
HARANGA RESOURCES LIMITED

ABN 83 141 128 841

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 9.30 am (WST)

DATE: 29 March 2011

PLACE: Garrison Capital Pty Ltd
Level 1, 33 Richardson St
West Perth, WA 6005

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9200 6264.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	6
Glossary	11
Schedule 1 – Terms and Conditions of Director Options	12
Schedule 2 – Valuation of Director Options	13
Annexure A – Nomination of Auditor	14
Proxy Form	15

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Haranga Resources Limited which this Notice of Annual General Meeting relates to will be held at 9:30 am (WST) on 29 March 2011 at:

Garrison Capital Pty Ltd
Level 1, 33 Richardson St
West Perth, WA 6005

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the annual general meeting of Shareholders will be held at Garrison Capital Pty Ltd, Level 1, 33 Richardson St, West Perth, Western Australia at 9:30 am (WST) on 29 March 2011.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 27 March 2011 at 9:30 am (WST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 31 December 2010."

2. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR – KELL NIELSEN

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Kell Nielsen, retires by rotation, and being eligible, is re-elected as a Director."

3. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR – TIMOTHY FLAVEL

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Timothy Flavel, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 4 – ISSUE OF DIRECTOR OPTIONS – ROBERT WRIXON

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

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 2,000,000 Director Options to Robert Wrixon (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Robert Wrixon (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

5. RESOLUTION 5 – ISSUE OF DIRECTOR OPTIONS – KELL NIELSEN

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

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 1,000,000 Director Options to Kell Nielsen (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Kell Nielsen (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

6. RESOLUTION 6 – ISSUE OF DIRECTOR OPTIONS – MATTHEW WOOD

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

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 500,000 Director Options to Matthew Wood (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Matthew Wood (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

7. RESOLUTION 7 – ISSUE OF DIRECTOR OPTIONS – TIMOTHY FLAVEL

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

“That, for the purposes of Section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Directors to allot and issue 500,000 Director Options to Timothy Flavel (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Timothy Flavel (or his nominee) or any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting 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.

8. RESOLUTION 8 - APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, approval is given for the Directors to appoint BDO Audit (WA) Pty Ltd as auditor of the Company, having been nominated by a Shareholder and consented in writing to act in the capacity of auditor of the Company."

DATED: 23 FEBRUARY 2011
BY ORDER OF THE BOARD

MR TIMOTHY FLAVEL
COMPANY SECRETARY
HARANGA RESOURCES LIMITED

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 9:30 am (WST) on 29 March 2011 at Level 1, 33 Richardson St, West Perth, Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 31 December 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.haranga.com.

2. RESOLUTION 1- ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 31 December 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

3. RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS – KELL NIELSEN AND TIMOTHY FLAVEL

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

The Company currently has six Directors and accordingly two must retire.

Kell Nielsen and Timothy Flavel, the Directors longest in office, retire by rotation and seek re-election.

4. RESOLUTIONS 4 TO 7 – ISSUE OF DIRECTOR OPTIONS

4.1 General

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of 4,000,000 Options (**Director Options**) to Messrs Robert Wrixon, Kell Nielsen, Matthew Wood and Timothy Flavel (**Related Parties**) on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

The grant of the Director Options to the Related Parties requires the Company to obtain Shareholder approval because the grant of Director Options constitutes giving a financial benefit and as Directors, Messrs Robert Wrixon, Kell Nielsen, Matthew Wood and Timothy Flavel are related parties of the Company.

It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 do not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Director Options to the Related Parties.

4.2 Trading Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are quoted on the ASX. The highest, lowest and most recent market sale prices of the Company's securities on the ASX since listing on 9 December 2010 and immediately preceding the date of this Notice of Meeting and the respective date of those sales are:

Highest:	\$0.74 on 5 January 2011
Lowest:	\$0.46 on 13 December 2010
Last:	\$0.58 on 18 February 2011

4.3 Shareholder Approvals (Chapter 2E of the Corporations Act and Listing Rule 10.11)

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided to allow Shareholders to assess the proposed grant of the Director Options:

- (a) the related parties are Messrs Robert Wrixon, Kell Nielsen, Matthew Wood and Timothy Flavel and they are related parties by virtue of being Directors;
- (b) the maximum number of Director Options (being the nature of the financial benefit being provided) to be granted to the Related Parties is;
 - (i) 2,000,000 Director Options to Robert Wrixon;
 - (ii) 1,000,000 Director Options to Kell Nielsen;
 - (iii) 500,000 Director Options to Matthew Wood; and
 - (iv) 500,000 Director Options to Timothy Flavel;
- (c) the Director Options will be granted for nil cash consideration, accordingly no funds will be raised;
- (d) the Director Options will be granted to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Director Options will be issued on one date;
- (e) the terms and conditions of the Director Options are set out in Schedule 1;
- (f) the value of the Director Options and the pricing methodology is set out in Schedule 2;
- (g) the relevant interest of the Related Parties in securities of the Company are set out below:

Director	Ordinary Shares	Options – exercisable at \$0.20 each on or before 30 April 2015	Options – exercisable at \$0.20 each on or before 16 June 2015
Robert Wrixon	500,000	-	4,500,000
Kell Nielsen	2,680,001	250,000	-
Matthew Wood	6,302,500	1,000,000	-
Timothy Flavel	4,471,251	1,000,000	-

- (h) the remuneration and emoluments from the Company to the Related Parties for the previous financial year was as follows:

	Base Salary	Directors Fees	Consulting Fees	Share Based Payments	Total
Robert Wrixon	-	-	100,000	295,035	395,035
Kell Nielsen	-	-	58,333	16,850	75,183
Matthew Wood	-	-	80,000	67,400	147,400
Timothy Flavel	-	-	70,000	67,400	137,400

- (i) if the Director Options granted to the Related Parties are exercised, a total of 4,000,000 Shares would be allotted and issued. This will increase the number of Shares on issue from 186,750,002 to 190,750,002 (assuming that no other Options are exercised and no other Shares issued) with the effect that the shareholding of existing Shareholders would be diluted by 2.1%.
- (j) the market price for Shares during the term of the Director Options would normally determine whether or not the options are exercised. If, at any time any of the Director Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Director Options, there may be a perceived cost to the Company;
- (k) information on the trading history of the Shares on ASX since listing on 9 December 2010 is set out in Section 4.2 above;
- (l) the primary purpose of the issue of the Director Options is to provide consideration to the Related Parties for their services of assisting the Company in developing the Company strategy of creating a Mongolian focused resources company. Given this purpose and bearing in mind the exercise terms of the Director Options, the Directors do not consider that there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Director Options upon the terms proposed;
- (m) Robert Wrixon declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board (other than Robert Wrixon) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution;
- (n) Kell Nielsen declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board (other than Kell Nielsen) is not aware of any other information that would be reasonably required by Shareholders to allow

them to make a decision whether it is in the best interests of the Company to pass the Resolution;

- (o) Matthew Wood declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6. The Board (other than Matthew Wood) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution; and
- (p) Timothy Flavel declines to make a recommendation to Shareholders in relation to Resolution 7 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 7, recommend that Shareholders vote in favour of Resolution 7. The Board (other than Timothy Flavel) is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass the Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Director Options to the Related Parties as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Director Options to the Related Parties will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

5. RESOLUTION 8 – APPOINTMENT OF AUDITOR

BDO Audit (WA) Pty Ltd were appointed as auditors for the Company pursuant to Section 327A(1) of the Corporations Act. An auditor appointed under this provision holds office until the first annual general meeting of Shareholders.

Resolution 8 seeks Shareholder approval for the appointment of BDO Audit (WA) Pty Ltd as auditor for the Company.

In accordance with Section 328B(1) of the Corporations Act, the Company has obtained a nomination from a Shareholder for BDO Audit (WA) Pty Ltd to be appointed as auditor for the Company. A copy of this nomination is attached as Annexure A.

In accordance with Section 328A(1) of the Corporations Act, BDO Audit (WA) Pty Ltd has provided the Directors with written notification of its consent to act as auditor for the Company subject to Shareholder approval of Resolution 8.

If Resolution 8 is passed, the appointment of BDO Audit (WA) Pty Ltd as auditor for the Company will take effect at the close of this Annual General Meeting.

6. ENQUIRIES

Shareholders are required to contact the Company Secretary on +61 8 9200 6264 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Haranga Resources Limited (ABN 83 141 128 841).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Meeting means the meeting convened by the Notice.

Notice of Meeting or **Notice of Annual General Meeting** means the notice of annual general meeting including the Explanatory Statement.

Share means a share in the Company.

Shareholder means a holder of a Share.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

WST means Western Standard Time as observed in Perth, Western Australia

SCHEDULE 1 – TERMS AND CONDITIONS OF DIRECTOR OPTIONS

The Director Options entitle the holder to subscribe for ordinary fully paid shares in the capital of the Company on the following terms and conditions:

- a) The Director Options will expire at 5.00pm Australian Western Standard Time on 16 February 2016 (**Expiry Date**). Any Director Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - b) Each Director Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Director Option, the Option holder must exercise the Director Options in accordance with the terms and conditions of the Director Options.
 - c) The exercise price payable upon exercise of each Director Option will be \$1 Australian (**Exercise Price**).
 - d) The Director Options shall vest on 16 February 2012 (Vesting Date).
 - e) If the Director being the recipient of the Director Options issued pursuant to Resolutions 4 to 7 (as the case may be) ceases to be a Director prior to the Vesting Date, the relevant Director Options shall be forfeited.
 - f) Once the Director Options are exercisable the Director Options may be exercised at any time prior to the Expiry Date, from time to time.
 - g) An Option holder may exercise their Director Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Director Options specifying the number of Director Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Director Options being exercised;
- (**Exercise Notice**).
- h) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - i) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Director Options specified in the Exercise Notice.
 - j) The Director Options are not transferable.
 - k) All Shares allotted upon the exercise of Director Options will upon allotment rank pari passu in all respects with other Shares.
 - l) The Company will not apply for quotation of the Director Options on ASX. However, the Company will apply for quotation by ASX of all Shares allotted pursuant to the exercise of Director Options within 10 Business Days after the date of allotment of those Shares.
 - m) In the event of any reorganisation (including consolidation, sub-division, reduction or return) of the issued capital of the Company before the expiry of any Director Options, the number of Options to which a Director Option holder is entitled or the Exercise Price of the Director Options or both will be reconstructed (as appropriate) in accordance with the Listing Rules.
 - n) A Director Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Director Option can be exercised.
 - o) There are no participating rights or entitlements inherent in the Director Options and option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Director Options. However, the Company will ensure that for the purposes of the proposed issue notice of the new issue will be given to option holders at least ten (10) Business Days before the record date. This will give option holders the opportunity to exercise their Director Options prior to the date for determining entitlements to participate in any such issue.

SCHEDULE 2 – VALUATION OF DIRECTOR OPTIONS

The Director Options to be issued to the Related Parties pursuant to Resolutions 4 to 7 have been valued by internal management. Using the theoretical Black & Scholes option model and based on the assumptions set out below, the Director Options were ascribed a value range, as follows:

	Valuation	Sensitivity Analysis		
Number of Director Options	4,000,000			
Share Price	\$0.625	\$0.50	\$0.75	\$1.00
Indicative value per Director Option (cents)	0.441	0.337	0.548	0.768
Value of Director Options	1,764,993	1,348,110	2,192,625	3,070,753
Assumptions:				
Valuation Date	16/02/11	16/02/11	16/02/11	16/02/11
Exercise Price	\$1.00	\$1.00	\$1.00	\$1.00
Expiry Date	16/02/2016	16/02/2016	16/02/2016	16/02/2016
Volatility	100%	100%	100%	100%
Risk free interest rate	4.89%	4.89%	4.89%	4.89%

NB: No discount has been applied in relation to the valuation to account for the vesting conditions of the Director Options. The valuation ranges noted above are not necessarily the market prices that the Director Options could be traded at and they are not automatically the market prices for taxation purposes.

ANNEXURE A – NOMINATION OF AUDITOR

6 January 2011

The Company Secretary
Haranga Resources Limited
Level 1, 33 Richardson St
WEST PERTH WA 6005

NOMINATION OF AUDITOR

I, Tim Flavel, a shareholder of Haranga Resources Limited (ABN 83 141 128 841) (**Company**), hereby nominate pursuant to section 328B of the Corporations Act (Cth) 2001, BDO Audit (WA) Pty Ltd of 38 Station Street, Subiaco, Western Australia for appointment as auditor of the Company at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Tim Flavel', is written over a faint, circular blue ink stamp.

Tim Flavel

PROXY FORM

APPOINTMENT OF PROXY
HARANGA RESOURCES LIMITED
ABN 83 141 128 841

ANNUAL GENERAL MEETING

I/We

of

being a member of Haranga Resources Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 9.30 am (WST), on 29 March 2011 at the offices of Garrison Capital Pty Ltd, Level 1, 33 Richardson Street, West Perth, Western Australia, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

☐ If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of the Resolutions and that votes cast by the Chair of the Annual General Meeting for the Resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called the Resolutions.

OR

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of a Director – Kell Nielsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of a Director – Timothy Flavel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Director Options – Robert Wrixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Director Options – Kell Nielsen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Director Options – Matthew Wood	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Issue of Director Options – Timothy Flavel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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.

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

HARANGA RESOURCES LIMITED
ABN 83 141 128 841

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) hand to the Company's registered office at Garrison Capital Pty Ltd, Level 1, 33 Richardson Street, West Perth, Western Australia;
 - (b) mail to the Company's registered office at PO Box 826, West Perth, Western Australia, 6872
 - (c) facsimile to the Company on facsimile number +61 8 9200 4469,

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.