr Welborn may become entitled to on the vesting of some or all of the Performance Rights.
- i) No loan will be provided by the Company to Mr Welborn in relation to the grant of the Performance Rights.

Chairman's intentions

Resolution 5 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 5.

If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 5, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Board recommendation

The Board (excluding Mr Welborn) recommends that Shareholders vote in favour of Resolution 5 to approve the grant of Performance Rights under the Performance Rights Plan to Mr Welborn.

Resolution 6 – Approval of special grant of Performance Rights to Mr John Welborn

Background

Resolution 6 seeks approval under Listing Rule 10.14 to issue a special grant of 2,000,000 Performance Rights to Mr John Welborn. Mr Welborn is the Managing Director and Chief Executive Officer (**CEO**) of the Company. The special grant is intended to reward achievement of specific strategic long term objectives of the Company (as part of a strategy to create sustainable shareholder value accretion) and provide a retention incentive for the CEO.

As discussed above, the Board conduct regular comprehensive reviews of the Company's remuneration practices. The Board have recently engaged an independent remuneration consultant to conduct a review of the CEO's remuneration arrangements. The review included an analysis of prevailing reward arrangements among the Company's peer group and provided advice to the Board in relation to fixed remuneration, annual incentive and carried interest under equity reward programs. Following the review the Board have revised the CEO's remuneration arrangements from 1 July 2016 whereby his annual fixed remuneration has been increased from \$515,000 to \$705,000, his STI maintained at 50% of fixed remuneration and his LTI modified as per the disclosures in this notice. The proposed special grant are a key aspect of the new arrangements designed to reward, incentivise, and retain the CEO.

Vesting of the special grant Performance Rights are subject to the successful achievement of specific and defined objectives (detailed in the terms of Resolution 6) with accompanying milestones over a four-year period. These objectives are project and strategy specific and differ from the performance criteria established under the company's LTI plan, where vesting is aligned to a peer based relative total shareholder return performance and growth in the company's reserves and resources.

The award consists of three separate tranches, each tranche being focused on differentiated production and development outcomes that are designed to be significantly value accretive to shareholders. Vesting of the Performance Rights are progressive, with 400,000 Performance Rights aligned to shareholder value in the Ravenswood mining operation vesting on 30 June 2018, a further 600,000 Performance Rights to be assessed on 30 June 2019 are aligned to ensuring shareholder value for Syama is realized and protected, and 1,000,000 Performance Rights are subject to placing the Company on a clear path to a substantial and sustainable increase in annual gold production, together with a reduction in risk through further diversification of production by June 2020.

This award seeks both to support the CEO through rewarding success in achieving key objectives of a strategy designed to deliver sustainable shareholder value accretion, as well as to meet a desired objective of providing greater certainty of CEO retention.

Chapter 2D of Corporations Act

In accordance with section 200B of the Corporations Act, the Company must not give a benefit in connection with a person's retirement from an office unless it obtains Shareholder approval.

The Performance Rights may, subject to the Board's discretion, vest upon termination of Mr Welborn's employment. The Board has formed the view should this occur, the affected Performance Rights may constitute a benefit in connection with Mr Welborn's retirement from office under section 200B.

Section 200B applies where the benefit is given to a person whose details were included in the Director's Report for the previous financial year. Mr Welborn's details were included in the 2016 Director's Report of the Company. The Company is therefore seeking Shareholder approval under section 200B in connection with potential vesting of the Performance Rights being granted to Mr Welborn.

The value of the termination benefits connected to the Performance Rights cannot presently be ascertained but matters, events and circumstances that will, or likely to, affect the calculation of that value include:

- the number of Performance Rights that vest;
- the market price of Shares on ASX on the last ASX trading day before the date of calculation;
- the status of the vesting conditions and performance hurdles attaching to the Performance Rights at the time Mr Welborn's employment ceases.

Chapter 2E of Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Mr Welborn as a Director is a related party of the Company.

The Board (excluding Mr Welborn) has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed special grant of Performance Rights as the grant constitutes reasonable remuneration for the purposes of section 211 of the Corporations Act.

Listing Rule 10.14

In accordance with Listing Rule 10.14, the Company must not issue or agree to issue equity securities to a Director unless it first obtains Shareholder approval.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required.

Specific information required by Listing Rule 10.15 is provided as follows:

- (a) The Performance Rights will be granted to Mr Welborn (Chief Executive Officer) (and/or his nominee).
- (b) Subject to Shareholder approval being obtained, the number of Performance Rights granted to Mr Welborn has been determined by the allocation methodology formula as outlined above, with 2,000,000 Performance Rights conditionally granted to Mr Welborn.
- (c) The Performance Rights will be granted within 1 month of the date of the Meeting.
- (d) Since the Performance Rights Plan was last approved, Mr Peter Sullivan and Mr John Welborn, being the only persons referred to in Listing Rule 10.14 who received securities under the Performance Rights Plan received 4,341,221 Performance Rights at no acquisition price (of which 1,910,321 have lapsed or expired).
- (e) As at the date of this Notice, Mr Welborn is the only person declared by the Board to be eligible to be granted Performance Rights under the Performance Rights Plan that is covered by Listing Rule 10.14 (i.e. a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX's opinion, such that approval should be obtained).
- (f) No consideration is payable by Mr Welborn at the time of grant of the Performance Rights or upon the allocation of Shares to which Mr Welborn may become entitled to on the vesting of

some or all of the Performance Rights. The grant of Performance Rights has performance hurdles attached to it as set out above.

- (g) A voting exclusion statement for this resolution is included in the Notice.
- (h) There will be no funds raised by the Company as a result of the grant of the Performance Rights to Mr Welborn or upon the allocation of Shares to which Mr Welborn may become entitled to on the vesting of some or all of the Performance Rights.
- (i) No loan will be provided by the Company to Mr Welborn in relation to the grant of the Performance Rights.

Chairman's intentions

Resolution 6 is an ordinary resolution.

The Chairman intends to exercise all available proxies in favour of Resolution 6.

If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 6, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

Board recommendation

The Board (excluding Mr Welborn) recommends that Shareholders vote in favour of Resolution 6 to approve the special grant of Performance Rights under the Performance Rights Plan to Mr Welborn.

Resolution 7 – Ratification of Share Issue

General

On 28 September 2016, the Company announced that it had successfully completed an equity raising of \$150 million through an institutional placement.

As part of the equity raising, on 3 October 2016, the Company issued 76,530,612 Shares to institutional investors at an issue price of \$1.96 per Share.

Resolution 7 seeks Shareholder approval for the ratification of the Share Issue to institutional investors.

Resolution 7 is an ordinary resolution.

Listing Rule 7.4

The Shares issued under the Share Issue were issued within the Company's 15% limit permitted under Listing Rule 7.1, without the need for Shareholder approval. The effect of Shareholders passing Resolution 7 will be to restore the Company's ability to issue securities within that limit, to the extent of the Share Issue.

Specific Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.4:

- (a) 76,530,612 Shares were issued to institutional investors on 3 October 2016;
- (b) the Shares were issued at a price of \$1.96 each;
- (c) the Shares under the Share Issue are fully paid ordinary shares in the capital of the Company;

- (d) \$150 million was raised by the issue of Shares under the Share Issue before costs. The funds raised will be used to fund the start-up capital requirements of the Ravenswood Extension Project in North Queensland, and will also be applied to fund a new exploration program at the Bibiani Project in Ghana; and
- (e) a voting exclusion statement is included in the Notice.

Resolution 8 – Increase in aggregate Non-Executive Directors’ Remuneration

Under the Company’s Constitution and the Listing Rules, the fees payable to Non-Executive Directors for their services as Directors are determined by the Board within a maximum annual aggregate limit approved by Shareholders. The current maximum remuneration payable to Non-Executive Directors pursuant to prior shareholder approval and the Company’s Constitution is \$600,000 per annum. The aggregate amount was approved by Shareholders in 2010.

Resolution 8 seeks Shareholder approval to increase this maximum amount by \$400,000 to \$1,000,000 per annum to provide the Board with flexibility to appoint further independent Non-Executive Directors to enhance the capability of the Board and deal with the various interests of the Company now and in the future.

During the 2016 financial year, the Company achieved a number of transformational outcomes including recording a record profit, defining new mine life extension opportunities, implementing a new management structure, defining new mine life extension opportunities, and repayment of all secured debt to strengthen the Company’s balance sheet. These outcomes resulted in a significant increase in market capitalisation of more than 600% which has seen the Company join the ASX 200 Index.

The increased size and complexity of the Company’s business has resulted in increased responsibility and time commitment associated with the oversight and corporate governance requirements. The Company currently has five Directors, four of which are Non-Executive Directors remunerated out of the current Non-Executive Director fee pool. The size of the current Board is considered small for the size of the organisation and in comparison to peer companies included in the ASX 200 Index. The Board is currently assessing the composition and technical capacity of Non-Executive Directors and intends to recruit additional Non-Executive Directors when appropriate candidates have been identified. The appointment of new Non-Executive Directors will allow for a greater delegation of duties in relation to the increasing corporate governance responsibilities in line with the scale of the Company’s business and will also allow for greater diversity to be represented.

Article 10.2 of the Constitution provides for the Company to fix the maximum aggregate amount of fees payable to the Directors by ordinary resolution and any increase requires approval of the members in general meeting.

Listing Rule 10.17 provides that an entity must not increase the total amount of Directors’ fees payable by it or any of its controlled entities without the approval of holders of its ordinary securities. The rule does not apply to the salary of an Executive Director. This requirement is also reflected in the Company’s Constitution.

In the preceding 3 years the Company has not issued any securities to Non-Executive Directors under rule 10.11 or 10.14 with the approval of Shareholders.

Resolution 8 is an ordinary resolution.

Schedule 1 – Definitions

In the Notice (which includes the Explanatory Memorandum), words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

Annual Report means the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2016.

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

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

Board means the board of Directors of the Company.

Chairman means the person appointed to chair the Meeting convened by the Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Resolute Mining Limited ABN 39 097 088 689.

Constitution means the Constitution of the Company.

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

Director means a director of the Company.

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

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

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

Key Management Personnel or KMP means a person having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of the ASX.

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

Notice means this notice of meeting which comprises of the notice, agenda, Explanatory Memorandum and Proxy Form.

Performance Right means an entitlement granted to a participant in the Performance Rights Plan to receive one Share subject to the satisfaction of applicable vesting conditions and/or performance hurdles.

Performance Rights Plan means the Resolute Mining Limited Performance Rights Plan as amended from time to time.

Proxy Form means the proxy form attached to the Notice.

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

Resolution means a resolution contained in this Notice.

Schedule means a schedule to this Notice.

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

Shareholder means a shareholder of the Company.

TSR means total shareholder return.

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

Schedule 2 – Resolute Mining Limited Performance Rights Plan Rules

A summary of the rules of the Performance Rights Plan (**Plan**) is set out below:

Eligibility:	The Plan is open to full time and part-time employees of the Company or its related bodies corporate (Group), executive Directors of any member of the Group, and any other person who is declared by the board of the Company (Board) to be eligible to participate in the Plan.
Instruments:	The Plan allows the Board to grant Performance Rights, that is, zero exercise price options, with each Performance Right representing a right to acquire one Share, providing that the relevant vesting conditions and/or performance hurdles are satisfied.
Equity pool:	The number of Awards, and the number of Shares underlying any Awards, granted under this Plan on any day must not exceed the maximum permitted under any ASIC Class Order (including, without limitation, ASIC CO [14/1000]) providing relief from the disclosure regime of the Corporations Act to ensure compliance with any such ASIC Class Order.
Grant of Performance Rights:	The individual grants of Performance Rights to those eligible to participate in the Plan will be as determined by the Board in its sole and absolute discretion, subject to any necessary Shareholder approvals. In line with current market practice, the CEO is currently provided with a LTI allocation equal to 100% of fixed remuneration and the other senior executives are provided with a LTI allocation equal to 65% of fixed remuneration.
Grant date:	The timing and frequency of the grant of Performance Rights will be as determined by the Board in its sole and absolute discretion.
Exercise price:	Performance Rights will be granted with a nil exercise price.
Life of Performance Rights:	Unless otherwise determined by the Board in its sole and absolute discretion, Performance Rights granted will have a maximum life of 15 years, such that if they are not exercised before the 15 year anniversary of their grant (Expiry Date) they will lapse.
Transferability of Performance Rights:	Performance Rights will not be transferable, other than: <ul style="list-style-type: none"> · To a nominated party of a participant, where the Board determines that the participant may do so; · With the prior consent of the Board; or · On a participant's death, to the participant's legal personal representative.
Rights attaching to Performance Rights:	Participants will have no voting or dividend rights until performance Rights are exercised and the participants hold Shares.
Vesting conditions and performance hurdles:	The vesting of Performance Rights will be conditional on the satisfaction of any vesting conditions and/or performance hurdles which the Board has determined will attach to any Performance Rights.
Vesting notification:	When a Performance Right vests, the Company will issue a vesting notification to the relevant participants, after which the vested Performance Rights will be exercised upon completion by the participant of an exercise notice within a period specified by the Board.
Lapsing conditions:	Unless otherwise determined by the Board in its sole and absolute discretion, any unvested Performance Rights will lapse on the earlier of: <ul style="list-style-type: none"> · The cessation of a participant's employment or office (subject to the rules governing cessation of employment summarised below); · Where a participant has acted fraudulently, dishonestly or wilfully breaching their duties; · If an applicable vesting condition and/or performance hurdle are not, or, in the opinion of the Board, cannot be, achieved by the relevant time; or · The Expiry Date.

<p>Cessation of employment or office:</p>	<p>Where a participant ceases employment or office as a “Good Leaver”, the Board may determine in its sole and absolute discretion to allow some or all of the unvested Performance Rights held by that participant to vest and be automatically exercised.</p> <p>Where a participant ceases employment or office as a “Bad Leaver”, all unvested Performance Rights will automatically be forfeited by the participant and lapse, subject to the Board determining otherwise in its sole and absolute discretion.</p> <p>A “Bad Leaver” is defined as a participant whose employment or office ceases in the following circumstances:</p> <ul style="list-style-type: none"> · The participant is dismissed from employment or office due to serious misconduct, material breach of the terms of any contract of employment or office, gross negligence, or other conduct justifying summary dismissal; · The participant voluntarily resigns; · The participant ceases employment or office for any reason and acts in breach of any post-termination restrictions; · The participant being ineligible to hold office for the purpose of Part 2D.6 of the Corporations Act; or · Any other reason the Board determines in its sole and absolute discretion. <p>A “Good Leaver” is defined as a participant whose employment or office ceases and who is not a Bad Leaver.</p>
<p>Rights attaching to Share:</p>	<p>All Shares acquired by participants upon the exercise of Performance Rights will rank equally with existing Shares on and from the date of acquisition.</p>
<p>Disposal restrictions on Shares:</p>	<p>Prior to the grant of any Performance Rights, the Board may impose disposal restrictions on Shares acquired by participants following the exercise of Performance Rights, for example, by way of the use of an employee share trust or an Australian Securities Exchange holding lock. During any Share disposal restriction period, participants will have full dividend and voting rights.</p>
<p>Change of control event:</p>	<p>A change of control event occurs if:</p> <ul style="list-style-type: none"> · A person or entity becomes a legal or beneficial owner of 50% or more of the issued share capital of the Company; · A person or entity becomes entitled to, acquires, holds or has an equitable interest in more than 50% of the issued share capital of the Company; or · A Court approves, under paragraph 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies. <p>In the event of a change of control event occurring, the Board may determine that some or all unvested Performance Rights will vest and be automatically exercised. Any Performance Rights that the Board determines will not vest in such circumstances will automatically lapse.</p>
<p>Bonus issues:</p>	<p>Subject to the Listing Rules, if there is a bonus issue to the holder of Shares, then the number of Shares over which a Performance Right is exercisable will be increased by the number of shares which the holder of the Performance Right would have received if the Performance Right had been exercised before the record date for the bonus issue.</p>
<p>Pro rata issues:</p>	<p>If the Company makes a pro rata issue to the holder of Shares, then due to Performance Rights having a nil exercise price, no adjustment will be required.</p>
<p>Reorganisation:</p>	<p>In the event of any reorganisation (including consolidation, sub-division, reduction, return or cancellation) of the issue capital of the Company, the number of Performance Rights to which each participant is entitled will be changed in accordance with the Listing Rules.</p>
<p>Buy-back:</p>	<p>The Company may buy-back Performance Rights and/or Shares acquired upon exercise of Performance Rights in accordance with the rules of the Plan.</p>



Resolute

RESOLUTE MINING LIMITED
ACN: 097 088 689
4TH FLOOR, THE BGC CENTRE
28 THE ESPLANADE
PERTH WA 6000

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX A2020
South Sydney NSW 1235
The Trust Building, Suite 511
155 King Street
Sydney NSW 2000 AUSTRALIA
T: +61 3 9628 2200 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«EFT_REFERENCE_NUMBER»

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

«Company_code» «Sequence_number»

Code: RSG

Holder Number: «HOLDER_NUM»

PROXY FORM

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

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE»

SECTION A: Appointment of Proxy

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

The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10:00am WST on Tuesday 29 November 2016 at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia and at any adjournment of that meeting.

SECTION B: Voting Directions

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

Table with 4 columns: RESOLUTION, For, Against, Abstain*. Contains 8 rows of resolutions with corresponding voting boxes.

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

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Security Holder 2

Security Holder 3

Signature box for Individual or Security Holder

Signature box for Security Holder 2

Signature box for Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am WST on Sunday 27 November 2016.

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1 1 RSG

RSGPX1291116

+



My/Our contact details in case of enquiries are:

Name:

Number:

()

1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

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

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

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

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

6. LODGEMENT OF PROXY

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

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

Security Transfer Australia Pty Ltd

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PRIVACY STATEMENT

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

