
HEXAGON RESOURCES LIMITED

ACN 099 098 192

ADDENDUM TO NOTICE OF GENERAL MEETING

Hexagon Resources Limited (ACN 099 098 192) (**Company**), hereby gives notice to shareholders of the Company that, in relation to the Notice of General Meeting dated 24 August 2017 (**Notice of Meeting**) in respect of a general meeting of Shareholders to be held at 9:30 am (WST) on 25 September 2017 at The Hay Room, BDO Perth, 38 Station Street, Subiaco, Perth WA 6008, the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum unless otherwise updated in this Addendum. This Addendum is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the amendments set out below, all resolutions and the Explanatory Statement in the original Notice of Meeting remain unchanged.

The purpose of the Addendum is to reduce the quantum of Incentive Options proposed to be issued to the Related Parties by 15% and to revise the Expiry Date of the Incentive Options (currently 5 years from the date of vesting) to 3 years from the date of vesting.

The Notice of Meeting is amended as follows:

(a) **Resolutions 7, 8 and 9 – Reduction in the number of Options to be issued to the Related Parties**

By this Addendum, the number of Incentive Options to be issued to Messrs Rosenstreich, Plowright and Whitfield is reduced, such that the Company will, subject to obtaining Shareholder approval and to the adoption of the Incentive Plan (refer to Resolution 2 of the Notice of Meeting), issue a maximum of 22,200,000 Incentive Options to the Related Parties under the Incentive Plan as follows:

- (i) pursuant to Resolution 7, up to 12,750,000 Incentive Options to Mr Michael Rosenstreich, comprising:
 - (A) 4,250,000 Tranche 1 Incentive Options;
 - (B) 4,250,000 Tranche 2 Incentive Options; and
 - (C) 4,250,000 Tranche 3 Incentive Options;
- (ii) pursuant to Resolution 8, up to 1,912,500 Incentive Options to Mr Garry Plowright, comprising:
 - (A) 637,500 Tranche 1 Incentive Options;
 - (B) 637,500 Tranche 2 Incentive Options; and
 - (C) 637,500 Tranche 3 Incentive Options; and
- (iii) pursuant to Resolution 9, up to 8,925,000 Incentive Options to Mr Charles Whitfield, comprising:
 - (A) 2,975,000 Tranche 1 Incentive Options;

(B) 2,975,000 Tranche 2 Incentive Options; and

(C) 2,975,000 Tranche 3 Incentive Options.

(b) **Schedule 5 – Revision of Expiry Date of Incentive Options**

By this Addendum, the Expiry Date for the Incentive Options set out in paragraph (d) of Schedule 5 is amended to:

“5:00pm (WST) on the date which is 3 years from the date of vesting”

Dated: 12 September 2017

BY ORDER OF THE BOARD

LENI STANLEY
COMPANY SECRETARY

Enquiries: Shareholders are advised to contact the Company Secretary on + 61 7 3221 6022 if they have any queries in respect of the matters set out in this Addendum.