



Arafura Resources Limited

ABN 22 080 933 455

NOTICE OF GENERAL MEETING

AND

EXPLANATORY MEMORANDUM TO SHAREHOLDERS

DATE OF MEETING
9 August 2021

TIME OF MEETING
10.00am WST

PLACE OF MEETING
BDO Australia
38 Station Street
Subiaco, WA, 6008

A PROXY FORM IS ATTACHED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting, please complete and return the attached proxy form in accordance with the specified instructions.

Arafura Resources Limited

ABN 22 080 933 455

Notice of General Meeting

Notice is given that a General Meeting of the Company will be held at the offices of **BDO Australia, 38 Station Street, Subiaco Western Australia, 6008**, on 9 August 2021 at 10.00am WST.

Agenda

Ordinary Business

An Explanatory Memorandum containing information in relation to each of the following resolutions accompanies this Notice of General Meeting.

Resolution 1 – Ratification of Previous Issue of Shares under Tranche 1 of the Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 175,617,114 Shares to various sophisticated and institutional investors under Tranche 1 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates (as defined in the Listing Rules) of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or
- (c) 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 2 – Issue of Shares under Tranche 2 of the Placement

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 157,716,220 Shares to various sophisticated and institutional investors under Tranche 2 of the Placement for the purposes and on the terms set out in the Explanatory Memorandum.”

Arafura Resources Limited

ABN 22 080 933 455

Notice of General Meeting

Voting Exclusion Statement

The Company will disregard any votes cast in favour of this 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 Shareholder), including Petra Capital Pty Ltd, or any associates (as defined in the Listing Rules) of any of those persons.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chairperson of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairperson to vote on the Resolution as the Chairperson decides; or
- (c) 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 3 – Issue of Shares under SPP

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 45,833,333 Shares under the SPP for the purposes and on the terms set out in the Explanatory Memorandum.”

Other business

To deal with any other business which may be brought forward in accordance with the Company’s Constitution or the Corporations Act.

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Capitalised terms which are not defined in this Notice of General Meeting and Explanatory Memorandum are defined in **Annexure A** to the Explanatory Memorandum.

Resolutions are not inter-dependent

The Resolutions are not inter-dependent. This means that a Resolution may be passed notwithstanding that the other Resolution is not passed.

Snapshot date

It has been determined that in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the General Meeting, Shares will be taken to be held by the persons who are the registered holders at **10.00 am WST on 7 August 2021**. Accordingly, Share transfers registered after that time will be disregarded in determining entitlements to vote at the Meeting.

Notice of General Meeting

Holders of Options or other convertible securities issued by the Company who are not Shareholders but who wish to vote as Shareholders at the Meeting are required to lodge valid exercise notices with the Company no later than 1 week before the Meeting to allow sufficient time for the Shares to be issued by the Company.

Chairperson and Chairperson's voting intentions for undirected proxies

It is proposed that the Meeting will be chaired by Mr. Gavin Lockyer, the Managing Director of the Company. It is the Chairperson's intention to vote undirected proxies which he holds as proxy in favour of all Resolutions where possible. In exceptional circumstances, the Chairperson may change his voting intention on any Resolution, in which case an ASX announcement will be made.

How to vote

You may vote by attending the Meeting in person, by proxy or by authorised representative. A corporate Shareholder may also appoint a corporate representative.

Voting in person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at **10.00am WST on 9 August 2021**.

Voting by proxy

A Shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) will not be permitted to act as a proxy.

A Shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

The Proxy Form also provides further details on appointing proxies and lodging Proxy Forms.

Proxy voting online

Shareholders may submit a proxy vote online at www.linkmarketservices.com.au. To vote online, select 'Investor Login' and enter Arafura Resources Limited or ASX code 'ARU' in the 'Issuer Name' field, your Securityholder Reference Number ('SRN') or Holder Identification Number ('HIN') (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed and returned your Proxy Form if you vote online in accordance with the instructions given on the website. If you choose to vote online, you must vote by no later than 10.00am WST on 7 August 2021.

Arafura Resources Limited

ABN 22 080 933 455

Notice of General Meeting

Proxy voting by mobile

Shareholders may submit a proxy vote by mobile by scanning the QR code on their Proxy Form and following the prompts. You will be taken to have signed and returned your Proxy Form if you vote by mobile in accordance with the instructions given. If you choose to vote by mobile, you must vote by no later than 10.00am WST on 7 August 2021.

Lodgement of Proxy Forms

To be effective, completed Proxy Forms must be returned by:

- mail to Arafura Resources Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235 Australia;
- facsimile to +61 2 9287 0309; or
- by hand to: Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138,

so that they are received no later than 10.00am WST on 7 August 2021.

Proxy Forms or proxy voting instruction received after this time will be invalid.

If a proxy is executed by an attorney of a shareholder, then the original of the relevant power of attorney or a certified copy of the relevant power of attorney, if it has not already been noted by the Company, must also be received by the Company by the above deadline.

Voting by corporate representative

To appoint a corporate representative, contact the Company's share registry and obtain a Certificate of Appointment of Corporate Representative.

By order of the Board

Dated 5 July 2021



Catherine Huynh
Company Secretary

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming General Meeting.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of General Meeting. Please refer to **Annexure A** for definitions of capitalised terms in the Notice of General Meeting and Explanatory Memorandum.

Business

Background to Resolutions 1, 2 and 3

On 24 June 2021, the Company announced (**Placement Announcement**) that it is carrying out a private placement of Shares to raise \$40 million (before costs) from various sophisticated and institutional investors from Australia and overseas jurisdictions (**Placement**). The Placement Announcement also adds that the Company is seeking to raise up to approximately \$5 million by way of a share purchase plan at the same offer price as under the Placement (**SPP**).

The Placement is comprised of two tranches, as detailed below (and as described in the Placement Announcement):

Tranche	Number Shares	Offer Price per Share	Total Subscription Amount
Tranche 1	175,617,114	\$0.12	\$21,074,054
Tranche 2	157,716,220	\$0.12	\$18,925,946
Total	333,333,334	-	\$40,000,000

Tranche 1

Tranche 1 of the Placement has completed and all of the Tranche 1 Shares to be issued were issued on 2 July 2021. The Tranche 1 Shares were issued pursuant to the Company's placement capacity under Listing Rule 7.1.

Tranche 2

The issue of the Tranche 2 Shares under the Placement has not yet occurred and is subject to Shareholder approval. Resolution 2 seeks that Shareholder approval.

An offer management fee of 4% of the total proceeds raised under the Placement is payable by the Company to Petra Capital Pty Ltd (**Petra**), the lead manager and book runner of the Placement. In addition, an incentive fee of up to 0.5% of total proceeds raised under the Placement is payable to Petra at the discretion of the Company acting reasonably and in good faith.

No fees are payable to Petra in respect of funds raised under the SPP.

SPP

The issue of Shares under the SPP is subject to Shareholder approval. Resolution 3 seeks that Shareholder approval.

Explanatory Memorandum

1 Resolution 1 – Ratification of Previous Issue of Shares under Tranche 1 of the Placement

Please refer to the “Background to Resolutions 1, 2 and 3” above.

Listing Rule 7.1

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Listing Rule 7.4

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company’s capacity to issue further Equity Securities without Shareholder approval under that rule.

Shareholder approval sought

The issue of the Tranche 1 Shares does not fit within any of the exceptions to Listing Rule 7.1 and, as it has not yet been approved by Shareholders, it has used up all of the Company’s 15% limit under Listing Rule 7.1, reducing the Company’s capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the Tranche 1 Shares.

Under this Resolution, the Company seeks Shareholder approval for, and ratification of, the issue of the Tranche 1 Shares under and for the purposes of Listing Rule 7.4 so as to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 1 Shares will be excluded in calculating the Company’s 15% limit in Listing Rule 7.1, increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

If this Resolution is not passed, the issue of the Tranche 1 Shares will be included in calculating the Company’s 15% limit in Listing Rule 7.1, and will continue to restrict the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the date of issue of the Tranche 1 Shares.

Information required by Listing Rule 7.5

Listing Rule 7.5 requires the following specific information to be provided in relation to this Resolution:

- (a) The Shares were issued to various sophisticated and institutional investors from Australia and overseas jurisdictions. None of these investors were material investors whose identities are required to be disclosed under ASX Guidance Note 21.
- (b) 175,617,114 Shares were issued in total.
- (c) The Shares issued are all fully paid ordinary shares in the capital of the Company.
- (d) The Shares were issued on 2 July 2021.
- (e) The issue price for the Shares was \$0.12 per Share.
- (f) The funds raised from the Placement are intended to be used to commence Front End Engineering and Design activities at the Company’s Nolans Project and for general working capital purposes.
- (g) Fees payable by the Company to Petra in respect of the Placement are set out in the “Background to Resolutions 1, 2 and 3” above. There are no further material terms to disclose in respect of the Placement.

A voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting.

Explanatory Memorandum

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

2 Resolution 2 – Issue of Shares under Tranche 2 of the Placement

Please refer to the “Background to Resolutions 1, 2 and 3” above. Please also refer to the Explanatory Memorandum for Resolution 1 for information about Listing Rule 7.1.

Shareholder approval sought

The proposed issue of Shares under Tranche 2 of the Placement does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1. To this end, this Resolution seeks Shareholder approval for the issue of the Tranche 2 Shares under and for the purposes of Listing Rule 7.1.

If this Resolution is passed, the issue of the Tranche 2 Shares can proceed and the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue of the Tranche 2 Shares will not proceed and the Company will not raise a significant portion of the proceeds under the Placement. This would mean that the Company would need to seek alternative sources of finance prior to commencing its front-end engineering and design work, which could have an adverse effect on the Company and the price of Shares. In addition, certain transaction costs in relation to the Placement (including in respect of Tranche 2 of the Placement), such as legal and advisory fees, will still be payable by the Company.

Information required by Listing Rule 7.3

Listing Rule 7.3 requires the following specific information to be provided in relation to this Resolution:

- (a) The Tranche 2 Shares will be issued to various sophisticated and institutional investors from Australia and overseas jurisdictions. None of these investors were material investors whose identities are required to be disclosed under ASX Guidance Note 21.
- (b) Up to 157,716,220 Shares will be issued in total.
- (c) The Shares will all be fully paid ordinary shares in the capital of the Company.
- (d) The Tranche 2 Shares will be issued no later than three months after the date of the Meeting, however the Company expects to issue the Tranche 2 Shares on or about 13 August 2021.
- (e) The issue price for the Shares will be \$0.12 per Share.
- (f) The funds raised from the Placement are intended to be used to commence Front End Engineering and Design activities at the Company’s Nolans Project and for general working capital purposes.
- (g) Fees payable by the Company to Petra in respect of the Placement are set out in the “Background to Resolutions 1, 2 and 3” above. There are no further material terms to disclose in respect of the Placement.

A voting exclusion applies to Resolution 2 in the terms set out in the Notice of Meeting.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Explanatory Memorandum

3 Resolution 3 – Issue of Shares under SPP

Please refer to the “Background to Resolutions 1, 2 and 3” above. Please also refer to the Explanatory Memorandum for Resolution 1 for information about Listing Rule 7.1.

Listing Rule 7.2, Exception 5 provides an exception to Listing Rule 7.1 for an issue of securities under a security purchase plan where (among other things) the issue price of the securities offered under the plan is at least 80% of the volume weighted average market price for the securities calculated over the last five trading days before the day on which the issue was announced, or the day on which the issue was made.

The issue price under the SPP is \$0.12 per Share, which is the same issue price as under the Placement and represents a 29.1% discount to the volume weighted average market price of Shares calculated over the last five trading days before the day the SPP was announced (being \$0.1693). Accordingly, as the discount of 29.1% exceeds the 20% discount permitted under Listing Rule 7.2, Exception 5, that exception does not apply to the SPP.

Shareholder approval sought

As the proposed issue of Shares under the SPP does not fall within any of the exceptions to Listing Rule 7.1 and exceeds the 15% limit in Listing Rule 7.1, it therefore requires the approval of Shareholders under Listing Rule 7.1. To this end, this Resolution seeks Shareholder approval for the issue of up to 45,833,333 Shares under the SPP (**SPP Shares**) under and for the purposes of Listing Rule 7.1. Arafura may accept oversubscriptions under the SPP and the issue of up to 45,833,333 Shares will provide the flexibility to accept up to \$500,000 of oversubscriptions.

If this Resolution is passed, the issue of the SPP Shares can proceed and the issue will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the issue of the SPP Shares will not proceed, the SPP will be withdrawn and the Company will not raise any funds under the SPP. Accordingly, any amounts received from eligible shareholders under the SPP will be refunded by the Company, without interest.

Information required by Listing Rule 7.3

Listing Rule 7.3 requires the following specific information to be provided in relation to this Resolution:

- (a) The SPP Shares will be issued to Shareholders with a registered address in Australia or New Zealand as at 7.00pm (AEST) on 23 June 2021 who apply for SPP Shares (provided such applications are accepted by Arafura).
- (b) Up to 45,833,333 Shares will be issued in total. The Shares will all be fully paid ordinary shares.
- (c) The SPP Shares will be issued no later than three months after the date of the Meeting.
- (d) The issue price for the Shares will be \$0.12 per Share.
- (e) The funds raised from the SPP will be used for the same purposes as the Placement (described above).
- (f) The other material terms of the SPP are set out in the SPP offer booklet announced to ASX on 5 July 2021.

The Company has been granted a waiver by ASX (on 25 June 2021) from Listing Rule 7.3.9 to permit the Company to include Resolution 3 in this Notice and not to include a voting exclusion statement in respect of Resolution 3 that excludes the votes of persons who may participate in the SPP, provided that: (1) the SPP is not underwritten, or if it is underwritten, the Company excludes any votes cast in favour of Resolution 3 by any proposed underwriter or sub-underwriter of the SPP; and (2) the Company excludes any votes cast in favour of Resolution 3 by any investor who may receive Shares under any SPP shortfall. In addition, the Company has been granted a concurrent waiver of Listing Rule 10.11 to permit the directors of the Company to participate in the SPP without Shareholder approval, provided that Shareholders approve the SPP and directors and their associates are offered Shares under the SPP on the same terms as other Shareholders.

Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Annexure A – Definitions

The meanings of capitalised terms used in this Notice of General Meeting and Explanatory Memorandum are set out below:

ASX means the ASX Limited or the Australian Securities Exchange operated by ASX Limited, as the context requires.

Board means the board of Directors.

Company or **Arafura** means Arafura Resources Limited ABN 22 080 933 455.

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

Director means a Director of the Company.

Equity Security has the meaning given in Chapter 19 of the Listing Rules.

Explanatory Memorandum means the explanatory memorandum to the Notice.

General Meeting or **Meeting** means the Company's General Meeting to be held on 9 August 2021 at 10.00am WST.

Listing Rules means the Listing Rules of ASX.

Notice or **Notice of General Meeting** means this Notice of General Meeting.

Option means an unlisted option to acquire a Share.

Petra has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions 1, 2 and 3".

Placement has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions 1, 2 and 3".

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in the Notice.

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

Shareholder means a shareholder of the Company.

SPP has the meaning given in the Explanatory Memorandum under the heading "Background to Resolutions 1, 2 and 3".

WST means Western Australian Standard Time.



ARAFURA
RESOURCES LIMITED

ABN 22 080 933 455

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Arafura Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Arafura Resources Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **10:00am (WST) on Monday, 9 August 2021 at BDO Australia, 38 Station Street, Subiaco WA 6008 (the Meeting)** and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman may change his voting intention on any Resolution, in which case an ASX announcement will be made.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

	For	Against	Abstain*
1 Ratification of Previous Issue of Shares under Tranche 1 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of Shares under Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Shares under SPP	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf 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 SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ARU PRX2101A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 an item of business, your proxy may vote on that item 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Saturday, 7 August 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Arafura Resources Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**