

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	Resolution Minerals Ltd
ABN	99 617 789 732

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Andrew SHEARER
Date of last notice	27 November 2020

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Valas Investments Pty Ltd <Valas Investments A/C> Mr Shearer is a director and shareholder of the trustee and beneficiary of the trust.
Date of change	15 April 2021 and 21 March 2021
No. of securities held prior to change	982,270 Shares 50,000 Quoted Options A 42,270 Quoted Options B 450,000 Options A 800,000 Class A Performance Shares 325,000 Class B Performance Shares 1,000,000 Performance Rights

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<p>Class</p>	<p>Shares - fully paid ordinary shares.</p> <p>Quoted Options A - quoted options with an exercise price of \$0.10 and expiry of 30 June 2022 (RMLOA).</p> <p>Quoted Options B - quoted options with an exercise price of \$0.12 and expiry of 30 September 2023 (RMLOB).</p> <p>Options A - unquoted options with an exercise price of \$0.2493 and expiry of 21 March 2021.</p> <p>Options B - unquoted options with an exercise price of \$0.042 and expiry of 15 April 2022.</p> <p>Class A Performance Shares - performance shares with KPI based conversion criteria, expiry of 6 September 2022.</p> <p>Class B Performance Shares - performance shares with KPI based conversion criteria, expiry of 6 September 2022.</p> <p>Performance Rights - unquoted performance rights subject to performance based vesting criteria.</p>
<p>Number acquired</p>	<p>357,142 Shares 178,571 Options B</p>
<p>Number disposed</p>	<p>450,000 Options A</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>\$10,000.00</p>

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<p>No. of securities held after change</p>	<p>1,339,412 Shares</p> <p>50,000 Quoted Options A</p> <p>42,270 Quoted Options B</p> <p>178,571 Options B</p> <p>800,000 Class A Performance Shares</p> <p>325,000 Class B Performance Shares</p> <p>1,000,000 Performance Rights</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issue of shares and options as approved by shareholders on 15 April 2021.</p> <p>Lapse of 450,000 Options A upon expiry on 21 March 2021 in accordance with the terms of those securities. The Company was required to lodge an Appendix 3Y within 5 days of the lapse of these options. The Appendix 3Y was not lodged at the time due to an administrative error. This Appendix 3Y includes the lapse of those options.</p>

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Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	Not applicable
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	Not applicable
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

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