

EMMERSON RESOURCES LTD – 2021 ANNUAL GENERAL MEETING

Dear Shareholder,

Emmerson Resources Limited (ASX: ERM) is pleased to invite shareholders to attend the Annual General Meeting (AGM or Meeting) to be held on Thursday 25 November 2021 at 10.00am (AWST).

Due to the ongoing uncertainty and potential health risks created by the COVID-19 pandemic and taking into consideration actions by State and Federal Governments to address these concerns, the Company will be hosting a virtual (online) AGM for 2021. Accordingly, there will not be a physical location where shareholders can attend the Meeting in person.

Notice of Meeting

In accordance with the Treasury Laws Amendment (2021 Measures No. 1) Act 2021, the Company will not be sending hard copies of the Notice of Meeting. Shareholders who have previously requested a hard copy will receive a hard copy letter of access. The Notice of Meeting for the AGM can be viewed and downloaded at <https://www.emmersonresources.com.au/asx-releases>.

Should shareholders have any issues downloading the Notice of Meeting, they may contact Advanced Share Registry or the Company Secretary to request a hard copy of the Notice.

This letter provides information to guide shareholders as to how to attend and participate in the AGM online. If it becomes necessary to give further updates about the AGM, information will be lodged with the ASX at www.asx.com.au (ASX code: ERM) and posted on our website at <https://www.emmersonresources.com.au/asx-releases>.

How Shareholders Can Attend and Participate at the AGM

Shareholders can attend the AGM online and will be able to view a live webcast of the Meeting, ask questions and cast votes in real time whilst the meeting is in progress.

If you are a shareholder and wish to virtually attend the AGM online, please login to the Meeting at <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login> using the Meeting ID and the Personalised Shareholder ID. Your Meeting ID and Shareholder ID can be found in the personalised proxy form that will be dispatched to each shareholder separately.

How to submit your vote in advance of the meeting Voting by Proxy

Shareholders are encouraged to **appoint the Chair of the Meeting as their proxy**.

Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online and electronically) are set out in the Proxy Form.

Proxy votes must be received by **10.00am (WST) Tuesday 23 November 2021**.

How to submit your vote during the meeting

When the live voting for the virtual meeting opens, click on 'poll' button at the bottom of the screen and follow the steps.

Shareholders with multiple holdings will either need to login to the Virtual Meeting Portal separately under each Shareholder ID to cast their vote while the poll is open during the Meeting or cast their votes by lodging a Proxy form by the submission date specified.

How to ask questions

Only shareholders of the Company will be able to ask questions in advance of the Meeting or at the AGM.

We encourage questions to be submitted in advance of the Meeting as this will provide management with the best opportunity to prepare for the Meeting, for example by preparing answers in advance to Shareholders questions. In order to do so, Shareholders will need to register their email address with the Company by emailing corporate@emmersonresources.com.au by no later than **10.00am (AWST) on Wednesday 24 November 2021**.

However, Shareholders will have the opportunity to ask questions at the virtual Meeting.

Shareholders who wish to ask question at the Meeting can do so by clicking on the **"ask a question"** button at the bottom of the screen and submit the question in writing or verbally when requested by the Chairman.

Company presentation

The Managing Director will provide a Company presentation after the conclusion of the Meeting. A copy of the presentation will be lodged with ASX and available on the Company's website (www.emmersonresources.com.au) ahead of the meeting.

Enquiries

Queries in regard to lodgement of proxies should be referred to Advanced Share Registry on +61 8 9389 8033. Shareholders are encouraged to contact the Company Secretary on +61 8 9381 7838 or by email at corporate@emmersonresources.com.au if they have any other queries.

We thank you for your continued support and look forward to you joining us at the 2021 Annual General Meeting.

To assist with both minimising the costs associated with distribution of reports and notices and our objective to reduce waste, if you have not already done so, you are encouraged to register for electronic communications via this link: www.advancedshare.com.au and register as a member with your unique shareholder identification number and postcode (or country) for overseas residents.

Andrew McIlwain

Chairman

Emmerson Resources Limited



EMMERSON RESOURCES LIMITED
ACN 117 086 745

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the ongoing COVID-19 travel restrictions, Shareholders will not be able to attend in person at a physical location but are strongly encouraged to attend online as outlined in the Notice, and by submitting their Proxy Form record their vote on the Resolutions. If you wish to virtually attend the AGM, please refer to the Meeting ID and Shareholder ID on your personalised proxy form to login to the meeting at www.advancedshare.com.au/virtual-meeting.

2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Emmerson Resources Limited and entitled to attend and vote hereby:

APPOINT A PROXY



The Chair of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held **virtually on 25 November 2021 at 10:00am (WST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

1 Adoption of Remuneration Report

2 Re-election of director – Dr Allan Trench

3 Ratification of prior issue of Shares and Options under the capital raising

4 Approval of 7.1A Mandate

For Against Abstain*



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)



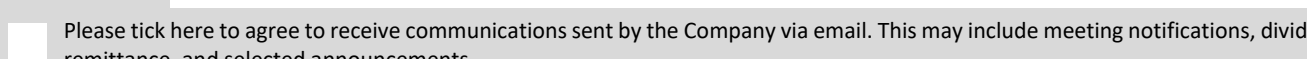
Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address



Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

EMMERSON RESOURCES LIMITED - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will only be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (WST) on 23 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033