



Traka Resources Limited

ABN: 63 103 323 173

27 November 2020

Company Announcements Office
ASX Limited
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Letter to shareholders accompanied by Addendum to Notice of Meeting and Replacement Proxy Form

Attached is a letter to Traka shareholders accompanied by an Addendum to Notice of Annual General Meeting in respect of two resolutions to be considered at the resumption of the Annual General Meeting on 14 December 2020. It is accompanied by a Replacement Proxy.

By authority of the board.

Peter Rutledge

Company Secretary



Traka Resources Limited

ABN: 63 103 323 173

26 November 2020

Dear Shareholder

Notice of Annual General Meeting – Correction and Addendum

Traka Resources Limited (**Traka** or the **Company**) advised the ASX on 25 November 2020 that it has come to its attention that the Company's Notice of Annual General Meeting lodged with ASX on 22 October 2020 (**Notice of Meeting**) does not reflect the fact that the Company received a first strike against its Remuneration Report at its last annual general meeting held on 29 November 2019.

In light of this:

- (a) the Company is issuing an addendum to the Notice of Meeting (**Addendum**) setting out an additional resolution (**Spill Resolution**) to be put to Shareholders in the event a second strike is received on the Remuneration Report for FY2020 (that is, if at least 25% of votes validly cast are against Resolution 1 of the Notice of Meeting); and
- (b) the AGM has proceeded on 26 November 2020 but the Chair has deferred consideration of Resolution 1 (and the Spill Resolution if a second strike occurs) and, following completion of the other business of the meeting, has adjourned the AGM to **11am 14 December 2020** at which time Resolution 1 (and the Spill Resolution if a second strike occurs) will be put to shareholders.

Enclosed with the Addendum to the Notice of Meeting is a Replacement Proxy Form to allow Shareholders to change their vote on Resolution 1 if they so wish and to vote on the Spill Resolution (should a second strike be received). Proxies that have already been lodged with the Company will be treated as valid in respect of Resolution 1 unless a Shareholder wishes to lodge a Replacement Proxy Form – which must reach the Company at least 48 hours before the start of the adjourned meeting.

Peter Rutledge
Company Secretary
Traka Resources Limited

TRAKA RESOURCES LIMITED

ADDENDUM TO NOTICE OF ANNUAL GENERAL MEETING

Traka Resources Limited (ACN 103 323 173) (**Company**) gives notice to shareholders of the Company that, in relation to the Notice of Annual General Meeting dated 15 October 2020 (**Notice of Meeting**) in respect of the annual general meeting of members to be held at 11am (WST) on 26 November 2020 (**AGM**), the Directors have determined to issue this addendum to the Notice of Meeting (**Addendum to Notice of Meeting**) for the purposes set out below.

Definitions in the Notice of Meeting have the same meaning in this Addendum to Notice of Meeting.

ADDITIONAL RESOLUTION

An additional resolution is added to the Notice of Meeting after Resolution 5 as follows.

“RESOLUTION 6 – SPILL MEETING

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

“That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the Company’s Remuneration Report for the financial year ended 30 June 2020, for the purposes of section 250V(1) of the Corporations Act and for all other purposes, approval is given for:

- (a) the Company to hold another meeting of Shareholders within 90 days of the date of this Meeting (**Spill Meeting**); and*
- (b) all Vacating Directors still in office at the time of the Spill Meeting to cease to hold office immediately before the end of the Spill Meeting; and*
- (c) resolutions to appoint persons to offices that will be vacated pursuant to (b) to be put to vote at the Spill Meeting.”*

Note: This Resolution will only be put to the AGM if at least 25% of the votes validly cast on Resolution 1 are against that Resolution. If you do not want a Spill Meeting to take place, you should vote ‘against’ Resolution 6. If you want a spill meeting to take place, you should vote ‘for’ Resolution 6. The Chair intends to vote undirected proxies he holds AGAINST Resolution 6.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- (b) the voter is the Chair and the appointment of the Chair as a proxy does not specify the way the proxy is to vote on this resolution and expressly authorises the Chair to exercise the proxy even if this resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.”

EXPLANATORY STATEMENT

The Explanatory Statement is amended by replacing section 1.3 with the following.

“1.3 Previous voting results

At the Company’s previous annual general meeting, the Company received a “first strike” because more than 25% of the votes cast against the remuneration report considered at the 2019 annual general meeting were against its adoption. Accordingly, the requirement for a Spill Resolution will arise at this Meeting if the votes cast against Resolution 1 are at least 25% of the total votes cast resulting in the Company receiving a “second strike”. Resolution 6 has been included for this purpose.

If a Spill Resolution is required at the meeting, it will be in relation to Directors Joshua Pitt and George Petersons (**Vacating Directors**).“

The Explanatory Statement is amended by inserting the following after the end of section 5.3.

“6.0 RESOLUTION 6 – SPILL MEETING

Resolution 6 is a ‘conditional’ resolution as it will only be put to the AGM if 25% or more of the votes cast on Resolution 1 are against the resolution to adopt the Remuneration Report. That is, if the Company receives a “second strike”.

If Resolution 6 is passed and becomes effective, it will be necessary for the Board to convene a special general meeting of the Company (**Spill Meeting**) within 90 days of date Resolution 6 is passed in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to shareholders in due course together with a separate notice of meeting.

If a Spill Meeting is held, the Vacating Directors (Mr Joshua Pitt and George Petersons) will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting. Even if George Petersons is re-elected under Resolution 2 at the Annual General Meeting, he will (subject to the following) still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

If fewer than 3 Directors are in office at the end of the Spill Meeting then the Corporations Act provides that, as a public company must have 3 directors at all times, the unsuccessful nominees at the Spill Meeting with the highest proportion of favourable votes will be appointed as Directors to make up the minimum number of 3.

The Board recommends that shareholders vote **against** Resolution 6 if it is put to the meeting.

The Chair intends to vote undirected proxies **against** Resolution 6.”

REPLACEMENT PROXY FORM

Annexed to this Addendum to Notice of Meeting is a replacement proxy form in respect of Resolution 1 and Resolution 6.

If Shareholders have already voted by proxy in respect of Resolution 1, and do not wish to change their vote on that Resolution, no action needs to be taken (as the Company will treat their existing proxy as valid). If they wish to change their vote by proxy on Resolution 1 or have not previously voted by proxy on Resolution 1 and wish to do so, they **MUST** use the replacement Proxy Form.

If Shareholders wish to vote by proxy in respect of Resolution 6, Shareholders **MUST** use this replacement Proxy Form.

Replacement Proxy Forms must be returned to the Company no later than **11am (WST) 12 December 2020**.

ADJOURNMENT OF AGM

As a result of the changes to the Explanatory Statement on Resolution 1 and the inserting of Resolution 6 as detailed above, the Chair of the AGM intends to defer consideration of Resolution 1 (and Resolution 6 if required to be put to the AGM) and, once all other business is completed, adjourn the Meeting to **11am (WST) on Monday 14 December 2020 at Second Floor, 9 Havelock Street, West Perth, Western Australia 6005** at which time Resolution 1 (and Resolution 6 if required) will be put to Shareholders.

VOTING ELIGIBILITY

The persons eligible to vote at the adjourned AGM are those who are registered Shareholders at **5.00pm (WST) on 24 November 2020**.

ENQUIRIES: Shareholders are requested to contact Mr Peter Rutledge, Company Secretary, on +61 (8) 9322 1655 if they have any queries in respect of the matters set out in this document.

Authorised by the Board

26 November 2020

TRAKA RESOURCES LIMITED

ACN 103 323 173

Ground Floor, 43 Ventnor Avenue
West Perth WA 6005

Mailing Address:

PO Box 601, West Perth WA 6872

Telephone: 61 8 9322 1655

Facsimile: 61 8 9322 9144

Email: traka@trakaresources.com.au

Web: www.trakaresources.com.au

Replacement Proxy Form

I/we.....(full name, block letters)

of.....

being a member of **Traka Resources Limited** hereby appoint

.....
or, failing him, the chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the adjourned Annual General Meeting of the Company to be held at **11:00 am on Monday 14 December 2020**, and at any adjournment thereof in accordance with the directions indicated below.

MY/OUR INSTRUCTIONS AS TO VOTING ON THE RESOLUTIONS

If two proxies are being appointed, the proportion of voting rights this proxy is appointed to represent is:

The proxy is directed to vote in relation to the resolutions referred to in the Notice as follows:

%

ORDINARY BUSINESS

FOR	AGAINST	ABSTAIN
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Resolution 1: Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 6: Spill Meeting

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Chairman's Voting Intentions:

I/we understand that the chairman of the meeting intends to vote undirected proxies in favour of Resolution 1 and against Resolution 6.

Additional Instructions:

Resolution 1: Where I/we have not specified above how my/our proxy is to vote in relation to Resolution 1 and my/our proxy is a member of the key management personnel of the Company, or a closely related party of that member, I/we understand that:

- a) where my/our proxy is the chairman of the meeting, I/we hereby expressly authorise him to exercise my my/our proxy, even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company;
- b) where my/our proxy is not the chairman of the meeting, he is not permitted to cast my/our vote on this resolutions, and my/our vote will not be counted in computing the required majority if a poll is called on this item.

AUTHORISED SIGNATURE/S

This section **must** be signed in accordance with the instructions overleaf to enable your voting instructions to be implemented.

Individual or Shareholder 1

Shareholder 2

Shareholder 3

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Sole Director and Sole Company Secretary

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Director

--

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

This form is to be used in accordance with the instructions overleaf.

Instructions for completing and lodging this Replacement Proxy Form

1. In order to direct the proxy in relation to all votes covered by this instrument in a particular manner, place a tick or a cross in one of the boxes headed "For", "Against" or "Abstain". Where no mark is made in any of the boxes for a resolution (that is no direction is given to the proxy) the proxy may vote as he sees fit, subject to restrictions that may apply, such as in the case of Resolution 1 – see below. Please note that, if you mark the "Abstain" box for a particular resolution, your votes will not be counted in computing the required majority on a poll.
2. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and, on a poll, to vote in their stead.
3. Where two proxies are appointed, neither proxy shall be entitled to vote on a show of hands and, on a poll, the appointment shall be of no effect unless each proxy is appointed to represent a specified proportion of the shareholder's voting rights, in which case the shareholder should indicate the proportion of voting rights this proxy represents in the box provided.
4. A proxy may, but need not, be a shareholder of the Company.
5. The Replacement Proxy Form must be signed by the shareholder or his attorney duly authorised in writing (or, if the holder is a corporation, pursuant to Section 127(1) of the Corporations Act).
6. The Replacement Proxy Form (and any power of attorney or other authority pursuant to which the Replacement Proxy Form has been signed) must:
 - either be deposited at the registered office of Traka, Ground Floor, 43 Ventnor Ave, West Perth, WA 6005;
 - or be sent by mail to Traka Resources Limited, PO Box 601, West Perth, WA 6872;
 - or be sent by facsimile to Traka at (08) 9322 9144;
 - or be sent by email to traka@trakaresources.com.au;in time to be received not later than 48 hours before the time fixed for the holding of the meeting.
7. Proxy voting by key management personnel on remuneration related resolutions:

Resolution 1 – Adoption of the Remuneration Report

In accordance with subsection 250R(4) of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of, either

- (a) a member of the key management personnel of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

Subsection 250R(5) however provides that a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above, and either:

- (a) the person does so as a proxy, appointed by writing that specifies how the proxy is to vote on the resolution; or
- (b) the person is the chairman of the meeting, and the appointment of the chairman of the meeting as proxy
 - (i) does not specify how the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chairman of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company.

Subsection 250BD(2) however states that the above prohibition does not apply to the chairman of the meeting where the appointment of the chairman of the meeting as proxy expressly authorises the chairman to exercise the proxy even if the resolution is connected directly or indirectly with a member of the key management personnel of the Company.

Shareholders eligible to cast a vote on Resolution 1 are encouraged to specify how their proxy is to vote on this resolution by marking the 'For' or 'Against' boxes alongside Resolution 1 overleaf.
