
HARANGA RESOURCES LIMITED
ACN 141 128 841

NOTICE OF GENERAL MEETING

TIME: 10:00 AM (WST)
DATE: 18 January 2018
PLACE: 22 Lindsay Street Perth WA 6000

The Directors believe the proposed change of activities is in the best interests of Shareholders and recommend that Shareholders vote in favour of all Resolutions set out in this Notice of Meeting.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9328 6262.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10:00 AM (WST) on 18 January 2018 at:
22 Lindsay Street Perth WA 6000

Your vote is important

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

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4pm (WST) on 16 January 2018

Voting in person

To vote in person, attend the Meeting at the time, date and 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.

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.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – APPROVAL OF ISSUE OF CONSIDERATION TO ACQUIRE THE MT WINDARRA PROJECT

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

"That subject to passing Resolution 2 and 3 for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 3,000,000 Shares (on a post-Consolidation basis) to the Seller (and/or its nominee) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons. 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.

2. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

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

"That, pursuant to section 254H of the Corporations Act and for all other purposes, including compliance with the ASX Decision, the issued capital of the Company be consolidated on the basis that every 150 Shares be consolidated into one (1) Share and, where this Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole Share."

3. RESOLUTION 3 – APPROVAL OF RIGHTS ISSUE

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

"That, pursuant to ASX Listing Rule 7.1 and for all other purposes including compliance with the ASX Decision, approval is given for the Company to conduct the Rights Issue on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any associates of those persons. 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.

Dated: 18 December 2017

By order of the Board

**Jack James
Company Secretary**

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 General Meeting.

This 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.

Resolution 1 is conditional on Resolutions 2 and 3 as such Resolutions 2 and 3 must be passed for the Rights Issue and Consolidation for the Acquisition to proceed. If Resolutions 2 and 3 are not approved at the Meeting, Resolution 1 will not take effect and the Acquisition Agreement and other matters contemplated by Resolution 1 will not be completed.

1. BACKGROUND TO PROPOSED ACQUISITION

1.1 Background on the Company

The Company is an Australian company, incorporated on 15 December 2009 and listed on the Australian Securities Exchange on 9 December 2010 (ASX: HAR).

As announced on 1 June 2017, HAR disposed of its Selenge Project in Mongolia (**Selenge Project**) which completed on the 8 August 2017 following shareholder approval pursuant to Listing Rule 11.2 (**Disposal**). As announced to ASX the decision to divest the Selenge Project was taken following a sustained period of investor disinterest in the Selenge Project. HAR's ongoing activities are its residual interest in the Selenge Project through its rights to deferred consideration.

The Company has since continued focussing on pursuing new projects and as announced on 21 November 2017, the Company entered into an acquisition agreement with Peter Romeo Gianni to acquire the Mt Windarra Nickel-Cobalt exploration project located in Western Australia (**Mt Windarra Project**) (**Acquisition**).

1.2 Background on the Acquisition

Acquisition of new Project

The Company has entered into a conditional agreement with Peter Romeo Gianni (**Seller**) pursuant to which the Company has agreed to acquire, and the Seller have agreed to sell 100% of its right, title and interest in the exploration licence E39/1996 and all related mining information and statutory licenses that comprise the Mt Windarra Project (**Tenement**) (**Acquisition Agreement**).

Further details of the Mt Windarra Project are set out in Section 1.3 of this Notice.

As at the date of this Notice of Meeting, the Seller is not related in any way to the Directors or a Substantial Holders or promoter of the Company.

1.3 The Mt Windarra Project

A summary of the Mt Windarra Project is set out below.

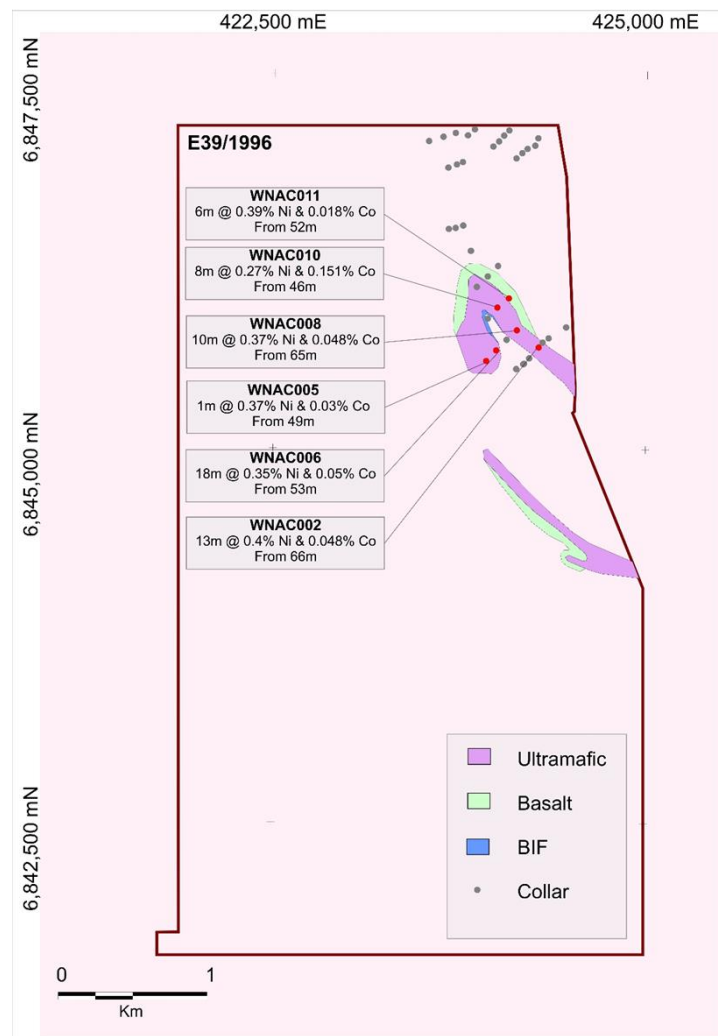
(a) **Location and access**

The Mt Windarra Project is in the Mt Margaret Goldfield of Western Australia and is situated about 25km to the west of Laverton. Access to the Mt Windarra Project is via the sealed road from Kalgoorlie-Leonora-Laverton thence to Mt Windarra. The Mt Windarra Project covers a land area of 16.11km².

Tenement	Grant	Expiry	Land Area
E39/1996	03/07/2017	02/07/2022	16.11 km ²

(b) **Project geology**

The Archaean Komatiites in the eastern Yilgarn Craton have been the focus for Ni-Cu-Co mineralisation. Basal accumulations of massive sulphide mineralisation are generally concentrated in structural depressions and in the basal contacts of thick ultramafic flows (Kambalda-Type) and as disseminated sulphides in thick dunite units (Mt Keith type). Deposits in the Windarra region are predominantly the Kambalda Type.



The Windarra region forms part of the Mt Margaret Goldfield. Mafic and ultramafics, metavolcanics and intrusives form important members of the Windarra Greenstone Belt. A major granitoid pluton has intruded the stratigraphy and has locally stoped out the greenstone units.

The information in this Section 1.3 is contained in the Company's ASX announcement dated 21 November 2017 available on its ASX announcements platform (ASX:HAR) (**Announcement**).

The Company confirms that it is not aware of any new information or data that materially affects the information included in the Announcement.

Exploration Completed

A total of 41 drill holes for 3,157m of drilling has been completed to date inclusive of RAB, Aircore, RC and Diamond Drilling. The exploration completed has delineated nickel and cobalt mineralisation associated with ultramafic lithologies. The underlying lithologies have been obscured by extensive transported cover sequences and thus the local geology has been defined based on a combination of magnetics and drilling information.

1.4 Acquisition Agreement

A summary of the material terms of the Acquisition Agreement relating to the Mt Windarra Project is set out below:

- (a) **(Acquisition)**: The Company agrees to acquire, and the Seller agrees to sell the Tenement on the terms and conditions set out in the Acquisition Agreement;
- (b) **(Conditions Precedent)**: As at the date of this Notice, Settlement remains conditional upon the satisfaction or waiver by the parties of the following conditions:
 - (i) approval and execution of a consolidation of the capital of the Company on the basis of a ratio of 150 for 1 (**Consolidation**);
 - (ii) completion of a pro rata renounceable rights issue on the basis of 15 Shares for every one (1) Share held by eligible Shareholders at the record date at an issue price of \$0.02 per Share (on a post-Consolidation basis) (**Rights Issue**);
 - (iii) completion of due diligence on the Tenement to the satisfaction of the Buyer; and
 - (iv) the Company obtaining all necessary Shareholder and regulatory approvals to give effect to the matters set out in the Acquisition Agreement pursuant to the *Corporations Act 2001* (Cth) (**Corporations Act**), ASX Listing Rules or any other law to allow the Company including, applying to the Minister for the prior written consent of the Minister for the purposes of section 64(1)(b) of the *Mining Act 1978 (WA)* to transfer the Tenement to the Company,(together, the **Conditions**).
- (c) **(Consideration)**: Subject to satisfaction or waiver of the Conditions, in consideration for the Sellers interest in the Tenement, the Company will issue to the Sellers (or its nominee/s) 3,000,000 Shares (on a post-Consolidation basis); and

- (d) **(Board composition):** Upon Completion, the existing directors of the Company will remain;
- (e) **(Completion):** Completion of the Acquisition (**Completion**) will occur on that date which is 5 business days after the satisfaction (or waiver) of the Conditions or such other date as agreed between the parties;
- (f) **(Warranties):** the Acquisition Agreement contains standard Seller warranties typical for an agreement of its type including warranties that the Tenement is valid and in good standing, information provided is accurate and there is no litigation concerning the Tenement.

1.5 Consolidation

As mentioned above, the finalisation of the Consolidation is a condition to Completion. The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward.

Further details in respect of the Consolidation are set out in Section 3 below.

1.6 Rights Issue

The Rights Issue is also a condition to the Completion. The funds raised under the Rights Issue will largely be spent on the Mt Windarra Project as well as covering the costs of the Acquisition and other operating costs of the Company during the next 12 months. The terms of the Rights Issue will give existing Shareholders the opportunity to follow their rights by subscribing for their entitlements as well as providing an opportunity to apply for the shortfall in priority, thereby allowing them to maintain or increase their existing voting power in the Company.

Further details on the Rights Issue is set out at Section 4 of this Notice.

1.7 ASX Consultation

Prior to the agreeing the terms of the Acquisition, the Company sought confirmation from ASX in respect of the application of ASX Listing Rules 11.1.2 and 11.1.3 to the Acquisition. ASX confirmed that subject to Shareholders approving the Acquisition, the Consolidation and the Rights Issue, neither Listing Rule 11.1.2 or 11.1.3 would apply to the Acquisition (**ASX Decision**).

Accordingly, at the Meeting the Company is seeking the relevant Shareholder approvals in order to comply with the ASX Decision, being the approvals for the Consolidation (Resolution 2) and the Rights Issue (Resolution 3).

1.8 Timetable

If all Resolutions are passed, the matters contemplated by this Notice are proposed to take place in accordance with the indicative timetable set out below:

Action	Date*
Consolidation	
Company announces Consolidation and sends out Notice of Meeting.	18 December 2017

Action	Date*
Company tells ASX that Shareholders have approved the Consolidation.	18 January 2017 2018
Last day for pre-Consolidation trading.	19 January 2018
Post-Consolidation trading starts on a deferred settlement basis.	22 January 2017 2018
Last day for Company to register transfers on a pre-Consolidation basis.	23 January 2018
First day for Company to send notice to each holder of the change in their details of holdings.	24 January 2018
First day for the Company to register Securities on a post-Consolidation basis and first day for issue of holding statements.	
Change of details of holdings date. Deferred settlement market ends.	31 January 2018
Last day for Securities to be entered into holders' Security holdings.	
Last day for the Company to send notice to each holder of the change in their details of holdings.	
Rights Issue	
Lodgement of Prospectus with the ASIC and ASX	18 January 2018
Notice sent to Optionholders	18 January 2018
Notice sent to Shareholders	22 January 2018
Ex date	23 January 2018
Rights start trading	23 January 2018
Record Date for determining Entitlements	24 January 2018
Prospectus sent out to Shareholders & Company announces this has been completed	30 January 2018
Rights stop trading	1 February 2018
Last day to extend the Closing date	5 February 2018
Closing Date	8 February 2018
ASX notified of under subscriptions	13 February 2018
Issue date	15 February 2018

Action	Date*
Quotation of Shares issued under the Rights Issue	16 February 2018
Acquisition	
Completion of the Acquisition and issue of Consideration Shares	19 February 2018

*Please note this timetable is indicative only and the directors of the Company reserve the right to amend the timetable as required and in accordance with the ASX Listing Rules.

2. RESOLUTION 1 – APPROVAL OF ISSUE OF CONSIDERATION TO ACQUIRE THE EMPRESS PROJECT

2.1 Background

As outlined in Sections 1.2 and 1.4, the Company has entered into the Acquisition Agreement pursuant to which the Company will, amongst other things and subject to Shareholder approval, issue Shares to the Seller (and/or its nominee) as consideration for the Acquisition.

Resolution 1 seeks Shareholder approval for the purpose of ASX Listing Rule 7.1 to allow the Company to issue 3,000,000 Shares (on a post-Consolidation basis) (**Consideration Shares**) to the Seller (and/or its nominee).

A summary of the material terms and conditions of the Acquisition Agreement is set out in Section 1.4.

2.2 ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the Consideration Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Consideration Securities:

- (a) the maximum number of Shares to be issued is 3,000,000 Shares (on a post-Consolidation basis); and
- (b) the Shares will be issued no later than 3 months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the Shares will be issued for nil cash consideration (at a deemed issue price of \$0.02, (on a post-Consolidation basis)) as they are being issued as consideration for the Acquisition;

- (d) the Shares are proposed to be issued to the Seller (and/or its nominee) who is not a related party, Substantial Shareholder or promoter of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue;
- (f) no cash funds will be raised from the issue of the Shares as they are being issued as consideration for the Acquisition.

3. RESOLUTION 2 – CONSOLIDATION OF CAPITAL

3.1 Background

The Company proposes to undertake the Consolidation to consolidate the numbers of Shares on issue on a 150 for 1 basis. Accordingly, If Resolution 2 is passed and excluding any Securities issued pursuant to the other Resolutions, the number of Shares on issue will be reduced from 484,525,904 to 3,230,173 (subject to rounding).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward.

The Directors intend to implement the Consolidation, subject to shareholder approval, prior to completion of the Acquisition and prior to the proposed Rights Issue pursuant to Resolution 3.

3.2 Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

3.3 Fractional entitlements

Not all Shareholders will hold that number of Shares which can be evenly divided by 150. Where a fractional entitlement occurs, the Company will round that fraction up to the nearest whole Share.

3.4 Taxation

It is not considered that any taxation implications will exist for Shareholders arising from the Consolidation. However, Shareholders are advised to seek their own tax advice on the effect of the Consolidation and the Company, the Directors and their advisers do not accept any responsibility for the individual taxation implications arising from the Consolidation or the other Resolutions.

3.5 Holding statements

From the date of the Consolidation, all holding statements for previously quoted Shares will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-Consolidation basis.

After the Consolidation becomes effective, the Company will arrange for new holding statements for Shares proposed to be quoted to be issued to holders of those Securities.

It is the responsibility of each Shareholder to check the number of Shares held prior to disposal.

3.6 Effect on capital structure

The effect which the Consolidation will have on the Company's capital structure is set out in the table below.

Capital Structure	Shares	Options
Pre-Consolidation Securities	484,525,904	23,750,000
Post-Consolidation of Securities	3,230,173	158,334

The effect the Consolidation will have on the terms of the Options is as set out in the tables below:

Options – Pre Consolidation

Terms	Number
Options exercisable at \$0.05 on or before 31 December 2017	15,000,000
Options exercisable at \$0.20 on or before 30 June 2018	8,750,000
Total	23,750,000

Options – Post Consolidation

Terms	Number
Options exercisable at \$7.50 on or before 31 December 2017	100,000
Options exercisable at \$30.00 on or before 30 June 2018	58,334
Total	158,334

3.7 Indicative timetable

If Resolution 2 is passed, the Consolidation of capital is proposed to take effect in accordance with the timetable set out in Section 1.8.

4. RESOLUTION 3 – APPROVAL OF RIGHTS ISSUE

4.1 Rights Issue terms

As noted in Section 1.5, the Company is, following the completion of the Consolidation, proposing to undertake a pro rata renounceable rights issue (**Rights Issue**) of 15 Shares for every one (1) Share held by eligible Shareholders at the record date at an issue price of \$0.02 per Share (on a post-Consolidation basis) to raise up to approximately \$969,052 (before costs of the Rights Issue).

The terms of the Rights Issue will be contained in a prospectus to be lodged with ASIC and ASX in accordance with the indicative timetable set out in Section 1.8 (**Prospectus**).

The proposed use of funds raised under the Rights Issue is set out in Section 4.5. Further details will be set out in the Prospectus.

The Directors are of the view that the Rights Issue will provide the most certain outcome for the Company in the present circumstances and is preferable to allow the Company's existing Shareholders the opportunity to participate in the funding of the Company and maintain their percentage interest.

The Directors consider that the Rights Issue must be on a 15 for 1 basis to enable sufficient funds to be raised to provide it with funds to continue to expand the Mt Windarra Project and pursuing new projects. A raising of 1 for 1 or less is considered insufficient to meet this objective.

Eligible Shareholders who do not take up their full entitlement will not receive any value in respect of that part of their entitlement they do not take up. Shareholders who are not eligible to participate in the Rights Issue will not receive any value in respect of entitlement they would have received had they been eligible.

4.2 Condition of the Rights Issue

No person's voting power in the Company may increase to 20% or more as a result of the issue of the Shares the subject of the Notice of Meeting.

If Shareholders do not approve the Rights Issue, the Rights Issue will not proceed and the Company will refund all application money received (without interest) in accordance with the Corporations Act.

4.3 Underwriting

Subject to entry into an underwriting agreement, it is intended that the Rights Issue will be underwritten by CPS Capital Pty Ltd. CPS Capital Pty Ltd will be paid a fee of 6% of the amount raised under the Rights Issue.

4.4 Shortfall Facility

In addition to the Rights Issue, there will be a separate and independent offer of any shortfall from the Rights Issue made pursuant to the Prospectus. The Directors have the right to place the shortfall at their discretion, however the intention is to provide Shareholders with an opportunity to apply for the shortfall in priority (**Shortfall Priority Offer**).

Further details of the shortfall offer (including possible effects on control of the Company and dilution to Shareholders) will be contained in the Prospectus.

4.5 Use of funds

	Assuming full subscription under Rights Issue (\$969,052)
Estimated costs of Acquisition (including rights issue costs)	\$150,000
Development of the Empress Project	\$500,000
Pursuing new projects	\$200,000
Working capital	\$119,052
TOTAL	\$969,052

4.6 Capital Structure

The effect of the Rights Issue on the capital structure of the Company is set out in the table below:

Capital Structure	Shares	Options
Securities currently on Issue	484,525,904	23,750,000
Post-Consolidation Securities	3,230,173	158,334
Proposed Securities to be issued pursuant to the Acquisition	3,000,000	Nil
Proposed securities to be issued pursuant to Rights Issue	48,452,600	Nil
Completion of all Resolutions	54,682,773	158,334

4.7 Timetable

If Resolution 3 is passed, the Rights Issue is proposed to take place in accordance with the indicative timetable set out in Section 1.8.

4.8 Issue price of new Shares

Shares under the Rights Issue will be offered at an issue price of \$0.02 per Share (on a post-Consolidation basis).

4.9 Terms of the Shares

The new Shares offered under the Rights Issue will be fully paid ordinary shares in the capital of the Company. A summary of the rights and liabilities attaching to new Shares offered under the Rights Issue will be set out in the Prospectus.

4.10 Persons to whom new Shares will be issued

New Shares under the Rights Issue will be issued to:

- (a) eligible Shareholders who take up their entitlements (either in full or in part);
- (b) Shareholders who apply for additional Shares (in the event of shortfall in application due to other Shareholders not taking up their entitlements); and
- (c) other investors identified by the Company (in the event of a shortfall arising due to Shareholders not taking up their entitlements under the Rights issue or the Shortfall Priority Offer).

4.11 Possible advantages of Resolution 3

The Directors are of the view that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on Resolution 3:

- (a) the Company needs to raise funds to restructure the Company's balance sheet and to ensure that the Company can complete the Acquisition and issue the Consideration Shares. The Directors are of the view that the Rights Issue will provide the most certain outcome for Shareholders in the circumstances. If the Rights Issue does not proceed, the Acquisition will

not proceed and the Directors will need to investigate other options for the Company;

- (b) completion of the Rights Issue will enable the Company to be better placed to generate Shareholder value moving forward. The Rights Issue offers Shareholders the opportunity to maintain their percentage interest in the Company and share in any upside of the Company moving forward. However, the Company and the Directors cannot give any assurances as to the price at which Shares will trade on completion of the Rights Issue, or the future performance of the Company generally;
- (c) the funds raised from the Rights Issue will enable the Company to complete the Acquisition and undertake the proposed exploration activities on the Mt Windarra Project.

4.12 Possible disadvantages of Resolution 3

The Directors are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on Resolution 3:

- (a) on completion of all Resolutions the number of Shares on issue will increase from 3,230,173 (on a post-Consolidation basis) to 59,182,773 assuming maximum subscription under the Rights Issue, no Options are exercised prior to the record date and no other Shares are issued. This means that each Share will represent a significantly lower proportion of the ownership of the Company and Shareholders who do not take up their entitlement in the Rights Issue will have a substantially diluted percentage shareholding in the Company; and
- (b) if Resolution 3 is passed, and the Rights Issue proceeds, Shareholders will have to consider whether to take up their entitlements under the Rights Issue. Further details of the risks associated with an investment in the Company will be set out in the Prospectus.

4.13 Other material information

Except as set out in this Notice of Meeting, in the opinion of the Directors', there is no other information material to the making of a decision in relation to the Rights Issue, being information that is within the knowledge of any Director, which has not previously been disclosed to Shareholders.

4.14 Directors' recommendation and intention

Having regard to all the considerations set out in this Notice of Meeting, the Directors consider that, in the absence of a superior proposal, the expected advantages of the Rights Issue outweigh its potential disadvantages and risks.

After considering all these factors, in the absence of a superior proposal, the Directors recommend that Shareholders vote in favour of Resolution 3 to approve the Rights Issue. The recommendations are based on the reasons outlined in Section 4.11.

Shareholders should be advised that if Resolution 3 is not passed by the required majority and the Rights Issue does not proceed, the Acquisition will not proceed and the Directors' will need to investigate other options for the Company.

GLOSSARY

\$ means Australian dollars.

Acquisition has the meaning given in Section 1.1.

Acquisition Agreement has the meaning given in Section 1.2.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Decision has the meaning given in Section 1.7.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current 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.

Chair means the chair of the Meeting.

Company or **HAR** means Haranga Resources Limited (ACN 141 128 841).

Consideration Shares means the 3,000,000 Shares issued to the Sellers (and/or its nominee) in consideration for the Acquisition, pursuant to the Acquisition Agreement, as detailed in Section 4.

Consolidation has the meaning given in Section 1.4(b)(i).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

General Meeting or **Meeting** means the meeting convened by the Notice.

Mt Windarra Project has the meaning given to it in Section 1.1.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Official List means the official list of ASX.

Option means an option to acquire a Share.

Prospectus means the prospectus to be issued by the Company in connection with the Rights Issue.

Proxy Form means the proxy form accompanying the Notice.

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

Rights Issue has the meaning given in Section 1.4(b)(ii)

Section means a section of this Notice.

Securities means Shares, Options and any other securities issued by the Company.

Seller has the meaning given to it in Section 1.2.

Settlement means completion of the Acquisition.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Substantial Holder has the meaning given in the ASX Listing Rules.

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

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

Haranga Resources Limited | ACN 141 128 841

Appointment of Proxy

Holder Number:

STEP 1: Please appoint a Proxy	<p>Appoint a proxy:</p> <p>I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at 10.00 am (WST) on Thursday 18 January 2018 at 22 Lindsay Street Perth 6000 hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy <input style="width: 100%; height: 20px;" type="text"/></p> <p>or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</p> <p>Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>											
STEP 2: Voting Direction	<p>Resolutions</p> <p>1 Approval of Issue of Consideration to acquire the Mt Windarra Project</p> <p>2 Consolidation of Capital</p> <p>3 Approval of Rights Issue</p>	<p>For Against Abstain</p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p> <p><input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/></p>										
<p><i>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.</i></p>												
STEP 3	<p>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;">Individual or Securityholder 1</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;">Securityholder 2</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black;">Securityholder 3</td> </tr> <tr> <td style="text-align: center; border: 1px solid black; height: 25px;"><input style="width: 100%; height: 100%;" type="text"/></td> <td style="text-align: center; border: 1px solid black; height: 25px;"><input style="width: 100%; height: 100%;" type="text"/></td> <td style="text-align: center; border: 1px solid black; height: 25px;"><input style="width: 100%; height: 100%;" type="text"/></td> </tr> <tr> <td style="text-align: center;">Sole Director and Sole Company Secretary</td> <td style="text-align: center;">Director</td> <td style="text-align: center;">Director / Company Secretary</td> </tr> </table> <p>Contact Name..... Contact Daytime Telephone..... Date / / 2017</p> <p>Email Address _____</p>			Individual or Securityholder 1	Securityholder 2	Securityholder 3	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	Sole Director and Sole Company Secretary	Director	Director / Company Secretary
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Sole Director and Sole Company Secretary	Director	Director / Company Secretary										

HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE


This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (WST) on Tuesday 16 January 2018 being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**
Haranga Resources Limited
PO Box 8546
Perth BC WA 6849

 **BY HAND**
Haranga Resources Limited
22 Lindsay Street Perth WA 6000

 **BY EMAIL**
info@pbconsult.com.au

 **BY FACSIMILE**
+61 (0)8 9227 6390

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

Email Address: Please provide your email address in the space provided.

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

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