

Hexagon Resources Limited

(ACN 099 098 192)

Notice of Extraordinary General Meeting and Explanatory Statement

TIME: 10:30 am AWST

DATE: Monday, 14 May 2018

PLACE: BDO, Hay Room, 38 Station Street, Subiaco WA 6008

This Notice of Extraordinary General 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, stockbroker or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Extraordinary General Meeting please do not hesitate to contact the Company Secretary on +61 8 6244 0349.

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CHAIRMAN'S LETTER

Dear fellow shareholders

It has been about a year since Mike Rosenstreich and I took on our current positions of Managing Director and Chairman respectively, at Hexagon Resources Limited (**Hexagon**).

At that time, we made a commitment to shareholders to transform the company into a commercial enterprise with a real business strategy and path to cash flow and profitability.

Since that time Hexagon has completed a positive pre-feasibility study, but far beyond that, has carried out further resource investigation and material test work that have significantly transformed the prospects of the Company.

All this is academic however without a pathway to development and production, so it was with great pleasure and satisfaction that on 27 March 2018, Hexagon announced that it had signed a binding Heads of Agreement (**HOA**) with Mineral Resources Limited (**MinRes**) covering the financing and development of Stage 1 of the McIntosh Flake Graphite Project (**McIntosh Project**) via an earn-in joint venture whereby MinRes would have a 51% interest (Hexagon 49%).

Subject, first to Hexagon shareholder approval and subsequently to a positive feasibility study outcome, MinRes will fund development and working capital costs to commercial production.

The Board of Hexagon felt it was appropriate to give Shareholders the opportunity to have their voice on this transaction and the future of the McIntosh Project. As such, Shareholder approval is a condition to the transaction under the HOA and we seek your approval of the transaction with MinRes.

The Board hopes that you share the same enthusiasm about this transformational transaction as it looks for a clear and decisive ratification from Shareholders.

I would also like to take this opportunity to give thanks and recognition to Mike and his team who have helped to transform the prospects of the company.

Please note, the Meeting of Shareholders will be held at 10:30am (AWST) on Monday, 14 May 2018 at BDO, Hay Room, 38 Station Street, Subiaco WA 6008.

The business of the Meeting is to consider the Resolution to approve the transaction.

The Resolution must be approved in order for Hexagon to proceed with the transaction.

Further information in relation to the transaction is set out in the enclosed:

- Notice of Extraordinary General Meeting;
- Explanatory Note; and
- Proxy Form.

I hope to see many of you at the meeting, but for those unable to make it I look forward to your support for this resolution and the exciting future initiatives of your company.

Yours sincerely,

Charles Whitfield Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that an Extraordinary General Meeting of the Shareholders of Hexagon Resources Limited (**Hexagon** or the **Company**) will be held at BDO, Hay Room, 38 Station Street, Subiaco, Western Australia on Monday, 14 May 2018 commencing at 10:30am AWST to consider and, if thought fit, to pass the Resolution set out below.

Terms used in this Notice of Extraordinary General Meeting and accompanying Explanatory Statement and Annexure A are defined in the glossary to the Explanatory Statement.

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

SPECIAL BUSINESS

1. RESOLUTION – ESTABLISHMENT OF JOINT VENTURE WITH MINERAL RESOURCES LIMITED

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

"That Shareholders approve the establishment by Hexagon and MinRes of a joint venture with respect to the McIntosh Project, with Hexagon and MinRes respectively holding a 49% and 51% participating interest, on the terms and conditions set out in the Explanatory Statement."

ENOUIRIES

Shareholders are invited to contact the Managing Director or Company Secretary at info@hexagonresources.com or +61 8 6244 0349 if they have any queries in respect of the matters set out in this document.

BY ORDER OF THE BOARD OF DIRECTORS

Rowan Caren
Company Secretary

The Notice of 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, stockbroker or other professional adviser prior to voting.

NOTES

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above.

VOTING BY A CORPORATION

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of s250D of the Corporations Act 2001 (Cth). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it should be signed unless previously given to the Company's Share Registry.

VOTING BY PROXY

Please note:

- (a) a Shareholder entitled to attend and vote at the Extraordinary 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.

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

In person at: Automic Registry Services

Level 2, 267 St Georges Terrace

Perth WA 6000

By post to: Automic Registry Services

PO Box 2226

Strawberry Hills NSW 2012 Australia

By facsimile to: +61 8 9321 2337

Note that the Proxy Form must be received by the Company not later than 10:30am AWST on Saturday, 12 May 2018.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time prior to 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 Company's Directors have determined that all Shares of the Company that are registered at 10:30am AWST on Saturday, 12 May 2018 will, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Extraordinary General Meeting to be held at 10:30am AWST on Monday, 14 May 2018 at BDO, Hay Room, 38 Station Street, Subiaco WA 6008.

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 Resolution in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary 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 Extraordinary General Meeting, please contact the Company Secretary, your accountant, solicitor, stockbroker or other professional advisor before voting.

1. BACKGROUND

Hexagon is an Australian based exploration company focusing on the development of its advanced, high-purity McIntosh Graphite Project.

Hexagon is the holder (via its wholly owned subsidiary, McIntosh Resources Pty Ltd) of 100% of the McIntosh Project.

The McIntosh Project comprises 15 exploration licences and 2 mining lease applications, covering a total area of 330km² in the eastern Kimberley region of Western Australia.

In June 2017, Hexagon completed a pre-feasibility study (**PFS**) into the development of the McIntosh Project to produce graphite concentrate suitable for the lithium ion battery anode market. The results of the PFS confirmed the technical and financial viability of this project development and provides a very strong rationale to advance the project through a feasibility study towards development. This is referred to as the Stage 1 or upstream project development mining, processing and selling graphite concentrate materials.

Following receipt of the successful PFS. Hexagon's focus has been to:

- (a) advance discussions on project financing in relation to the McIntosh Project;
- (b) undertake a feasibility study, confirm permitting and start construction of the mine and plant;
- (c) increase the Company's understanding of market opportunities to enhance the Stage 1 process flow sheet to produce the highest value product at the McIntosh site as efficiently as possible; and
- (d) continue to deepen the Company's downstream industry links and further explore downstream (or Stage 2) processing opportunities.

On 27 March 2018 the Company announced that it had entered into the binding HOA covering the development of the Stage 1 McIntosh Project.

With Shareholder approval, Hexagon and MinRes will establish an unincorporated joint venture, with Hexagon and MinRes respectively holding a 49% and 51% participating interest on the terms and conditions described in the Explanatory Statement.

2. OVERVIEW OF TRANSACTION

The effect of the Transaction will be to enable Hexagon to finance and develop the McIntosh Project, albeit as a 49% joint venturer, rather than a 100% owner.

Details of the Transaction can be found in Annexure A, which provides a summary of the key terms of the HOA.

Subject to Shareholder approval to the Transaction, Hexagon and MinRes will negotiate the terms of the following agreements that MinRes and the Company intend to enter into, as contemplated by the HOA:

- (a) a Farm-in and Joint Venture Agreement;
- (b) a Mining Services Agreement;
- (c) a Product Marketing Agreement,

and any other agreement entered into by Hexagon and MinRes to replace any of the above agreements and govern the terms of the Transaction

3. EFFECT OF THE TRANSACTION

Hexagon believes that MinRes is a credible partner, and that entering into a joint venture with MinRes will see a significant reduction to the risks involved in bringing the McIntosh Project into production.

MinRes has the technical skills, financial capacity and experience in Western Australia to bring certainty to Hexagon and its Shareholders with respect to the McIntosh Project, subject to the completion of a positive feasibility study.

The McIntosh Project will be largely funded by the Transaction, which allows Hexagon to conserve its capital structure and enables Hexagon to focus on other opportunities.

If Hexagon receives Shareholder approval and enters into the Transaction, it will continue to focus on graphite, gold and copper exploration, studies and commercialisation of its assets. It will also continue to pursue other investment opportunities in the resources industry and, in particular, the advanced or specialty materials sector.

4. RESOLUTION

"That Shareholders approve the establishment by Hexagon and MinRes of a joint venture with respect to the McIntosh Project, with Hexagon and MinRes respectively holding a 49% and 51% participating interest, on the terms set out in the Explanatory Statement."

The Board of Hexagon considers that clear and decisive Shareholder support is important to ratify a transformational transaction of this nature. Accordingly, the transaction under the HOA is conditional on Shareholder approval.

Pursuant to clause 14.8(a) of the Company's constitution, the Resolution requires the approval of the Shareholders by ordinary resolution which must be passed by at least 50% of the total votes cast on the Resolution by Shareholders present or by proxy and entitled to vote.

The Resolution has the effect of approving the Transaction. The Resolution must be approved in order for Hexagon to proceed with the Transaction.

5. DIRECTORS' INTENTIONS AND RECOMMENDATIONS

As at the date of this Explanatory Statement, the Directors of the Company hold Shares and unlisted options in the Company.

The Company understands that each Director currently intends to vote in favour of the Resolution.

The Directors believe that the Transaction is in the best interests of Shareholders and unanimously recommend that Shareholders vote in favour of the Resolution.

GLOSSARY

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

AWST Australian Western Standard Time

Board Board of Directors of Hexagon

Chairman of the Extraordinary General Meeting

Company Hexagon Resources Limited (ACN 099 098 192)

Director a director of the Company and of each Subsidiary

Explanatory Statement

the explanatory statement that accompanies this Notice of Meeting

Hexagon means the Company

HOA the Binding Heads of Agreement between MinRes, McIntosh and the

Company for the McIntosh Project, dated 26 March 2018, on the terms

summarised in Annexure A

McIntosh McIntosh Resources Pty Limited (ACN 155 537 849)

McIntosh Project the McIntosh Flake Graphite Project, comprising 15 exploration licences

and 2 mining lease applications covering a total area of 330km² in the

eastern Kimberley region of Western Australia.

Meeting the extraordinary general meeting convened by this Notice of Meeting

MinRes Mineral Resources Limited (ACN 118 549 910)

Notice of Meeting this Notice of the Meeting

Proxy Form the proxy form enclosed with this Notice of Meeting

Resolution the resolution contained in this Notice of Meeting

Share fully paid ordinary share in the capital of the Company

Shareholder holder of a Share in the Company

Transaction the establishment of a joint venture by Hexagon and MinRes, with

Hexagon and MinRes respectively holding a 49% and 51% participating

interest, on the terms described in the Explanatory Statement.

Annexure A: Summary Terms of HOA

Unless otherwise defined below, terms used in this Annexure A are defined in the glossary to the Explanatory Statement.

| Parties | Hexagon, and its wholly owned subsidiary McIntosh (owner of the McIntosh Project). MinRes (and a wholly owned subsidiary). | |
|--------------------------|--|--|
| Condition Precedent | Hexagon shareholder approval, to be satisfied (or waived by Hexagon) within 60 days of 26 March 2018 otherwise any party may terminate the HOA. | |
| Farm-in | Hexagon will transfer to MinRes a 51% legal interest in the McIntosh Project assets including the tenements once MRL has expended \$300,000 on the exploration or development of the McIntosh Project tenements. | |
| Commercial Production | The unincorporated joint venture will engage MinRes as the mining services contractor under a life of mine, mining services agreement pursuant to which MinRes will fund and use best endeavours to achieve production of the first two shipments or the first 16,667 tonnes (two months equivalent at a run rate of 100ktpa) of flake graphite concentrate from the McIntosh Project (Commercial Production) within 36 months of Hexagon shareholder approval. MinRes must propose and approve programmes and budgets for the joint venture which are consistent with achieving this objective. | |
| | Prior to Commercial Production, MinRes will achieve two separate milestones, as follows: | |
| | Project Readiness : MRL must within 18 months of Hexagon shareholder approval complete a Feasibility Study (JORC) and all mine planning work, and obtain all approvals for mining and construction to commence (Project Readiness). | |
| | Commence Development : MinRes must within 6 months of achieving Project Readiness mobilise to site and commence a level of activities which is consistent with an intention to develop the McIntosh Project to Commercial Production within 36 months of Hexagon Shareholder approval. | |
| | Each of the above deadlines may be extended if MinRes' activities are affected by events or circumstances outside MinRes' control, if there is a material change to the nature or scale of planned operations or if after Project Readiness is achieved the McIntosh Project ceases to be commercially viable. | |
| | The McIntosh Project will only be considered to not be commercially viable if, there is no reasonable basis to conclude that the McIntosh Project can be operated on a cash-flow positive basis within a reasonable period after Commercial Production. | |
| | If MinRes elects not to proceed with the Transaction and does not achieve these two milestones then it will transfer its interest back to Hexagon. | |

| Joint Venture | The activities of Hexagon and MinRes will be conducted through an unincorporated joint venture on industry standard terms for a joint venture of this nature. | |
|-------------------|--|--|
| | MinRes will be the manager of the joint venture, subject to oversight by a management committee. | |
| | Voting on the management committee will be in proportion to Hexagon's and MinRes' respective percentage shares in the joint venture. Decisions will be made by simple majority vote subject to certain unanimous decisions (including budgets and business plans (and variations)). | |
| | An overriding principle of the joint venture will be for Hexagon and MinRes to make decisions and act in good faith based on the concept of "best for Project" in terms of return on equity whilst maintaining policies on sustainability issues such as environmental management, OH&S, community and heritage issues and human resources that are in accordance with Western Australian mining industry standard practice. | |
| Mining Services | All mining, processing and associated services to exploit the McIntosh Project for life of mine will be conducted by a subsidiary of MinRes. A combination of commercially competitive fixed and variable fees will be payable. | |
| | Fees will be agreed following completion of the Feasibility Study and will be subject to an independent benchmarking process at Hexagon's discretion. | |
| | Following Commercial Production, Hexagon will repay its proportionate share (49%) of the costs actually incurred by MinRes on capital expenditure items for the McIntosh Project, capped at \$3.92 million. Such amounts will only be repaid from cash flow realised from the sale of graphite flake product from the McIntosh Project. | |
| Product Marketing | The flake graphite product produced from the McIntosh Project will be marketed by an Australian company jointly owned by MinRes and Hexagon in equal shares for a fee to be agreed. | |
| Formal Documents | The HOA is binding and will be replaced by a Farm-In and Joint Venture Agreement, a Mining Services Agreement and a Product Marketing Agreement each of which will be on standard industry terms. | |
| | The parties intend to execute the Farm-In and Joint Venture Agreement within 60 days of Shareholder approval and to agree the non-commercial terms of the Mining Services Agreement and the Product Marketing Agreement within 90 days of that approval. The Mining Services Agreement is to be executed within 60 days of Project Readiness. | |



Hexagon Resources Limited | ABN 27 099 098 192

[Name/Address 1]

[Name/Address 2]

[Name/Address 3]

[Name/Address 4]

[Name/Address 5]

[Name/Address 6]

EGM Registration Card

If you are attending the meeting in person, please bring this with you for Securityholder registration.



Holder Number:

[HolderNumber]



Vote by Proxy: HXG

Your proxy voting instruction must be received by **10.30am (AWST) on Saturday 12th May 2018** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at https://investor.automic.com.au/#/loginsah

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ It's Quick and Secure: provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- Receive Vote Confirmation: instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

https://investor.automic.com.au/#/home Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1- APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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 should sian.

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 Proxy Votina Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided. By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at https://automic.com.au.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT

Return your completed form:



BY MAIL

Automic Registry Services PO Box 2226 Strawborn Hills NSW 2011





IN PERSON

Automic Registry Services Level 3, 50 Holt Street, Surry Hills NSW 2010

Contact us – All enquiries to Automic:



WEBCHAT

https://automic.com.au/



EMAIL

hello@automic.com.au



PHONE

1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)

Complete and return this form as instructed only if you do not vote online

I/We being a Shareholder entitled to attend and vote at the Extraordinary General Meeting of Hexagon Resources Limited, to be held at **10.30 am (AWST) on Monday 14th May 2018 at BDO, Hay Room, 38 Station Street, Subiaco WA 6008** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or

body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

STEP 1: Please appoint a Proxy

Resolutions

. Establishment of Joint Venture with Mineral Resources Limited

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

| For | A gainst | Abstain |
|-----|-----------------|---------|
|-----|-----------------|---------|

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

TEP 3: Sign

| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
|--|---------------------------|------------------------------|
| Sole Director and Sole Company Secretary | Director | Director / Company Secretary |
| ontact Name | Contact Daytime Telephone | Date/ |
| mail Address | | |

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

[BARCODE]
[HolderNumber]