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RAMELIUS RESOURCES LIMITED
(001 717 540)

**NOTICE OF ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT**

TIME: 11.00 am (WST)
DATE: Thursday, 26 November 2020
PLACE: Fraser Suites Perth, 10 Adelaide Terrace, Perth,
WA, 6004 and online at
web.lumiagm.com/320584728

This Notice of Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Due to the COVID-19 pandemic, the Annual General Meeting will be held as a hybrid meeting. If you are a Shareholder and you wish to attend in person, please pre-register your interest in advance by emailing the Company Secretary. If you are a Shareholder and you wish to virtually attend, you can access the online Meeting at web.lumiagm.com/320584728. Shareholders attending the online Meeting will be able to submit questions and vote at the live meeting.

If you are attending in person please bring your Proxy form with you to assist registration. Given the restrictions in force and the uncertainty and potential health risks arising from the rapidly evolving Coronavirus (COVID-19) pandemic, Ramelius Resources Limited strongly encourages and requests Shareholders to lodge a directed proxy in advance of the meeting. Ramelius Resources Limited reserves the right to change the hybrid meeting to a fully virtual meeting. If this eventuates Ramelius Resources Limited will release an announcement on the ASX with updated meeting details.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9202 1127.

TIME AND PLACE OF MEETING AND HOW TO VOTE

TIME AND PLACE OF MEETING

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00 am (WST) on Thursday 26 November 2020 at:

Fraser Suites Perth
10 Adelaide Terrace
Perth, WA, 6004

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to also hold the Annual General Meeting as a hybrid meeting accessible online, in a manner that is consistent with the temporary modifications to the Corporations Act introduced by the Commonwealth Treasurer. As such, the Annual General Meeting will also be made available to Shareholders electronically through a virtual meeting accessible online at: web.lumiagm.com/320584728. Due to the size of the venue, physical limits will be in place for attending the Annual General Meeting in person, according to the WA State Government COVID Safety Guidelines. As such, if you wish to attend in person, or have a proxy attend in person on your behalf, please pre-register your interest in advance by emailing the Company Secretary. Any Shareholders that attend without registering will not be permitted if guideline limits have been reached.

Shareholders who wish to virtually attend the Annual General Meeting (which will be broadcast as a live webcast), can register online at web.lumiagm.com/320584728 30 minutes prior to the commencement of the meeting.

In accordance with subsection 5(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 3) 2020*, the Company will not be despatching physical copies of the Notice of Meeting. Instead, Shareholders can access a copy of the Notice of Meeting at the following link:

<https://www.rameliusresources.com.au/wp-content/uploads/bsk-pdf-manager/2020/10/NoticeOfAGM.pdf>

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Shareholding and your vote is important.

VOTING

All resolutions included in the Annual General Meeting will be voted upon by a poll.

Shareholders can participate in the meeting virtually from their computer or mobile device by entering the URL in their browser: web.lumiagm.com and entering the meeting ID 320-584-728.

To participate in the meeting virtually enter:

1. Your username, which is your SRN/HIN
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide (link below) for their password details.

Attending the meeting virtually enables shareholders to view the meeting live and to also vote and ask questions at the appropriate times whilst the meeting is in progress.

More information regarding participating in the meeting virtually, including browser requirements, is detailed in the 'Virtual AGM User Guide' available at <https://www.rameliusresources.com.au/audio-main/rms-virtual-agm-2020-meeting-guide> Given the significant health concerns attributed to the

COVID-19 pandemic, the Company's recommendation is that you consider attending the Annual General Meeting virtually.

Shareholders who do not wish to vote during the Annual General Meeting are encouraged to appoint the Chair as a proxy ahead of the Annual General Meeting. Shareholders can complete the Proxy Form attached to this Notice of Meeting to provide specific instructions on how their vote is to be exercised on each resolution. The Chair is legally bound to follow your instructions. Instructions on how to complete the Proxy Form are set out in the Notice of Meeting.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- By post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001;
- By facsimile to Computershare Investor Services Pty Ltd on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555;
- Electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.
- For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Please note that the Proxy Form must be received by the Company not later than 11.00am (WST) on 24 November 2020.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

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 Annual General Meeting.

The Company's Directors have determined that all Shares of the Company that are quoted on ASX at 5:00pm (WST) on Tuesday 24 November 2020 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.

ATTENDANCE

The Directors encourage Shareholders to participate in the Annual General Meeting and engage with the Board by:

- lodging a proxy form in advance of the Annual General Meeting by submitting their votes by the proxy voting cut-off time of than 11.00am (WST) on 24 November 2020;
- lodging questions in advance of the meeting by emailing the questions to ramelius@rameliusresources.com.au no later than 5 business days before the meeting;
- joining the Annual General Meeting virtually at web.lumiagm.com/320584728; or
- attending the Annual General Meeting at the Fraser Suites Perth, 10 Adelaide Terrace, Perth, WA, 6004.

Technical Difficulties

Technical Difficulties may arise during the course of the virtual AGM. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chair will have regard to the number of Shareholders impacted and the extent to which participation in the business of the meeting is affected.

Where the Chair considers it appropriate, the Chair may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this

reason, shareholders are encouraged to lodge a proxy by 11:00am (WST) on Tuesday 24 November 2020 even if they plan to attend online.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of the Shareholders of Ramelius Resources Limited (ACN 001 717 540) (**Ramelius** or the **Company**) will be held at Fraser Suites Perth, 10 Adelaide Terrace, Perth WA 6004 and online at web.lumiagm.com/320584728 on Thursday 26 November 2020 commencing at 11.00 am (WST) to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS – PERIOD 1 JULY 2019 – 30 JUNE 2020

To receive and consider the annual financial statements, the directors' report and the audit report of Company for the year ended 30 June 2020.

Note: there is no requirement for Shareholders to approve these reports.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

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

That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2020.

Voting Exclusion: The Company will disregard any votes cast (in any capacity) on Resolution 1 by, or on behalf of, any member of the Key Management Personnel of the Company whose remuneration is included in the Remuneration Report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if:

- (a) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chair of the Meeting voting an undirected proxy and their appointment expressly authorises the Chair to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3. RESOLUTION 2 – RE-ELECTION OF DAVID CLIFFORD SOUTHAM AS A DIRECTOR

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

That David Clifford Southam, being a Director of the Company, who retires in accordance with Listing Rule 14.4 and clause 47 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company.

A summary of Mr Southam's qualifications and experience is set out in the explanatory statement accompanying the notice convening this meeting.

4. RESOLUTION 3 - GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR

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

"That, approval be given for the purpose of ASX Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, to the acquisition by Mr Mark William Zeptner of up to 355,392 performance rights in accordance with the terms of the Company's Performance Rights Plan Rules and on the basis described in the explanatory statement accompanying the notice convening this meeting."

Voting Exclusion:

Listing Rule 10.14

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Mark William Zeptner, Managing Director of the Company and any of his Associates.

However, the Company need not disregard a vote if:

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

Part 2D of the Corporations Act

For the purposes of Part 2D of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of:

- (a) Mr Mark William Zeptner; and
- (b) an associate of Mr Mark William Zeptner.

However, this does not prevent the casting of a vote on this Resolution if it is cast by a person as a proxy in writing that specifies how the proxy is to vote on this Resolution and it is not cast on behalf of a person referred to in sub-paragraphs (a) or (b) directly above.

Voting Prohibition Statement

In accordance with the Corporations Act, a vote must not be cast on this Resolution (and will be taken not to have been cast if cast contrary to this restriction) by a member of the Key Management Personnel, and closely related party of such a member, acting as proxy if their appointment does not specify the way the proxy is to vote on this resolution. However, this restriction does not apply in respect of a person who is the chair of the meeting at which the resolution is voted on and the appointment expressly authorises the chair to exercise the proxy

even if the resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder 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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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. An appointment of corporate representative form is enclosed if required.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Mr Richard Jones on 9202 1127 if they have any queries in respect of the matters set out in this document.

BY ORDER OF THE BOARD OF DIRECTORS



Richard Jones
Company Secretary

23 October 2020

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2020 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

1. FINANCIAL STATEMENTS AND REPORTS – PERIOD 1 JULY 2019 – 30 JUNE 2020

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2020 are included in the Company's Annual Financial Report, a copy of which can be accessed on-line at www.rameliusresources.com.au under "Reports and "Annual Reports". Alternatively, a hard copy will be made available on request.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, Deloitte Touche Tohmatsu, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chair 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 Annual 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 date to the Company Secretary.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 Background

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 2020 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 2020 Annual Report. The Annual Report is available on the Company's website at www.rameliusresources.com.au.

By way of summary, the Remuneration Report:

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- (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 2020.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and key management personnel.

The Chair of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2 Regulatory Requirements

Section 250R (3) of the Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives less than a 25% "no" vote.

In addition, sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company's 2019 annual general meeting, less than 25% of the eligible votes cast in respect of the 2019 Remuneration Report were cast against the adoption of the 2019 remuneration report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2020 Remuneration Report are against the adoption of the 2020 Remuneration Report.

2.3 Board Recommendation

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

3. RESOLUTION 2 – RE-ELECTION OF DAVID CLIFFORD SOUTHAM AS A DIRECTOR

3.1 Background

In accordance with Listing Rule 14.5 and clause 47 of the Company's Constitution, at every annual general meeting an election of Directors must take place. Listing Rule 14.4 prevents a Director from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years, whichever is longer.

For this reason, David Clifford Southam retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Southam has been an independent non-executive director of Ramelius since 2 July 2018. He is a Certified Practising Accountant with more than 25 years' experience in accounting, capital markets and finance across the resources and industrial sectors. Mr Southam has been intimately involved in several large project financings in multiple jurisdictions and has completed significant capital market and M & A transactions.

Mr Southam is Chairman of the Audit Committee and a member of the Nomination and Remuneration Committee and Risk and Sustainability Committee. The Board regards Mr Southam as an independent non-executive director.

Further details about David Clifford Southam are set out in the Company's 2020 Annual Report which is available at www.rameliusresources.com.au.

3.2 Board Recommendation

The Directors (other than David Clifford Southam) unanimously recommend that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR

4.1 Listing Rules

Listing Rule 10.14 provides that an entity must not permit any of the following persons to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition:

- a director of the entity, or
- an associate of a director of the entity, or
- a person whose relationship with the entity or a director or associate of a director is, in ASX's opinion, such that approval should be obtained.

The approval of shareholders is sought by virtue of this resolution which provides approval for the purpose of Listing Rule 10.14 for the acquisition of performance rights by the Company's Managing Director, Mr Mark William Zeptner, under the Company's Performance Rights Plan ("PRP") and on the basis described in this explanatory statement.

The following information is provided under Listing Rule 10.15:

- Mr Mark William Zeptner falls under Listing Rule 10.14.1 category as a director of the Company.
- The maximum number of performance rights that may be acquired by the Company's Managing Director, Mr Mark William Zeptner and for which approval is sought is 355,392, such performance rights issued under the Company's long term incentive ("LTI") plan.
- Details of Mr Mark William Zeptner's current total remuneration package, is \$725,000 pa (incl super) total fixed remuneration (TFR), short-term incentive (typically being a cash payment) up to 60% TFR and long-term incentive up to 100% TFR (via the issue of performance rights subject to shareholder approval).
- The Managing Director will not make any cash payment for the performance rights for which shareholder approval is sought. The performance rights are an incentive mechanism for future performance and can only be exercised subject to satisfaction

of the performance hurdles set out in the PRP rules and on the basis described in this Explanatory Statement. A summary of the terms of the performance rights is set out in section 4.3 below and a summary of the PRP is set out in Schedule 1.

- The Managing Director is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the PRP and he has previously been issued 2,035,981 performance rights under the PRP.
- The Company's other directors are non-executive and are therefore not eligible to participate in the PRP.
- No loan will be made in relation to the acquisition.
- The Company intends to issue the rights within 1 month from the date of the meeting to which this explanatory statement relates but, in any event, no later than 12 months after the Annual General Meeting.
- Details of any securities issued under the PRP will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the PRP after this Resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that Listing Rule.
- A voting exclusion statement for this Resolution is included in the Notice of Meeting preceding this Explanatory Statement.

4.2 Corporations Act

The Corporations Act restricts the benefits that can be given to persons who hold a "managerial or executive office" (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with them ceasing to hold a managerial or executive office if the benefit is approved by shareholders or an exemption applies.

The term "benefit" has a wide meaning and may include benefits resulting from the Board exercising certain discretions under the rules of the Plan.

If Shareholder approval is given under this Resolution, the Company will still be required to comply with Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company.

Details of Termination Benefit

The Board possesses the discretion to determine, where a participant ceases employment before the vesting or exercise of their performance rights, that some or all of the performance rights do not lapse.

The exercise of this discretion may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

In addition, a participant may become entitled to accelerated vesting or automatic vesting of the performance rights if there is a change of control of the Company. This accelerated or automatic vesting of the performance rights may constitute a "benefit" for the purposes of section 200B of the Corporations Act.

The Company is therefore seeking Shareholder approval for the exercise of the Board's discretions and for the provision of such accelerated or automatic vesting rights in respect of any current or future participant in the PRP who holds:

- (a) a managerial or executive office in the Company (or any of its related body corporate) at the time of their leaving or at any time in the three years prior to their leaving; and

- (b) performance rights under the PRP at the time of their leaving.

The Board's current intention is to only exercise the above discretion:

- (a) where the employee leaves employment without fault on their part; and
- (b) so as only to preserve that number of unvested performance rights as are pro-rated to the date of leaving.

Provided Shareholder approval is given, the value of these benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

Value of the Termination Benefits

The value of the termination benefits that the Board may give under the PRP cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company's Share price at the time of vesting and the number of performance rights that vest.

The following additional factors may also affect the benefit's value:

- (a) the participant's length of service and the portion of vesting periods at the time they cease employment;
- (b) the status of the performance hurdles attaching to the performance rights at the time the participant's employment ceases; and
- (c) the number of unvested performance rights that the participant holds at the time they cease employment or at the time the change of control occurs (as applicable).

4.3 Summary of terms of grant of the performance rights to Mr Zeptner

Under the terms of grant of the performance rights the vesting and measurement period for the 355,392 performance rights issued under the Company's LTI plan is the three (3) year period from 1 July 2020 to the date that the rights vest, being 30 June 2023, provided Mr Zeptner is still employed by the Company at the vesting date and subject to performance conditions over the vesting and measurement period having been satisfied.

The performance conditions require that at the end of the vesting and measurement period, the Company's performance, as defined by actual aggregate total shareholder return ("TSR") will be assessed against defined targets. If TSR meets the specified criteria, then the performance rights will vest. Once vested, performance rights may be exercised within 7 years of the date they vest.

TSR is a measure of return to shareholders as defined by the percentage change in the Company's share price over the vesting and measurement period. TSR is calculated by reference to the volume weighted average price of Ramelius shares traded on the Australian Securities Exchange during the 20 trading days before and including the first trading day of the vesting and measurement period and the 20 trading days up to and including the last trading day of the vesting and measurement period.

The Company's TSR over the vesting period will be calculated and assessed as follows:

- 177,696 performance rights issued under the Company's LTI plan performance rights will vest in relation to their respective measurement periods depending on the Company's TSR assessed relative to the performance of the Company's peers as measured in accordance with the table below.
- The other half, 177,696 of the 355,392 performance rights issued under the Company's LTI plan, will vest if the Company's TSR over the measurement period is greater than 15% compounded annual growth.

A specific peer group is adopted as approved by the Board from time to time for comparison purposes which includes companies that are engaged in similar activities to the Company and with whom the Company competes for capital and talent. The TSR performance of each company included in the benchmark group will be determined and used to determine the overall TSR of the peer group. Depending on how the Company's TSR compares to that of

the peer group will determine the proportion of the performance rights that vest, as set out below:

Relative TSR over the Vesting and Measurement Period	Proportion of Performance Rights vested
Below the 50 th percentile	0%
At the 50 th percentile	50%
Between the 50 th & 75 th percentile	Pro-rata between 50 and 100%
At and above the 75 th percentile	100%

Any performance rights that do not vest because of failure to achieve targeted performance will lapse unless the Board, at its discretion, determines otherwise. No re-testing of targeted performance is permitted.

The performance rights may only be transferred, assigned or otherwise disposed or encumbered with the consent of the Board or by force of law upon death to a legal personal representative or upon bankruptcy to a trustee in bankruptcy. Performance shares acquired on the exercise of vested performance rights may be traded immediately after quotation of the performance shares.

Mr Zeptner will be eligible to be issued with one fully paid ordinary share in the Company for each right that vests.

No payment is required for the grant of a performance right. There is no payment required on issue of performance shares in respect of vested performance rights which have been exercised.

The conditions of the rights do not restrict Mr Zeptner from transferring any of the shares acquired on vesting of the rights, or using them as security for a loan, or dealing with them in any other way.

Mr Zeptner will only be entitled to receive dividends, distributions, rights or bonus shares associated with the underlying shares from the time that vested performance rights have been exercised and performance shares issued.

If Mr Zeptner ceases to be an employee of the Company prior to the vesting of the rights, all unvested performance rights at the date of cessation of employment will lapse. However, unless subject to a specific agreement with the Board, if Mr Zeptner ceases employment because of death, disability, bona fide redundancy or other reason with the approval of the Board and at that time Mr Zeptner continues to satisfy any other relevant conditions imposed by the Board at the time of grant, the Board may determine the extent to which performance rights granted to Mr Zeptner vest. If no determination is made by the Board, all performance rights held will lapse.

In the event of a takeover bid any performance rights granted (or that the Company is contractually obligated to grant to Mr Zeptner) will vest, where, in the Board's absolute discretion, pro rata performance is in line with the performance condition applicable to those performance rights over the period from the date of issue to the date of the takeover bid. Any performance right which the Board determines does not vest will automatically lapse, unless the Board determines otherwise.

Where a court orders a meeting to be held in relation to a proposed compromise or arrangement in connection with a scheme for reconstruction of the Company; any person becomes bound or entitled to acquire shares in the company under section 414 or Chapter 6A of the Corporations Act; the Company passes a resolution for voluntary winding up; or an order is made for the compulsory winding up of the Company then the Board may determine that all or a specified number of the rights vest where the Board is satisfied that the applicable performance conditions have been satisfied on a pro rate basis over the period from the date

of the issue to the date of the relevant action (e.g. the date of the court ordered meeting, passing of resolution for voluntary winding up etc).

The number of performance rights may be adjusted if shares are issued pro rata to the Company's shareholders generally by way of bonus issue involving capitalisation of reserves or distributable profits or on any reorganisation.

4.4 Board Recommendation

The Directors (with Mr Zeptner abstaining) recommend shareholders vote in favour of Resolution 3.

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

Annual Report	the Company's annual report in respect of the year ended 30 June 2020;
ASIC	Australian Securities and Investments Commission;
Associate	has the meaning given to that term in the Listing Rules;
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires;
Board	board of Directors;
Chair	chairman of the Annual General Meeting;
Company or Ramelius	Ramelius Resources Limited (ACN 001 717 540);
Constitution	constitution of the Company;
Corporations Act	<i>Corporations Act 2001</i> (Cth);
Director	director of the Company;
Directors' Report	the Directors' report contained in the Annual Report;
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting;
Key Management Personnel	key management personnel of the Company (as defined in Section 9 of the Corporations Act);
Meeting or Annual General Meeting	the annual general meeting convened by this Notice of Annual General Meeting;
Notice of Annual General Meeting or Notice of Meeting	this notice of Annual General Meeting;
Listing Rules or ASX Listing Rules	official listing rules of the ASX;
Proxy Form	the proxy form enclosed with this Notice of Annual General Meeting;
Remuneration Report	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 30 June 2020;
Resolution	resolution contained in this Notice of Annual General meeting;
Share	fully paid ordinary share in the capital of the Company;
Shareholder	holder of a Share in the Company;
WST	Australian Western Standard Time.

HOW TO COMPLETE THIS PROXY FORM

1. YOUR NAME AND ADDRESS

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint Shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.

2. APPOINTMENT OF A PROXY

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

3. VOTES ON RESOLUTIONS

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

If you direct your proxy how to vote validly in accordance with these instructions and your proxy fails to either attend the Meeting or vote on any directed Resolution, the Chair of the Meeting is taken to have been appointed as the proxy for the purposes of voting on that Resolution at the Meeting and must vote in accordance with your proxy.

4. VOTING ENTITLEMENTS

In accordance with the Corporations Act, the Company has determined that the Shareholding of each person for the purpose of determining entitlements to attend and vote at the Meeting will be the entitlement of that person set out in the Company's share register as at 5:00pm (WST) on 24 November 2020. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

5. VOTING

A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting in person, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process. Shareholders can attend the Meeting virtually at web.lumiagm.com/320584728 where you can submit questions and vote live in the Meeting.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two 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 telephoning Computershare on 1300 556 161 or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

6. CUSTODIAN VOTING

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

7. SIGNING INSTRUCTIONS

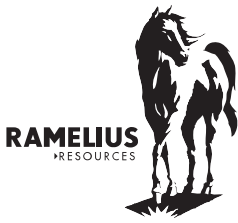
You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the Shareholders should 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

8. LODGING YOUR PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting being no later than 11.00am (WST) on 24 November 2020. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

By Mail	By post to Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne VIC 3001;
By Facsimile	By facsimile to Computershare Investor Services Pty Ltd on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555;
Online	Electronically by casting votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the proxy form. You will have been taken to have signed the proxy form if you lodge it in accordance with the instructions on the website.



Ramelius Resources Limited

ABN 51 001 717 540

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 **11:00am (WST) Tuesday 24 November 2020.**

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.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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: 134733

SRN/HIN:

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.

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Ramelius Resources 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 Ramelius Resources Limited to be held at **Fraser Suites Perth, 10 Adelaide Terrace Perth WA 6004 and online at <https://web.lumiagm.com/320584728> on Thursday, 26 November 2020 at 11:00am (WST)** 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 **Items 1 and 3** (except where I/we have indicated a different voting intention below) even though **Items 1 and 3** 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 **Items 1 and 3** by marking the appropriate box in step 2 below.

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 (NON-BINDING RESOLUTION)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 RE-ELECTION OF DAVID CLIFFORD SOUTHAM AS A DIRECTOR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 GRANT OF PERFORMANCE RIGHTS TO A DIRECTOR	<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.

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / / _____