



Haranga Resources Limited

(ACN 141 128 841)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 6 December 2023

3:00pm (AWST)

To be held in person at

108 Outram Street, West Perth, 6005

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on + 61 (8) 6158 9990.

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Haranga Resources Limited (ACN 141 128 841) (**Company**) will be held in person at 108 Outram Street, West Perth, 6005 on Wednesday, 6 December 2023 commencing at 3:00pm AWST (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

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 as Shareholders at 4:00pm AWST on Monday, 4 December 2023.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Prior issue of Tranche 1 Placement Shares – Listing Rules 7.1 and 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to:

- (a) *9,000,000 Tranche 1 Placement Shares issue under the Company’s Listing Rule 7.1 capacity; and*
- (b) *6,000,000 Tranche 1 Placement Shares issued under the Company’s Listing Rule 7.1A capacity,*

on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Tranche 1 Placement Participants); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney 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 Chair 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 Chair to vote on the Resolution as the Chair 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 the 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.

2. Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 11,000,000 Tranche 2 Placement Shares, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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 Company) (namely, the Tranche 2 Placement Participants); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney 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 Chair 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 Chair to vote on the Resolution as the Chair 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 the 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.

3. Resolution 3 – Approval to issue Consideration Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 3,409,091 Consideration Shares, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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 Company) (namely, StocksDigital (and/or their nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney 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 Chair 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 Chair to vote on the Resolution as the Chair 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 the 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.

4. Resolution 4 – Approval to issue Lead Manager Options

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,000,000 Lead Manager Options, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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 Company) (namely, the Lead Manager (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney 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 Chair 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 Chair to vote on the Resolution as the Chair 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 the 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.

5. Resolution 5 – Approval to issue Performance Rights to Managing Director (Mr Peter Batten)

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

“That, for the purposes of ASX Listing Rule 10.14, and for all other purposes, approval is given for the Company to issue up to 4,000,000 Performance Rights to Mr Peter Batten (and/or his nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) the person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (namely, Mr Peter Batten (and/or his nominees)); or
- (b) any Associate of that person or those persons.

However, this does not apply to 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 Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given or an associate of such a related party (**Resolution 5 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 5 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. Resolutions 6(a) and 6(b) – Approval to issue Placement Shares to Directors (Mr Peter Batten and Dr Hendrik Schloemann)

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

“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to:

- (a) *454,545 Placement Shares to Mr Peter Batten (and/or his nominees); and*
- (b) *90,909 Placement Shares to Dr Hendrik Schloemann (and/or his nominees),*

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) Resolution 6(a):
 - (i) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Mr Peter Batten (and/or his nominees)); and
 - (ii) an Associate of that person or those persons.

- (b) Resolution 6(b):
- (i) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) (namely, Dr Hendrik Schloemann (and/or his nominees)); and
 - (ii) an Associate of that person of those persons.

However, this does not apply to a vote cast in favour of the Resolutions by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (ii) the Chair 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 Chair to vote on the Resolutions as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) 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 Resolutions; and
 - (B) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given or an associate of such a related party (**Resolutions 6(a)-6(b) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolutions 6(a)-6(b) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on these Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolutions 6(a)-6(b) Excluded Party, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though these Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated 6 November 2023

BY ORDER OF THE BOARD



Ms Kyla Garic
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at 108 Outram Street, West Perth, 6005 on Wednesday, 6 December 2023 commencing at 3:00 pm AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 5, Resolution 6(a) and Resolution 6(b), unless you have directed them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 5, Resolution 6(a) and Resolution 6(b), by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

IN PERSON:	Automic. Level 5, 126 Phillip Street, Sydney NSW 2000
BY MAIL:	Automic. GPO Box 5193, Sydney NSW 2001
BY FAX:	+61 2 8583 3040
BY EMAIL:	meetings@automicgroup.com.au
BY MOBILE:	Scan the QR Code on your proxy form and follow the prompts

3. Resolutions 1(a) and 1(b) – Ratification of Prior issue of Tranche 1 Placement Shares – Listing Rules 7.1 and 7.1A

3.1 General

Resolutions 1(a) and 1(b) seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of up to 15,000,000 Shares issued under Tranche 1 of the Placement.

3.2 Background to the Placement

On 27 September 2023, the Company announced that it has secured firm commitments from sophisticated, professional and institutional investors (including existing Shareholders) (**Placement Participants**) to raise \$2,860,000 (before costs) via the issue of 26,000,000 Shares (**Placement Shares**) at an issue price of \$0.11 (**Placement**).

On 6 October 2023, the Company issued a total of 15,000,000 Placement Shares under Tranche 1 of the Placement (**Tranche 1 Placement Shares**) as follows:

- (a) 9,000,000 Tranche 1 Placement Shares issued under the Company's Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
- (b) 6,000,000 Tranche 1 Placement Shares issued under the Company's Listing Rule 7.1A capacity (the subject of Resolution 1(b)).

The balance of the Placement, comprising 11,000,000 Placement Shares, will be issued subject to the receipt of Shareholder approval as follows:

- (a) 10,454,546 Placement Shares under Tranche 2 of the Placement (**Tranche 2 Placement Shares**) (the subject of Resolution 2); and

- (b) a total of 545,454 Placement Shares to be issued to Directors of the Company as follows:
 - (i) 454,545 Placement Shares to be issued to Mr Peter Batten (and/or his nominees) (the subject of Resolution 6(a)); and
 - (ii) 90,909 Placement Shares to be issued to Dr Hendrik Schloemann (and/or his nominees) (the subject of Resolution 6(b)).

The funds raised from the Placement will be used towards continued exploration and drilling activities at the Company's Saraya uranium project in Senegal, to identify and assess potential acquisition opportunities as well as towards general working capital.

The Company appointed CPS Capital Group Pty Ltd as the lead manager to the Placement (**Lead Manager**). Further details in respect of the Placement are available in the Company's announcement to ASX on 27 September 2023.

3.3 ASX Listing Rules 7.1 and 7.1A

Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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 12 month period.

Under Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 25% limit in Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

3.4 ASX 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.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

3.5 Technical information required by Listing Rule 14.1A

If Resolutions 1(a) and 1(b) are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively 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 Placement Shares.

If Resolutions 1(a) and 1(b) are not passed, the Tranche 1 Placement Share will be included in calculating the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively decreasing 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 Placement Shares.

3.6 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors who are clients of the Lead Manager, as well as existing Shareholders and investors introduced by the Company (**Tranche 1 Placement Participants**). The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Lead Managers and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Tranche 1 Placement Participants are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company at the time of issue, other than the following:
 - (A) Jason Peterson (a Director of the Lead Manager) and his associated entities, having been issued 1,788,286 Tranche 1 Placement Shares; and
 - (B) Fotios Lekkas and his associated entities, having been issued 1,348,921 Tranche 1 Placement Shares;
- (c) a total of 15,000,000 Tranche 1 Placement Shares were issued on the following basis:
 - (i) 9,000,000 Tranche 1 Placement Shares issued under the Company's Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
 - (ii) 6,000,000 Tranche 1 Placement Shares issued under the Company's Listing Rule 7.1A capacity (the subject of Resolution 1(b));
- (d) the Tranche 1 Placement Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Tranche 1 Placement Shares were issued on 6 October 2023;
- (f) the issue price was \$0.11 per Tranche 1 Placement Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (g) the purpose of the Tranche 1 Placement Shares was to raise approximately \$1,650,000 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be aggregated with the funds raised from the issue of the Tranche 2 Placement Shares and used for the purposes specified in Section 3.2 above;
- (h) the Tranche 1 Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is included in respect of Resolutions 1(a) and 1(b) in the Notice.

The Board believes that Resolutions 1(a) and 1(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of these Resolutions. The Chair intends to vote undirected proxies in favour of Resolutions 1(a) and 1(b).

4. Resolution 2 – Approval to issue Tranche 2 Placement Shares

4.1 General

Resolution 2 seeks Shareholder approval for the issue of up to 10,454,546 Tranche 2 Placement Shares to Tranche 2 Placement Participants under Tranche 2 of the Placement.

4.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares to the Tranche 2 Placement Participants. In addition, the issue of the Tranche 2 Placement Shares 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 Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to the Tranche 2 Placement Participants, and therefore, the Company will not be able to complete Tranche 2 of the Placement.

4.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who are client of the Lead Manager, as well as existing Shareholders and investors introduced by the Company (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Lead Managers and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Tranche 2 Placement Participants are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company at the time of issue, other than the following:
 - (A) Jason Peterson (a Director of the Lead Manager) and his associated entities, to be issued 1,224,719 Tranche 2 Placement Shares; and

- (B) Fotios Lekkas and his associated entities, to be issued 923,806 Tranche 2 Placement Shares;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 10,454,546 Tranche 2 Placement Shares;
- (d) the Tranche 2 Placement 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;
- (e) the Tranche 2 Placement Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of all the Tranche 2 Placement Shares will occur on the same date;
- (f) the issue price of the Tranche 2 Placement Shares will be \$0.11 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise approximately \$1,210,000 (before costs). Funds raised from the issue of the Tranche 2 Placement Shares will be aggregated with the funds raised from the issue of the Tranche 1 Placement Shares and used for the purposes specified in Section 3.2 above;
- (h) the Tranche 2 Placement Shares are not being issued under an agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in respect of Resolution 2 of this Notice.

The Board believes that Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

5. Resolution 3 – Approval to issue Consideration Shares

5.1 General

As announced by the Company on 27 September 2023, the Company has entered into an agreement with StocksDigital (**SD**) (**SD Agreement**), whereby SD will provide investor relations support to the Company.

Resolution 3 seeks Shareholder approval for the issue of 3,409,091 Shares (**Consideration Shares**) to SD (and/or its nominees), as consideration under the SD Agreement.

5.2 SD Agreement

The material terms of the SD Agreement are summarised below:

- (a) (**Term**): the Services will be provided for an initial 24 month period;
- (b) (**Services**): SD will provide the Company with investor relation support for the Term; and

- (c) (**Consideration**): in consideration for the Services, the Company has agreed, subject to shareholder approval, to issue SD (and/or its nominee) fully paid ordinary shares in the Company to the value of \$375,000 (that being approximately 3,409,091 Shares at a deemed issue price of \$0.11 per Share).

The SD Agreement otherwise contains terms and conditions which are considered standard for agreements of this nature.

5.3 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is provided at Section 3.3 above.

The proposed issue of the Consideration Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

5.4 Technical Information required by ASX Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Consideration Shares which allow the Company to satisfy its obligations pursuant to the SD Agreement. In addition, the issue of the Consideration Shares 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 Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Consideration Shares, and the Company will need to consider alternative forms of payment in lieu, such as cash consideration.

5.5 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the Consideration Share:

- (a) the Consideration Shares will be issued to StocksDigital (and/or its nominees);
- (b) the maximum number of Consideration Shares to be issued is 3,409,091;
- (c) the Consideration Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Consideration Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all the Consideration Shares will be issued on the same date;
- (e) the Consideration Shares will be issued at a deemed issue price of \$0.11 per Consideration Share;
- (f) the purposes of the issue of the Consideration Shares is as consideration to SD (and/or its nominees) pursuant to the SD Agreement;
- (g) the Consideration Shares are being issued pursuant to the SD Agreement. A summary of the SD Agreement is included at Section 5.2 above;
- (h) the Consideration Shares are not being issued under, or to fund, a reverse takeover; and

- (i) a voting exclusion statement is included in Resolution 3 of the Notice.

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 3. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 3.

6. Resolution 4 – Approval to issue Lead Manager Options

6.1 General

The Company and the Lead Manager entered into an agreement, pursuant to which the Lead Manager would act as lead manager of the Company in respect of the Placement (**Lead Manager Mandate**).

Resolution 4 seeks Shareholder approval for the issue of 4,000,000 unlisted Options (exercisable at \$0.18 each and expiring 3 years from the date of issue) (**Lead Manager Options**) to the Lead Manager (and/or its nominees), pursuant to the Lead Manager Mandate (a summary provided at Section 6.2 below).

6.2 Lead Manager Mandate

A summary of the material terms of the Lead Manager Mandate are:

- (a) (**Services**): The Company appoints the Lead Manager to be lead manager, broker and corporate adviser to the Company in respect of the Placement.
- (b) (**Fees**): The Company has agreed to pay the Lead Manager the following:
 - (i) (Management Fee): a management fee of 2% (plus GST) of the total amount raised, for managing the placement;
 - (ii) (Placement Fee): a placement fee of 4% (plus GST), of the total amount raised for shares placed via the placement and
 - (iii) (Lead Manager Options): subject to shareholder approval, issue the Lead Manager (and/or its nominees) 4,000,000 unlisted Options (exercisable at \$0.18 and expiring 3 years from the date of issue).

The Lead Manager Mandate is otherwise on terms and conditions considered standard for agreements of this nature.

6.3 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is provided at Section 3.3 above.

6.4 Technical Information required by ASX Listing Rule 14.1A

If Resolution 4 is passed the Company will be able to proceed with the issue of the Lead Manager Options which allow the Company to satisfy its obligations pursuant to the Lead Manager Mandate. In addition, the issue of the Lead Manager Options 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 Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options, and the Company will have to consider an alternative means of consideration to the Lead Manager, for example by way of cash consideration.

6.5 Technical Information require by ASX Listing Rule 7.3:

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 4:

- (a) the Lead Manager Options will be issued to the Lead Manager (and/or its nominees);
- (b) a total of 4,000,000 Lead Manager Options will be issued;
- (c) the Lead Manager Options will be issued on the terms set out in Schedule 2;
- (d) the Lead Manager Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the Lead Manager Options will be issued for a nominal deemed issue price of \$0.0001 per Lead Manager Option;
- (f) the purpose of the issue of the Lead Manager Options is as consideration to the Lead Manager (and/or its nominees) pursuant to the Lead Manager Mandate;
- (g) the Lead Manager Options will be issued pursuant to the Lead Manager Mandate. A summary of the material terms of the Lead Manager Mandate is included at section 6.2 above;
- (h) the Lead Manager Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolution 4 of the Notice.

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 4. The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 4.

7. Resolution 5 – Approval to issue Performance Rights to Managing Director (Mr Peter Batten)

7.1 General

Resolution 5 seeks Shareholder approval for the issue of a total of 4,000,000 Performance Rights in various classes to Mr Peter Batten (and/or his nominee) as follows:

- (a) 1,000,000 Class 1 Performance Rights;
- (b) 1,000,000 Class 2 Performance Rights;
- (c) 1,000,000 Class 3 Performance Rights; and
- (d) 1,000,000 Class 4 Performance Rights,

(together, the **Performance Rights**).

The Performance Rights are being issued as part of Mr Batten's remuneration, pursuant to his executive employment contract (summary below) and to incentivise him as a Director of the Company and his performance of future services.

The material terms of Mr Batten's executive employment contract are summarised below:

- (a) **(Commencement Date):** The executive employment contract commences effective immediately (that being 4 September 2023).
- (b) **(Base Salary):** The Company has agreed to pay Mr Batten a base salary of \$240,000 (\$250,000 per annum post probationary period) (plus superannuation).
- (c) **(Equity Incentives):** The Company has agreed, subject to shareholder approval, to issue Mr Batten (and/or his nominees) a total of 4,000,000 Performance Rights (in various classes and subject to various vesting conditions).
- (d) **(Termination):** Either party may terminate the executive employment contract by providing 3 months' written notice to the other party.

The executive employment agreement otherwise contains terms considered standard for an agreement of this nature.

7.2 Chapter 2E of the Corporations Act

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.

The issue of the Performance Rights constitutes giving a financial benefit and Mr Batten is a related party of the Company by virtue of being a Director of the Company.

The Directors (other than Mr Batten who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Performance Rights because the Performance Rights are to be issued under an exception as contemplated by section 211 of the Corporations Act as it was reasonable remuneration for an officer or employee of the Company, having regard to Mr Batten's total remuneration package, compared with similar arrangements in the market.

7.3 Listing Rule 10.14

Listing Rule 10.14 provides that shareholder approval must be obtained where the Company issues, or agrees to issue, securities under an employee incentive scheme to a Director of the Company, an Associate of the Director, or a person whose relationship with the Company, Director or Associate of the Director is, in ASX's opinion, such that approval should be obtained.

The issue of the Performance Rights falls within Listing Rule 10.14.1 as the Company intends to issue the Performance Rights under the Company's current employee securities incentive plan (**Plan**). Accordingly, the issue of the Performance Rights requires the approval of Shareholders under Listing Rules 10.14.

Resolution 5 seeks the required Shareholder approval for the issue of the Performance Rights to Mr Batten under and for the purposes of Listing Rule 10.14.

7.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Performance Rights to Mr Batten. This will occur within three (3) years after the date of the Meeting (or such later date as permitted by an ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for the issue of the Performance Rights (because approval is being obtained under Listing Rule 10.14) the issue of the Performance Rights will not use up any of the Company's 15% placement capacity under Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Performance Rights to Mr Batten, and the Company may consider alternative forms of remuneration in lieu of such issue.

7.5 Technical information required by Listing Rule 10.15

Pursuant to and in accordance with Listing Rule 10.15, the following information is provided in relation to Resolution 5:

- (a) the Performance Rights are to be issued to Mr Peter Batten (and/or his nominees);
- (b) Mr Batten falls within the category of Listing Rule 10.14.1 by virtue of being a Director of the Company;
- (c) a total of 4,000,000 Performance Rights will be issued as follows:
 - (i) 1,000,000 Class 1 Performance Rights;
 - (ii) 1,000,000 Class 2 Performance Rights;
 - (iii) 1,000,000 Class 3 Performance Rights; and
 - (iv) 1,000,000 Class 4 Performance Rights;
- (d) no securities have previously been issued to Mr Batten under the Plan;
- (e) the current total remuneration package of Mr Batten is set out below:

Current Financial Year (ending 30 June 2024)	Previous Financial Year (ending 30 June 2023)
\$768,551 ¹	nil

Notes:

- 1. Mr Batten was appointed as Managing Director on 4 September 2023. Mr Batten's remuneration includes a base salary of \$240,000 (\$250,000 per annum post probationary period) (plus superannuation) and \$540,076 being the value of the 4,000,000 Performance Rights (the subject of this Resolution 5).

- (f) the terms and conditions of the Performance Rights are set out in Schedule 3;
- (g) the issue of the Performance Rights is a reasonable and appropriate method to provide a balanced remuneration package inclusive of long term incentives as the non-cash form of this benefit will allow the Company to spend a greater portion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors;

- (h) the Company has agreed to issue the Performance Rights to Mr Batten (subject to Shareholder approval) for the following reasons:
 - (i) to provide a balanced remuneration package and cost effective remuneration to Mr Batten, whilst allowing the Company to maintain cash reserves for its operations;
 - (ii) the milestones attaching to the Performance Rights will align with interests of the Company with those of Shareholders through the assignment of long term incentives attached to operational milestones for the Company; and
 - (iii) the Performance Rights are unquoted, therefore the issue of the Performance Rights has no immediate dilutionary impact on Shareholders;
- (i) the value of the Performance Rights and the pricing methodology is set out in Schedule 4;
- (j) the Performance Rights will be issued no later than three (3) years after the date of the Meeting (or such other date as permitted by ASX waiver of the Listing Rules) and it is intended the issue of the Performance Rights will occur at the same time;
- (k) the Performance Rights will be issued for nil consideration. The Performance Rights are being issued as part of Mr Battens' remuneration and to incentivise him as a Director of the Company and in his performance of future services;
- (l) a summary of the material terms of the Plan is set out in Schedule 5;
- (m) there is no loan being made in respect of the Performance Rights;
- (n) details of the Performance Rights issued under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement confirming that approval for the issue of the Performance Rights was sought and obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 14.1 who become entitled to participate in an issue of Securities under the Plan after this Resolution is approved and who are not named in the Notice, will not participate until approval is obtained under the relevant Listing Rule.
- (o) a voting exclusion statement is included for Resolution 5 of this Notice.

The Board (except for Mr Batten) believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of this Resolution 5.

8. Resolutions 6(a) and 6(b) – Approval to issue Placement Shares to Directors (Mr Peter Batten and Dr Hendrik Schloemann)

8.1 General

As set out in Section 3.2 above, Directors Mr Peter Batten and Dr Hendrik Schloemann wish to participate in the Placement on the same terms as the Placement Participants (**Participation**).

Accordingly, Resolutions 6(a) and 6(b) seek Shareholder approval to issue up to:

- (a) 454,545 Placement Shares to Mr Peter Batten (and/or his nominees) (subject of Resolution 6(a)); and
- (b) 90,909 Placement Shares to Dr Hendrik Schloemann (and/or his nominees) (subject of Resolution 6(b)),

pursuant to ASX Listing Rule 10.11, as a result of the Participation, on the terms set out below.

8.2 Chapter 2E of the Corporations Act

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.

The Participation will result in the issue of the Placement Shares to Directors which constitutes giving a financial benefit and Mr Batten and Dr Schloemann are related parties of the Company, by virtue of each being a Director of the Company.

The Directors (except for Mr Batten and Dr Schloemann who each has a material personal interest in the Resolutions) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Placement Shares under the Participation will be issued to Mr Batten and Dr Schloemann (and/or their respective nominees) on the same terms as those Placement Shares issued to the Placement Participants (i.e. being non-related party participants) and as such the giving of the financial benefit is on arm's length terms.

8.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolutions 6(a) and 6(b) seek Shareholder approval for the Participation under and for the purposes of Listing Rule 10.11.

8.4 Technical information required by ASX Listing Rule 14.1A

If Resolutions 6(a) and 6(b) are passed, the Company will be able to proceed with the issue of the Placement Shares under the Participation within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and will raise additional funds which will be used in the matter set out in Section 5.2 above. As approval pursuant to Listing Rule 7.1 is not required of the Placement Shares in respect of the Participation (because approval is being obtained under Listing Rule 10.11), the issue of the Placement Shares under the Participation will not use up any of the Company's 15% annual placement capacity.

If Resolutions 6(a) and 6(b) are not passed, the Company will not be able to proceed with the issue of the Placement Shares under the Participation and no further funds will be raised in respect of the Placement.

8.5 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolutions 6(a) and 6(b):

- (a) the Placement Shares under the Participation will be issued to Mr Peter Batten and Dr Hendrik Schloemann (and/or their respective nominees) which falls within the category set out in Listing Rule 10.11.1, by virtue of each being a Director of the Company;
- (b) the maximum number of Placement Shares under the Participation to be issued are as follows:
 - (i) 454,545 Placement Shares to Mr Peter Batten (and/or his nominees) (subject of Resolution 6(a)); and
 - (ii) 90,909 Placement Shares to Dr Hendrik Schloemann (and/or his nominees) (subject of Resolution 6(b)),
- (c) the Placement Shares will be fully paid ordinary share in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares under the Participation will be issued to Mr Batten and Dr Schloemann (and/or their respective nominees) no later than one (1) month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Placement Shares under the Participation will be issued on the same date;
- (e) the issue price will be \$0.11 per Placement Share, being the same issue price as Placement Shares issued to the un-related Placement Participants;
- (f) the purpose of the issue of the Placement Shares under the Participation is to raise approximately \$60,000 (before costs) which will be aggregated with the remaining funds raised under the Placement and used for the purposes as set out in Section 3.2 above;

- (g) the Placement Shares to be issued under the Participation are not intended to remunerate or incentivise Mr Batten or Dr Schloemann;
- (h) the Placement Shares under the Participation are not being issued under an agreement; and
- (i) a voting exclusion statement is included in Resolutions 6(a) and 6(b) of this Notice.

8.6 Board recommendation

The Board (except Mr Batten and Dr Schloemann) believes that Resolutions 6(a) and 6(b) are in the best interest of the Company and its Shareholders and recommends that Shareholders vote in favour of these Resolutions. The Chair intends to vote undirected proxies in favour of these Resolutions 6(a) and 6(b).

SCHEDULE 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

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

Consideration Shares has the meaning given in Section 5.1.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lead Manager has the meaning given in Section 3.2.

Lead Manager Mandate has the meaning given in Section 6.1.

Lead Manager Options has the meaning given in Section 6.1.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Option means an option which entitles the holder to subscribe for one Share.

Performance Rights has the meaning given in Section 7.1.

Placement has the meaning given in Section 3.2.

Placement Participants has the meaning given in Section 3.2.

Placement Shares has the meaning given in Section 3.2.

Proxy Form means the proxy form attached to the Notice.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

SD has the meaning given in Section 5.1.

SD Agreement has the meaning given in Section 5.1.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 Placement Participants has the meaning given in Section 3.6.

Tranche 1 Placement Shares has the meaning given in Section 3.2.

Tranche 2 Placement Participants has the meaning given in Section 4.4.

Tranche 2 Placement Shares has the meaning given in Section 3.2.

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

SCHEDULE 2 – Terms and Conditions of Lead Manager Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i) the amounts payable upon exercise of each Option will be \$0.18 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on the date that is three (3) years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlement inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SCHEDULE 3 – Terms of Performance Rights

1. Definitions

In these terms and conditions, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by it.

Board means the board of directors of the Company.

Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Australia.

Change of Control Event has the meaning given in condition 14(b).

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

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

Holder means a holder of a Performance Right.

JORC Code means the JORC Code 2012 Edition (or the current edition at the time).

Listing Rules means the official Listing Rules of the ASX as they apply to the Company from time to time.

Performance Right means the right to acquire a Share on these terms and conditions.

Projects means current and future projects of the Company.

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

Vesting Condition has the meaning given in condition 3.

VWAP means Volume Weighted Average Price.

2. Performance Rights

Each Performance Right is a right of the Holder (and/or its nominees) to acquire a Share subject to these terms and conditions.

3. Vesting Condition

Performance Rights will vest on the achievement of the following milestones (**Vesting Conditions**) by the relevant expiry date (**Expiry Date**):

Class	Vesting Conditions	Expiry Date
Class 1 Performance Rights	<p>The Company either:</p> <p>(a) achieving a 20-day VWAP of A\$0.25 or more based on the days the Company's Shares have traded; or</p> <p>(b) a strategic investment by a single investor of not less than \$2,000,000 into the Company.</p>	5 years from the issue date.

Class 2 Performance Rights	The Company achieving a 20-day VWAP of A\$0.40 or more based on days the Company's Shares have traded.	5 years from the issue date.
Class 3 Performance Rights	The Company achieving a 20-day VWAP of A\$0.60 or more based on days the Company's Shares have traded.	5 years from the issue date.
Class 4 Performance Rights	The Company announcing a maiden JORC Mineral Resource, as defined in the JORC Code: (a) a minimum inferred JORC compliant Mineral Resource of 500,000 oz Au at $\geq 1\text{g/t}$; or (b) a minimum inferred JORC compliant Mineral Resource of 11,000t of eU3O8, at any of the Projects, as verified by an independent competent person under JORC Code 2012.	5 years from the issue date.

4. Exercise

Upon the Vesting Condition being satisfied, the Holder may exercise a Performance Right by delivering a written notice of exercise (**Notice of Exercise**) to the Company Secretary at any time prior to the Expiry Date. The Holder is not required to pay a fee in order to exercise Performance Rights.

5. Expiry

Any Performance Rights that have not been exercised prior to the Expiry Date will automatically expire on the Expiry Date.

6. Transfer

A Performance Right is not transferable.

7. Entitlements and bonus issues

The holder of a Performance Right will not be entitled to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

8. Reorganisation of capital

In the event that the issued capital of the Company is reconstructed, all the Holder's rights will be changed to the extent necessary to comply with the Listing Rules at the time of reorganisation provided that, subject to compliance with the Listing Rules, following such reorganisation the Holder's economic and other rights are not diminished or terminated.

9. Right to receive Notices and attend general meetings

Each Performance Right confers on the Holder the right to receive notices of general meetings and financial reports and accounts of the Company that are circulated to Shareholders. A Holder has the right to attend general meetings of the Company.

10. Voting rights

A Performance Right does not entitle the Holder to vote on any resolutions proposed at an general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.

11. Dividend rights

A Performance Right does not entitle the Holder to any dividends.

12. Return of capital rights

The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.

13. Rights on winding up

The Performance Rights have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.

14. Change in control

- (a) If prior to the earlier of the conversion or the Expiry Date a Change in Control Event occurs, then each Performance Right will automatically and immediately convert into a Share. However, if the number of Shares to be issued as a result of the conversion of the Performance Rights is in excess of 10% of the total fully diluted share capital of the Company at the time of the conversion, then the number of Performance Rights to be converted will be reduced so that the aggregate number of Shares to be issued on conversion of all the Performance Rights is equal to 10% of the entire fully diluted share capital of the Company.
- (b) A Change of Control Event occurs when:
- (c) takeover bid: the occurrence of the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of more than 50.1% of shares and that takeover bid has become unconditional; or
- (d) scheme of arrangement: the announcement by the Company that the Shareholders have at a Court-convened meeting of Shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Company securities are to be either cancelled transferred to a third party, and the Court, by order, approves the proposed scheme of arrangement.

The Company must ensure the allocation of shares issued under sub- paragraph (a) is on a pro rata basis to all Holders in respect of their respective holdings of Performance Rights and all remaining Performance Rights held by each Holder will remain on issue until conversion or expiry in accordance with the terms and conditions set out herein.

15. Timing of issue of Shares on exercise

Within 10 Business Days of receiving an Exercise Notice, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights specified in the Notice of Exercise;
- (b) if required, give ASX a notice that complies with section 708A(5) (e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC

a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights.

16. Ceasing to be engaged by the Company

Unless otherwise agreed between the holder and the Company, if a holder's services or employment agreement or appointment letter with the Company is terminated, or the holder ceases to provide services to the Company, for any reason, all unvested Performance Rights at the date of termination (or ceasing of provision of services or employment) shall lapse with immediate effect.

17. Compliance with law

The conversion of the Performance Rights is subject to compliance at all times with the Corporations Act and the Listing Rules.

18. Application to ASX

Performance Rights will not be quoted on ASX. On conversion of Performance Rights into Shares, the Company will within five (5) Business Days after the conversion, apply for official quotation on ASX of the Shares issued upon such conversion.

19. Ranking of Shares

Shares into which the Performance Rights will convert will rank parri passu in all respects with existing Shares.

20. No other rights

A Performance Right does not give a Holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

SCHEDULE 4 – Valuation of Performance Rights

The Performance Rights to be issued to Mr Peter Batten (and/or his nominee) pursuant to Resolution 5 have been independently valued by Moore Australia Corporate Finance (WA) Pty Ltd.

Using trinomial option valuation and based on the assumptions set out below, the Performance Rights were ascribed the following value:

Assumptions:	
Valuation date	13/10/2023
Market price of Shares	\$0.16
Exercise price	\$Nil
Expiry date (length of time from issue)	13/10/2028
Risk free interest rate	4%
Volatility (discount)	100%
Employee exit rate	9.30%
Indicative value per Performance Right	
Class 1	\$0.1397
Class 2	\$0.1262
Class 3	\$0.1142
Class 4	\$0.1600
Total Value of Performance Rights	\$540,076
Mr Peter Batten (Resolution 5)	\$540,076

Note: The valuation noted above is not necessarily the market price that the Performance Rights could be traded at and is not automatically the market price for taxation purposes.

SCHEDULE 5 – Summary of Employee Securities Incentive Plan

A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an Invitation made on or after 1 October 2022; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Cashless exercise of Convertible Securities):** At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

- (l) **(Change of control)**: If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares)**: All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, (**Plan Shares**) will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **(Disposal restrictions on Plan Shares)**: If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (o) **(Adjustment of Convertible Securities)**: If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues)**: There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Compliance with Applicable Laws)**: Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an Invitation:

- (i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an Invitation; and

- (ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the Invitation is made,

does not exceed:

- (iii) if the Constitution specifies an issue cap percentage, that percentage; or
- (iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the Invitation.

- (r) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (s) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Your proxy voting instruction must be received by **03.00pm (AWST) on Monday, 04 December 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is 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.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair 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 Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair 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.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all 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>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



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