

CHAMPION IRON

NOTICE OF ANNUAL GENERAL MEETING CHAMPION IRON LIMITED ABN 34 119 770 142

Notice is hereby given that the Annual General Meeting (the **AGM** or the **Meeting**) of Champion Iron Limited (the **Company**) will be held virtually at 6.00 pm (Montreal time) on 27 August 2020, which corresponds to 8.00 am (Sydney time) on 28 August 2020, for the purposes of transacting the business set out below.

Due to the unprecedented impact of the COVID-19 pandemic, the Company is adhering to current government direction and restrictions on physical gatherings by electing to hold the AGM as a completely virtual meeting this year. The health and safety of our shareholders, employees, all of their families and the broader community is paramount.

The Company encourages all shareholders to participate in the AGM virtually via live webcast through Lumi online at <https://web.lumiagm.com/129465285> or via the Lumi AGM app, which is available for download from the Apple App Store or Google Play Store. All shareholders will have an equal opportunity to participate in the online Meeting regardless of their physical location.

AGENDA

ORDINARY BUSINESS

Annual Report

To receive and consider the Financial Report, together with the Directors' Report and Auditor's Report for the financial year ended 31 March 2020.

The Annual Report can be accessed on the Company's website: <https://www.championiron.com/reports-maps/financial-reports-champion-iron/>

Resolution 1 – Remuneration Report

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

“That the Remuneration Report, as set out in the Annual Report for the financial year ended 31 March 2020, be adopted.”

Note: The vote on this resolution is advisory only and does not bind the Company or its directors (**Directors**).

Resolution 2 - Appointment of Director (Mr Michael O' Keeffe)

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

“That, Mr Michael O’Keeffe, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 3 - Appointment of Director (Mr Gary Lawler)

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

“That, Mr Gary Lawler, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 4 - Appointment of Director (Mr Andrew J. Love)

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

“That, Mr Andrew J. Love, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 5 - Appointment of Director (Ms Michelle Cormier)

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

“That, Ms Michelle Cormier, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 6 - Appointment of Director (Mr Wayne Wouters)

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

“That, Mr Wayne Wouters, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 7 - Appointment of Director (Mr Jyothish George)

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

“That, Mr Jyothish George, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 8 - Appointment of Director (Mr David Cataford)

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

“That, Mr David Cataford, who automatically retires in accordance with clause 3.12(c)(i) of the Company’s constitution and being eligible, be re-elected as a member of the Company’s Board of Directors.”

Resolution 9 - Appointment of Director (Ms Louise Grondin)

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

“That, Ms Louise Grondin be appointed, in accordance with clause 3.4 of the Company's constitution, as a member of the Company’s Board of Directors.”

SPECIAL BUSINESS

Resolution 10 – Approval of the annual non-executive Directors' remuneration

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

“That, for the purpose of ASX Listing Rule 10.17, clause 10.2 of the Company's constitution and for all other purposes, the aggregate maximum sum available for the remuneration of non-executive Directors be increased by approximately A\$300,500 from A\$750,000 per year to C\$1,000,000 per year (converted at the Bank of Canada exchange rate on July 24, 2020 of C\$1.00 equals A\$1.0505).”

By order of the Board

Pradip Devalia
Company Secretary
27 July 2020

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EXPLANATORY STATEMENT

This Notice should be read in conjunction with the attached Explanatory Statement. The Explanatory Statement forms part of this Notice

VOTING ENTITLEMENT

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company's board of directors (**Board**) has determined that, for the purposes of the Meeting, shares will be taken to be held by the persons who are registered holders as at 7.00 pm Sydney time on 26 August 2020, which corresponds to 5.00 am Montreal time on 26 August 2020 (**Shareholders**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

ATTENDING THE MEETING

Due to the COVID-19 pandemic and the restrictions on social gatherings and social distancing measures implemented by the Australian, Canadian and Quebec governments, the Company will not be holding a physical AGM this year. Instead, the Company invites you to attend the Meeting online via Lumi (<https://web.lumiagm.com/129465285>) or via the Lumi AGM app. If you choose to participate online or via the app, you will be able to view a live webcast of the Meeting, ask the directors of the Company questions online and submit your votes in real time.

Shareholders and duly appointed proxies can attend the Meeting online by going to <https://web.lumiagm.com/129465285>.

- Registered Shareholders and duly appointed proxies can participate in the Meeting by clicking “**I have a login**” and entering a control number and password before the start of the Meeting.
 - Registered Shareholders – the holder or sequence number located on the proxy form or in the email notification you received is the control number and the password is “champion2020”.
 - Duly appointed proxies – Automic Group Limited (**Automic**), for Australian Shareholders, or TSX Trust Company, for Canadian Shareholders, will provide the proxy who has been registered with Automic or TSX Trust Company with a control number after the voting deadline has passed. The password to the Meeting is “champion2020”.
- Voting at the Meeting will only be available for registered Shareholders and duly appointed proxies. Non-registered Shareholders who have not been appointed as proxies may attend the Meeting by clicking “**I am a guest**” and completing the online form.

Shareholders who wish to appoint a third party proxy to represent them at the online Meeting **must submit their proxy form or voting instruction form (as applicable) prior to registering their proxy for attendance at the Meeting. Registering the proxy for attendance at the Meeting is an additional step once a Shareholder has submitted their proxy form or voting instruction form. Failure to register a duly appointed proxy with Automic or TSX Trust Company (as applicable) will result in the proxy not receiving a control number to participate in the Meeting.** To register a proxy, Shareholders who hold their shares in Canada with TSX Trust Company as Canadian transfer agent **MUST** visit <https://tsxtrust.com/resource/en/75> or Shareholders who hold their shares in Australia on ASX

MUST submit their proxy forms according to one of the methods set out on pages 8-9, as applicable, by 6.00 pm Montreal time on 25 August 2020, which corresponds to 8.00 am Sydney time on 26 August 2020 respectively and provide Automatic or TSX Trust Company (as applicable) with their proxyholder's contact information, so that Automatic or TSX Trust Company (as applicable) may provide the proxyholder with a control number via email.

It is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences.

In order to participate online, Shareholders must have a valid control number and proxies must have received an email from Automatic or TSX Trust Company (as applicable) containing a control number.

Further details are available below under the section titled "Participating in the Virtual Meeting" and in the "Online Annual General Meeting Guide 2020" attached to this Notice.

All persons attending the Meeting are asked to login via Lumi at least 30 minutes prior to the time the Meeting is scheduled to begin, so that their shareholding may be checked against the register of members of the Company maintained by the applicable registry (a **Registry** and together the **Registries**), their proxy, power of attorney or appointment as corporate representative verified (as applicable) and their attendance noted.

VOTING

To vote, Shareholders should attend the virtual Meeting or appoint a proxy (or attorney or corporate representative) to vote online on their behalf at the Meeting.

In accordance with the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, each vote on the business to be conducted at the Meeting will be conducted by way of a poll. As such, each Shareholder is entitled to one vote on each resolution for each fully paid ordinary share in the Company (**Share**) held by such Shareholder.

VOTING BY PROXY

A Shareholder entitled to attend and vote at the Meeting may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the *Corporations Act 2001* (Cth) (the **Corporations Act**) to exercise its powers as proxy at the Meeting.

A proxy need not be a Shareholder.

A Shareholder may appoint up to two proxies and specify the number or proportion of votes each proxy may exercise. If the Shareholder does not specify the number or proportion of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

The appointment of a proxy or proxies does not preclude a Shareholder from attending and voting at the Meeting. In these circumstances, only the Shareholder - and not their proxy or proxies - is entitled to vote.

Shareholders should consider how they wish their proxy to vote - that is, whether they wish their proxy to vote "For" or "Against", or to "Abstain" from voting on, a particular resolution, or whether to leave the decision to the appointed proxy after discussion at the Meeting.

If a Shareholder does not instruct their proxy on how to vote, their proxy may vote (or abstain from voting) as they see fit at the Meeting.

Shareholders entitled to attend the Meeting and vote on the resolutions who return their proxy forms but do not nominate a proxy will be taken to have nominated the Chairman of the Meeting as their proxy to vote on their behalf. If the proxy form is returned, but the nominated proxy does not attend the Meeting, the Chairman of the Meeting will act in the place of the nominated proxy and vote (or abstain from voting) in accordance with the instructions on the proxy form.

If a Shareholder has appointed the Chairman of the Meeting as their proxy and the Shareholder does not give any voting instructions for Resolution 1 (Remuneration Report), then by signing and returning the proxy form they will be expressly authorising the Chairman to exercise the proxy as the Chairman sees fit in respect of that item of business, even though Resolution 1 is connected directly or indirectly with the remuneration of the Company's key management personnel.

The Chairman intends to vote all valid undirected proxies which it receives for (or in favour of) each item of business, subject to any voting exclusions that may apply to the proxy.

Details for completion and lodgement of proxy forms are on the reverse side of the **proxy form**. To be effective, the proxy form must be received at the relevant Registry by no later than 8.00 am (Sydney time) on 26 August 2020 (which corresponds to 6.00 pm on 25 August 2020 in Montreal). Proxy forms must be received before that time by one of the following methods:

In Australia:

By email: meetings@automicgroup.com.au

By post: Champion Iron Limited
c/o - Automic Group Limited
PO Box 5193
Sydney NSW 2001
Australia

Facsimile: +61 2 8583 3040

By delivery: Automic Group Limited
Level 5, 126 Phillip Street
Sydney NSW 2000
Australia

In Canada:

Online: www.voteproxyonline.com

By email: tsxtrustproxyvoting@tmx.com

By post

and delivery: Champion Iron Limited
c/o - TSX Trust Company
Suite 301, 100 Adelaide Street West
Toronto ON M5H 4H1
Canada

Facsimile: +1 416 595 9593

Shareholders who wish to appoint a third-party proxy to represent them at the Meeting **must submit their proxy form or voting instruction form (as applicable) prior to registering their proxy. Registering the proxy for attendance at the Meeting is an additional step once a Shareholder has submitted their proxy form or voting instruction form. Failure to register a duly appointed proxy for attendance at the Meeting will result in the proxy not receiving a control number to participate in the Meeting.** To register a proxy, Shareholders who hold their shares in Canada with TSX Trust Company as Canadian transfer agent **MUST** complete the form found at <https://tsxtrust.com/resource/en/75> according to the instructions indicated by 25 August 2020, at 6.00 pm Montreal time and provide TSX Trust Company with their proxy's contact information, so that TSX Trust Company may provide the proxy with a control number via email. Shareholders who hold their shares in Australia on ASX **MUST** submit their proxy forms according to one of the methods set out on pages 8-9 above by 8.00 am Sydney time on 26 August 2020, so that Automic may provide the proxy with a control number via email.

Without a control number, proxies will not be able to vote at the online Meeting.

VOTING BY ATTORNEY

A proxy form or voting instruction form and the original power of attorney, if any, under which the proxy form or voting instruction form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 8.00 am (Sydney time) on 26 August 2020 (which corresponds to 6.00 pm on 25 August 2020 in Montreal), being not less than 48 hours before the Meeting.

The appointment of an attorney does not preclude a Shareholder from attending the Meeting virtually and voting at the Meeting. In these circumstances, only the Shareholder - and not their attorney (or the attorney's proxy) - is entitled to vote.

CORPORATE REPRESENTATIVES

A body corporate that is a Shareholder or that has been appointed as a proxy is entitled to appoint any natural person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should have available at the Meeting (and should email to the applicable Registry prior to the Meeting, using the details above) a properly executed "Certificate of Appointment of Corporate Representative" (available from the Registries) confirming his or her authority to act as the Shareholder's representative.

JOINTLY HELD SHARES

If any Share is jointly held, only one of the joint holders is entitled to vote at the Meeting. If more than one Shareholder votes in respect of a jointly held Share, only the vote of the Shareholder whose name appears first on the Register will be counted.

VOTING INFORMATION FOR SHAREHOLDERS WHO HOLD THEIR SHARES IN CANADA WITH TSX TRUST COMPANY AS CANADIAN TRANSFER AGENT

If you hold your Shares with TSX Trust Company as Canadian transfer agent and your name appears on the certificate representing your Shares, you are a registered shareholder of the Company (a **Canadian Registered Shareholder**).

Your Shares may be registered not in your name but in the name of an intermediary (which is usually a bank, trust company, securities dealer or stock broker, or a clearing agency in which such an intermediary participates). If Shares are listed in an account statement provided to you by an intermediary, then it is likely that those Shares will be registered not in your name, but under the intermediary's name or under the name of a depository (such as CDS & Co.). If you hold your Shares with TSX Trust Company as Canadian transfer agent and your Shares are registered in the name of an intermediary or a nominee, you are a non-registered, or beneficial, shareholder of the Company (a **Canadian Beneficial Owner**). There are two categories of Canadian Beneficial Owners. Canadian Beneficial Owners who have provided instructions to an intermediary that they do not object to the intermediary disclosing ownership information about them to the Company are considered to be non-objecting beneficial owners, or **NOBOs**. Canadian Beneficial Owners who have objected to an intermediary providing ownership information about them to the Company are objecting beneficial owners, or **OBOs**.

Canadian securities legislation, particularly National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the **Beneficial Owner Communication Regulation**), requires the Company to explain in plain language how a Canadian Beneficial Owner is able to exercise their votes at the Meeting.

The Company has distributed copies of this Notice and accompanying Explanatory Statement, proxy form and management information circular (collectively, the **Meeting Materials**) directly to Canadian Registered Shareholders and NOBOs in Canada and to intermediaries for forward distribution to all OBOs and certain NOBOs. Meeting Materials forwarded to Canadian Beneficial Owners will likely not include the Company's proxy form but instead an intermediary's voting instruction form, or **VIF**. Intermediaries are required to deliver the Meeting Materials to Canadian Beneficial Owners and to seek instructions as to how to vote their Shares. Brokers or agents can only vote the Shares if instructed to do so by the Canadian Beneficial Owner.

The Company will assume the costs of mailing the Meeting Materials to the NOBOs and to the OBOs.

Canadian Registered Shareholders

If you are a Canadian Registered Shareholder, you can vote your Shares at the Meeting. Your vote can be cast by you online and counted at the Meeting. If you wish to vote online at the Meeting, do not complete or return the proxy form included with this Notice. If you do not wish to attend the Meeting or do not wish to vote online, you should complete and deliver a proxy form. Please refer to the section titled "*Voting by Proxy*" of this Explanatory Statement for information on how to appoint a proxy or an attorney to vote in your stead.

Canadian Beneficial Owners

Canadian Beneficial Owners should be aware that only Shareholders whose names appear on the Canadian Register (ie Canadian Registered Shareholders) are entitled to vote at the Meeting. The purpose of the procedures described below is to permit Canadian Beneficial Owners as of the Beneficial Ownership Determination Date (as defined below) to direct the voting of the Shares they beneficially own in accordance with the Beneficial Owner Communication Regulation.

Pursuant to the Beneficial Owner Communication Regulation, the Company can elect to send the proxy-related materials to, and receive voting instruction forms from, NOBOs. This must be done by an intermediary in relation to OBOs, who wish to remain anonymous to the Company.

By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions.

Voting procedure for Canadian Beneficial Owners who receive this Notice and a voting instruction form from TSX Trust Company

If you have received a VIF from TSX Trust Company, you may return it to TSX Trust Company:

- (i) by regular mail;
- (ii) by fax at +1 416 595 9593; or

- (iii) by voting online at www.voteproxyonline.com and entering your control number as instructed on the log on page.

Detailed instructions of how to submit your vote will be on the VIF.

Voting procedure for Canadian Beneficial Owners who receive this Notice and a voting instruction form from an intermediary

Intermediaries (which are usually banks, trust companies, securities dealers or stock brokers, or clearing agencies in which such an intermediary participates), which are the registered holders of Shares, can only vote the Shares if instructed to do so by the Canadian Beneficial Owners. Every intermediary has its own mailing procedure and provides its own instructions. You should consider and follow the instructions which your intermediary provides to you (or which are otherwise contained in the contract between you and your intermediary). Typically, a Canadian Beneficial Owner will be given a VIF, which must be completed and signed by the Canadian Beneficial Owner in accordance with the instructions provided by the intermediary. The purpose of such VIF is to give the intermediary permission on how to vote on behalf of or otherwise represent the Canadian Beneficial Owner at the Meeting. A Canadian Beneficial Owner cannot use the VIF to vote or otherwise represent Shares at the Meeting.

If you are a Canadian Beneficial Owner and have been provided with a VIF from your intermediary, you may be given the option of submitting your voting instructions by telephone or facsimile – follow the instructions on the VIF. You will likely also be able to submit your voting instructions by Internet by accessing www.proxyvote.com, the URL or web address as provided in the VIF, entering the control number that appears on the VIF, indicating your vote on each proposal and selecting "final submission". Any such vote is an instruction to your intermediary as to how you wish to vote. It is not a vote cast by you in person virtually at the Meeting.

Canadian Beneficial Owners should follow the instructions on the forms they receive and contact their intermediaries promptly if they need assistance.

The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communication Solutions (**Broadridge**). Broadridge mails the VIFs to the Canadian Beneficial Owners as of the Beneficial Ownership Determination Date and asks these Canadian Beneficial Owners to return the VIFs to Broadridge. Broadridge then tabulates the results of all VIFs received from Canadian Beneficial Owners as of the Beneficial Ownership Determination Date respecting the Shares to be represented at the Meeting. The VIF must be returned to Broadridge in advance of the Meeting as per the instructions on the VIF in order to have the Shares voted or otherwise represented at the Meeting.

Please take note that proxies returned by intermediaries as "non-votes" because either the intermediary has not received instructions from the Canadian Beneficial Owner with respect to the voting of certain Shares or, under applicable regulatory rules, the intermediary does not have the discretion to vote those Shares on one or more of the matters that come before the Meeting, will be treated as not entitled to vote on any such matter and will not be counted as having been

voted in respect of any such matter. Shares represented by these intermediary "non-votes" will, however, be counted in determining whether or not there is a quorum.

Revocation of proxy forms and voting instruction forms for Canadians

A Canadian Registered Shareholder who executes and returns a proxy form may revoke it to the extent it has not been exercised by depositing a written instrument executed by that Canadian Registered Shareholder or their attorney or by transmitting by telephonic or electronic means a revocation that is signed by electronic signature, or, if the Canadian Registered Shareholder is a corporation, by written instrument executed (under corporate seal if so required by the rules and laws governing the corporation) by a duly authorised signatory of that corporation:

- (i) with TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1, facsimile: +1 416 595 9593, Attention: Proxy Department, at any time up to the close of business on the last business day prior to the Meeting;
- (ii) electronically with the Company, provided that the revocation is received by the Chairman of the Meeting on the day of the Meeting at any time prior to a vote being taken in reliance on that proxy; or
- (iii) in any other manner permitted by law.

A Canadian Beneficial Owner may revoke a VIF or may revoke a waiver of the right to receive meeting materials or a waiver of the right to vote given to an intermediary at any time by written notice to the intermediary, except that an intermediary is not required to act on any such revocation that is not received by the intermediary well in advance of the Meeting.

In accordance with Canadian securities legislation, Canadian Beneficial Owners as of 7.00 pm (Montreal time) on 28 July 2020 (the **Beneficial Ownership Determination Date**) are entitled to receive notice of the Meeting and to provide instructions to vote at the Meeting.

VOTING EXCLUSIONS

The Voting Exclusion Statements set out below will apply in relation to Resolution 1 (Remuneration Report) and Resolution 10 (Approval of the annual non-executive Directors' remuneration) as set out below. There are no voting exclusions with respect to Resolutions 2 – 9 (inclusive), which relate to the re-election of Directors.

Resolution 1 – Remuneration Report

The Corporations Act restricts members of the Company's key management personnel (**KMP**) and their closely related parties from voting on this resolution. A "closely related party" of a KMP is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

In accordance with these requirements, the Company will disregard any votes cast on Resolution 1, in any capacity, by or on behalf of:

- (a) Directors and the other members of the Company's KMP, details of whose remuneration are included in the Remuneration Report; and
- (b) closely related parties of those persons.

In addition, in accordance with the Corporations Act, the Company will also disregard any votes cast on Resolution 1 by any member of the Company's KMP (and their closely related parties) as a proxy, unless the vote is cast:

- (a) for a person entitled to vote in accordance with the directions on the Proxy Form;
- (b) by the Chairman of the Meeting for a person entitled to vote where the Chairman has received express authority to vote undirected proxies as the Chairman sees fit on Resolution 1 even though that resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company; or
- (c) by 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.

Resolution 10 – Approval of the annual non-executive Directors' remuneration

As required by the ASX Listing Rules, the Company will disregard any votes cast on Resolution 10 by any Director of the Company and any associate of any Director of the Company. However, the Company will not disregard a vote on Resolution 10 if 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 it is cast by the Chairman 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 addition, in accordance with the Corporations Act, the Company will also disregard any votes on Resolution 10 by any member of the Company's KMP (or their closely related parties) as a proxy, unless the vote is cast:

- (a) for a person entitled to vote in accordance with the directions on the proxy form;
- (b) by the Chairman of the Meeting for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit on Resolution 10 even though that resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company; or

(c) by 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.

INFORMATION ABOUT THE PROPOSED RESOLUTIONS

Annual Report

Section 317 of the Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the past financial year to be tabled before the AGM. There is no requirement in the Corporations Act or the Company's constitution for Shareholders to vote on, approve or adopt such reports. The AGM provides a forum for Shareholders to ask questions and make comments on the Company's reports and accounts for the financial year ended 31 March 2020 and on the management of the Company.

In addition, Shareholders may, at the Meeting, ask questions of the auditor in relation to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company for the preparation of the financial statements and the auditor's independence in relation to the conduct of the audit.

Resolution 1 – Remuneration Report

The Remuneration Report is required to be considered for adoption in accordance with section 250R(2) of the Corporations Act. The Remuneration Report, which details the Company's policy on the remuneration of non-executive Directors, executive Directors and senior executives for the financial year ending 31 March 2020, is part of the Director's Report contained in the Company's 2020 Annual Report.

The vote on this Resolution is advisory only and does not bind the Directors of the Company. However, the Directors of the Company will take into consideration the outcome of voting on this Resolution when assessing the remuneration policy for senior executives and executive and non-executive Directors in future.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Meeting.

Directors' Recommendation

Acknowledging that every Director has a personal interest in his or her own remuneration from the Company, as described in the Remuneration Report, the Directors unanimously recommend the adoption of the Remuneration Report.

Resolution 2 – Appointment of Director (Mr Michael O'Keeffe)

In accordance with clause 3.12(c)(i) of the Company's constitution, for such time as the Company's shares are admitted to the TSX, all directors must retire annually and are eligible for re-election at the general meeting.

Mr Michael O'Keeffe was appointed as a Director at the last annual general meeting and retires in accordance with the constitution. He is currently the Executive Chairman of the Company.

Mr O’Keeffe offers himself for election as a Director of the Company in accordance with Clause 3.12(c)(ii) of the Company’s constitution.

Mr Michael O’Keeffe

Mr O’Keeffe was appointed Executive Chairman of the Company on August 13, 2013 and Chief Executive Officer on October 3, 2014. On April 1, 2019, Mr. O’Keeffe stepped down as CEO and remains Executive Chairman of the Board. Mr O’Keeffe commenced work with MIM Holdings in 1975. He held a series of senior operating positions, rising to Executive Management level in commercial activities. In 1995, he became Managing Director of Glencore Australia (Pty) Limited and held the position until July 2004. Mr O’Keeffe was the founder and Executive Chairman of Riversdale Mining Limited. He has previously held directorships in Anaconda Nickel Limited, Mt Lyell Mining Co Limited and BMA Gold Limited. Mr O’Keeffe was previously the chairman of Riversdale Resources Limited. Mr O’Keeffe also serves as director of Mount Royal Resources Limited and EHR Resources Limited.

Directors’ Recommendation

The Directors (excluding Mr O’Keeffe) recommend that Shareholders vote in favour of Resolution 2 to appoint Mr O’Keeffe as a Director of the Company.

Resolution 3 – Appointment of Director (Mr Gary Lawler)

Mr Gary Lawler was appointed as a Director at the last annual general meeting and retires in accordance with clause 3.12(c)(i) of the Company's constitution. Mr Lawler offers himself for election as a Director of the Company in accordance with Clause 3.12(c)(ii) of the Company’s constitution.

Mr Gary Lawler

Mr Lawler was appointed as a Non-Executive Director on April 9, 2014. He is a leading Australian corporate lawyer who has specialised as a mergers and acquisitions lawyer for over 35 years. Mr Lawler has been a partner in a number of leading Australian law firms and is currently a Senior Advisor at Ashurst Australia. Mr Lawler is also the Chairman of Mont Royal Resources Limited. Mr Lawler has previously held board positions with Dominion Mining Limited, Riversdale Mining Limited, Riversdale Resources Limited and Cartier Iron Corporation and brings a wealth of experience to the Board.

Directors’ Recommendation

The Directors (excluding Mr Lawler) recommend that Shareholders vote in favour of Resolution 3 to appoint Mr Lawler as a Director of the Company.

Resolution 4 – Appointment of Director (Mr Andrew J. Love)

Mr Andrew J. Love was appointed as a Director at the last annual general meeting and retires in accordance with clause 3.12(c)(i) of the Company's constitution. Mr Love offers himself for election as a Director of the Company in accordance with Clause 3.12(c)(ii) of the Company's constitution.

Mr Andrew J. Love

Mr Love was appointed as a Non-Executive Director on April 9, 2014. He is a Chartered Accountant with more than 30 years of experience in corporate recovery and reconstruction in Australia. He was a senior partner of Australian accounting firm Ferrier Hodgson from 1976 to 2008 and is now a consultant. In that time, he advised major local and overseas companies and financial institutions in a broad variety of restructuring and formal insolvency assignments. During this time, Mr Love specialized in the Resources Industry. Mr Love has been an independent company director of a number of companies over a 30-year period in the Resources, Financial Services and Property Industries. This has involved corporate experience in Asia, Africa, Canada, the United Kingdom and the United States. Mr Love's previous board positions have included Chairman of ROC Oil Ltd., Deputy Chairman of Riversdale Mining Limited, Director of Charter Hall Office Trust, Chairman of Museum of Contemporary Art, Chairman of Gateway Lifestyle Operations Ltd. and Director of Scottish Pacific Group Ltd.

Directors' Recommendation

The Directors (excluding Mr Love) recommend that Shareholders vote in favour of Resolution 4 to appoint Mr Love as a Director of the Company.

Resolution 5 – Appointment of Director (Ms Michelle Cormier)

Ms Michelle Cormier was appointed as a Director at the last annual general meeting and retires in accordance with clause 3.12(c)(i) of the Company's constitution. Ms Cormier offers herself for election as a Director of the Company in accordance with Clause 3.12(c)(ii) of the Company's constitution.

Ms Michelle Cormier

Ms Cormier is a senior-level executive with experience in financial management, strategic consulting as well as corporate financing, turnaround and governance. She has in-depth knowledge of financial and public markets in Canada and the United States. Ms Cormier has been acting as an Operating Partner for Wynnchurch Capital (Canada) Ltd since 2014. Previously, she was chief financial officer of TNG Capital Inc. and chief financial officer at a major North American forest products company. She also worked at Alcan Aluminum Limited and Ernst & Young. Ms Cormier holds a Bachelor's Degree in Business Administration from Bishop's University and is a member of the Québec Order of Chartered Professional Accountants. She is a Certified Director of companies with significant board experience in public, private and not-for-profit organizations. Ms Cormier currently serves on the board of directors of Cascades Inc. as lead director, chair of the audit and finance committee and member

of the corporate governance and nominating committee and Uni-Select Inc. as chair of the board of directors and of the corporate governance and nominating committee, and member of the audit committee.

Directors' Recommendation

The Directors (excluding Ms Cormier) recommend that Shareholders vote in favour of Resolution 5 to appoint Ms Cormier as a Director of the Company.

Resolution 6 – Appointment of Director (Mr Wayne Wouters)

Mr Wayne Wouters was appointed as a Director at the last annual general meeting and retires in accordance with clause 3.12(c)(i) of the Company's constitution. Mr Wouters offers himself for election as a Director of the Company in accordance with clause 3.12(c)(ii) of the Company's constitution.

Mr Wayne Wouters

The Honourable Wayne G. Wouters is a Strategic and Policy Advisor with McCarthy Tétrault LLP. Before joining the private sector, Mr Wouters had a long and illustrious career in the Public Service of Canada. His last assignment was the Clerk of the Privy Council, Secretary to the Cabinet, and Head of the Public Service. Appointed by Prime Minister Harper, Mr Wouters served from July 1, 2009 until October 3, 2014, at which time he retired from the Public Service of Canada. Prior to this, Mr Wouters was a Deputy Minister in several departments, including the Deputy Minister of Human Resources and Skills Development Canada and Secretary of the Treasury Board. In 2014, Mr Wouters was inducted as a Member of the Privy Council by the Prime Minister.

Directors' Recommendation

The Directors (excluding Mr Wouters) recommend that Shareholders vote in favour of Resolution 6 to appoint Mr Wouters as a Director of the Company.

Resolution 7 – Appointment of Director (Mr Jyothish George)

Mr Jyothish George was appointed as a Director at the last annual general meeting and retires in accordance with clause 3.12(c)(i) of the Company's constitution. Mr George offers himself for election as a Director of the Company in accordance with clause 3.12(c)(ii) of the Company's constitution.

Mr Jyothish George

Mr George is currently Head of Glencore's Iron Ore Division. He serves as Vice Chairman of the Board of Directors of the El Aouj Mining Company SA in Mauritania and a member of the Board of Directors of Jumelles Limited, the holding company of the Zanaga iron ore mine in the Republic of Congo. Immediately prior to his current role, Mr George served as the Chief Risk

Officer of Glencore. He earlier held a number of roles at Glencore's head office in Baar, Switzerland from 2009 onwards focused on iron ore, nickel and ferroalloys physical and derivatives trading, and has been involved with iron ore marketing since its inception at Glencore. Mr George joined Glencore in 2006 in London. He was previously a Principal at Admiral Capital Management in Greenwich, Connecticut, a Vice President in equity derivatives trading at Morgan Stanley in New York, and started his career at Wachovia Securities in New York as a Vice President in convertible bonds trading. Mr George received a Bachelor's in Technology from IIT Madras, India and a PhD in Mechanical Engineering from Cornell University.

Directors' Recommendation

The Directors (excluding Mr George) recommend that Shareholders vote in favour of Resolution 7 to appoint Mr George as a Director of the Company.

Resolution 8 – Appointment of Director (Mr David Cataford)

Mr David Cataford was appointed as a Director at the last annual general meeting and retires in accordance with clause 3.12(c)(i) of the Company's constitution. Mr Cataford is the current Chief Executive Officer of the Company. Mr Cataford offers himself for election as a Director of the Company in accordance with clause 3.12(c)(ii) of the Company's constitution.

Mr David Cataford

Mr Cataford was appointed to the position of Chief Executive Officer on April 1, 2019. Mr Cataford had been Chief Operating Officer of the Company since March 20, 2017. Prior to joining Champion as Vice President, Engineering in 2014, Mr Cataford held several management positions within Cliffs Natural Resources Inc., including key positions in their main iron ore deposit at Bloom Lake Mine in Fermont, Quebec. At Bloom Lake, Mr Cataford played an important role in the management team, which increased drilling capacity by 80%, and he helped in the Phase 1 expansion of the plant. His experience in iron ore mining includes mineral characterization projects at Bloom Lake and for ArcelorMittal at Mont Wright, as well as adapting the recovery circuit to meet new customer demands. Mr Cataford is currently president and cofounder of the North Shore and Labrador Mineral Processing Society.

Directors' Recommendation

The Directors (excluding Mr Cataford) recommend that Shareholders vote in favour of Resolution 8 to appoint Mr Cataford as a Director of the Company.

Resolution 9 – Appointment of Director (Ms Louise Grondin)

Ms Louise Grondin offers herself for election and appointment as a Director in accordance with clause 3.4 of the Company's constitution.

Ms Louise Grondin

Louise Grondin is Senior Vice-President, People and Culture of Agnico Eagle Mines Limited (**Agnico Eagle**), a Canadian-based international gold producer, a position she has held since January 2020. Since joining Agnico Eagle in 2001, Ms. Grondin has held various leadership positions, including Senior Vice-President, Environment, Sustainable Development and People, and Senior Vice-President, Environment and Sustainable Development. Prior to her employment with Agnico Eagle, Ms. Grondin worked for Billiton Canada Ltd. as Manager Environment, Human Resources and Safety. Ms. Grondin is a graduate of the University of Ottawa (B.Sc.) and McGill University (M.Sc.). Ms. Grondin is a member of the Professional Engineers of Ontario and of the *Ordre des Ingénieurs du Québec* and is a fellow of the Canadian Academy of Engineering.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 9 to appoint Ms Grondin as a Director of the Company.

Resolution 10 – Approval of the annual non-executive Directors' remuneration

The maximum aggregate annual remuneration payable by the Company to non-executive Directors is determined by shareholders in general meeting and may not be increased without the prior approval of shareholders as required by clause 10.2 of the Company's constitution and ASX Listing Rule 10.17.

The current maximum aggregate annual remuneration payable to non-executive Directors is A\$750,000, which was the amount approved by Shareholders at the annual general meeting held on 18 August 2017. It is proposed to increase this cap from A\$750,000 to C\$1,000,000 per annum. The amount of the increase is approximately A\$300,500 converted at the Bank of Canada exchange rate on July 24, 2020 of C\$1.00 equals A\$1.0505.

The policy of the Board is that the amount of fees should be set at a level which provides the Company with the necessary flexibility to attract and retain the services of Directors of the highest calibre. The fees currently payable to non-executive Directors are set out in the Remuneration Report. The policy is to adequately remunerate non-executive Directors for their expertise, time, commitment and responsibilities.

The following table sets out details of securities issued to non-executive Directors under ASX Listing Rules 10.11 or 10.14 with the approval of shareholders within the preceding three years.

Non-executive Director	Deferred Share Units	Shares
Mr Wayne Wouters	18,195 deferred share units issued on 12 November 2018 at C\$1.22 each 14,610 deferred share units issued on 19 September 2019 at C\$2.31 each 5,794 deferred share units issued on 29 May 2020 (Sydney time) at C\$2.33 each	500,000 ordinary shares issued on 31 October 2019 for A\$0.30 per share on exercise of options issued in November 2016
Mr Andrew Love	17,004 deferred share units issued on 12 November 2018 at A\$1.31 each	300,000 ordinary shares issued on 21 April 2020 for A\$1.08 per share as a result of the exercise of options issued in July 2017
Ms Michelle Cormier	18,011 deferred share units issued on 13 November 2018 at C\$1.24 each 14,610 deferred share units issued on 19 September 2019 at C\$2.31 each 15,021 deferred share units issued on 29 May 2020 (Sydney time) at C\$2.33 each	500,000 ordinary shares issued on 4 June 2020 for A\$1.00 per share as result of the exercise of options issued in August 2017
Mr Gary Lawler	17,004 deferred share units issued on 12 November 2018 at A\$1.31 each 19,157 deferred share units issued on 19 September 2019 at A\$2.61 each 4,692 deferred share units issued on 29 May 2020 (Sydney time) issued at A\$2.59 each	300,000 ordinary shares issued on 7 July 2020 for A\$1.08 per share as a result of the exercise of options issued in July 2017

The C\$1,000,000 cap on aggregate non-executive Director remuneration will provide the Company with the ability to retain and adequately compensate non-executive Directors over the coming years. It will also allow the Company to attract and appoint additional non-executive Directors if this is considered appropriate in the future (noting clause 3.1 of the Company's constitution provides for a maximum of nine Directors on the Board).

The ability to appoint additional non-executive Directors is important to ensure that the Board is comprised of Directors with an appropriate mix of qualifications, skills, experience, expertise and diversity. At the Meeting, it will be proposed that Louise Grondin is appointed as an additional Director, subject to shareholder approval.

The Company has no intention to increase non-executive Director's individual remuneration with respect to its financial year 2021. In addition, the proposal to increase the cap on the maximum aggregate remuneration payable to non-executive Directors from A\$750,000 to C\$1,000,000 should not be taken as implying that the full amount will be used. The C\$1,000,000 is a maximum annual limit, and it should not be assumed that the fees will necessarily be increased to that maximum level. Full details of the fees payable to non-executive Directors will be set out in the Remuneration Report which must be submitted for adoption by Shareholders at every annual general meeting.

Directors' Recommendation

As each of the non-executive Directors has a personal interest in Resolution 10, it is not appropriate for them to make any recommendations as to how Shareholders should vote on this resolution.

PARTICIPATING IN THE VIRTUAL MEETING

The Meeting will be hosted online by way of a live webcast. Shareholders will not be able to attend the Meeting in person. A summary of the information Shareholders will need to attend the online Meeting is provided below. The Meeting will begin at 6.00 pm Montreal time on 27 August 2020, which corresponds to 8.00 am Sydney time on 28 August 2020. In order to participate online, Shareholders must have a valid control number and proxyholders must have received an email from Automic or TSX Trust Company, as applicable, containing a control number.

- Australian registered Shareholders that have a holder number, along with duly appointed proxies who were assigned a control number by Automic (please refer to the section titled "Voting by Proxy" of this Explanatory Statement), will be able to vote and submit questions during the Meeting. To do so, please go to <https://web.lumiagm.com/129465285> prior to the start of the Meeting to login, click on **"I have a login"** and enter your control number along with the password "champion2020".
- Canadian Registered Shareholders that have a 12-digit control number, along with duly appointed proxies who were assigned a control number by TSX Trust Company (please refer to the section titled "Voting by Proxy" of this Explanatory Statement), will be able to vote and submit questions during the Meeting. To do so, please go to <https://web.lumiagm.com/129465285> prior to the start of the Meeting to login, click on **"I have a login"** and enter your 12-digit control number along with the password "champion2020". Canadian Beneficial Owners may login as guests by clicking on **"I am a Guest"** and complete the online form. Similarly, Canadian Registered Shareholders who duly appointed a proxy to represent them and vote at the Meeting but who wish to attend the Meeting may do so as guests by clicking on "I am a Guest" and completing the online form (such Canadian Registered Shareholders will, however, not be able to vote or submit questions at the Meeting).
- Canadian Beneficial Owners who wish to attend the Meeting and who do not have a control number or username will only be able to attend the Meeting as guests, which will allow them to listen to the Meeting; however, they will not be able to vote or submit questions.
- If Shareholders are using a control number to login to the Meeting and accept the terms and conditions, they will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the Meeting. If Shareholders have already voted by proxy and vote again during the online ballot during the Meeting, such Shareholders' online vote during the Meeting will revoke their previously submitted proxies. If Shareholders have already voted by proxy and do not wish to revoke their previously submitted proxy, they must NOT vote again during the online ballot.
- If you are eligible to vote at the Meeting, it is important that you are connected to the Internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure connectivity for the duration of the Meeting. You will be able to access the Meeting before the start time and should allow ample time for online check-in, which will begin at **5.30** pm Montreal time on 27 August 2020, which corresponds to **7.30** am Sydney time on 28 August 2020.

- To have their shares voted at the Meeting, each Canadian Registered Shareholder or their proxy will be required to enter their control number or username provided by TSX Trust Company at <https://web.lumiagm.com/129465285> prior to the start of the Meeting.

ONLINE ANNUAL GENERAL MEETING GUIDE 2020

Attending the AGM electronically

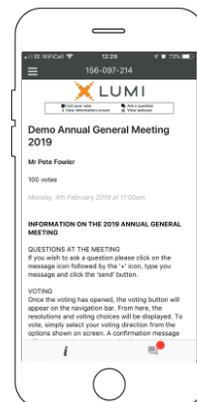
This year we will be conducting a virtual AGM, giving you the opportunity to attend the AGM online, using your smartphone, tablet or computer.

You will be able to view a live webcast of the meeting, ask the Board questions and submit your votes in real time.

Simply go to <https://web.lumiagm.com/129465285> in your web browser (not a Google search) on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge and Firefox. Please ensure your browser is compatible by login in early. **PLEASE DO NOT USE INTERNET EXPLORER.**

If you have voting rights, select “I have a Login” and enter your control number and password. If you don’t select “I am a Guest” and fill in the form.

You will be able to log into the site from 5.30 pm on August 27, 2020 (Montreal time), which corresponds to 7.30 am on August, 28 2020 (Sydney time).

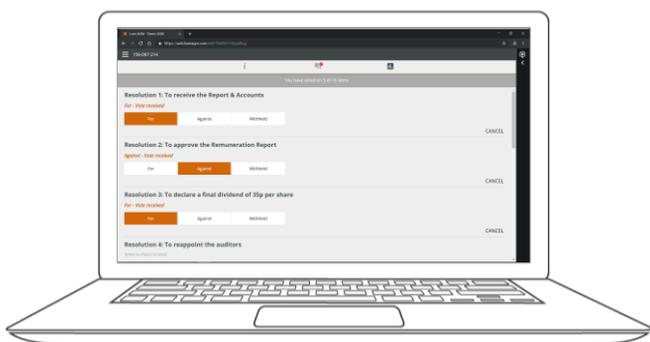


NAVIGATION

When successfully authenticated, the info screen  will be displayed. You can view company information, ask questions and watch the webcast.

If you would like to watch the **webcast** press the broadcast icon. 

If viewing on a computer, the webcast will appear at the side automatically once the meeting has started.

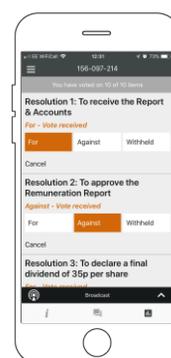
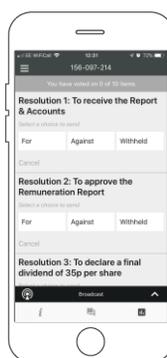


VOTING

Once the voting has opened, the resolutions and voting choices will be displayed.

To vote, simply select your voting direction from the options shown on screen. A confirmation message will appear to show your vote has been received. **For - Vote received**

To change your vote, simply select another direction. If you wish to cancel your vote, please press Cancel.



QUESTIONS

Any voting member attending the Meeting is eligible to ask questions.

If you would like to ask a question, select the messaging icon 

Messages can be submitted at any time during the Q&A session up until the Chairman closes the session.

Type your message within the chat box at the bottom of the messaging screen.

Once you are happy with your message click the send button.

Questions sent via the Lumi AGM online platform will be moderated before being sent to the Chairman. This is to avoid repetition and remove any inappropriate language.

