



athena
RESOURCES

**Athena Resources
Limited**

ACN 113 758 900

**NOTICE OF GENERAL MEETING AND
EXPLANATORY MEMORANDUM**

28 June 2023

11.30am (WST)

**Perth Flying Squadron Yacht Club
Esplanade, Dalkeith, WA 6009**

The Directors recommend that you vote

AGAINST

all Resolutions

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 413 748 277.

NOTICE OF GENERAL MEETING

In response to the requisition of the Meeting by the Requisitioning Shareholders and in accordance with section 249D of the Corporation Act and rule 13.2 of the Constitution, notice is given that a General Meeting of the Company's Shareholders will be held at Perth Flying Squadron Yacht Club, Esplanade, Dalkeith, WA 6009 on **Wednesday 28 June 2023 at 11.30am (WST) (Meeting)**.

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

Shareholders are urged to vote by attending the Meeting in person or by returning a completed Proxy Form. Instructions on how to complete a Proxy Form are set out below and on the Proxy Form.

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

AGENDA

1. Resolution 1 – Appointment of Mr John Scott Thomson as a director of the Company

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

"That, pursuant to the Company's constitution and for all other purposes, Mr John Scott Thomson (having consented to act) be and is hereby appointed as a director of the Company effective immediately on the passing of this resolution."

2. Resolution 2 – Appointment of Mr Roy Bismuth Jansan as a director of the Company

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

"That, pursuant to the Company's constitution and for all other purposes, Mr Roy Bismuth Jansan (having consented to act) be and is hereby appointed as a director of the Company effective immediately on the passing of this resolution."

3. Resolution 3 – Removal of Director – Mr Edmond William Edwards

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 the passing of Resolutions 1 and 2, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company's constitution and for all other purposes, Mr Edmond William Edwards be and is hereby removed as a director of the Company effective immediately on the passing of this resolution."

4. Resolution 4 – Removal of Director – Mr Peter John Newcomb

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 the passing of Resolutions 1 and 2, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company’s constitution and for all other purposes, Mr Peter John Newcomb be and is hereby removed as a director of the Company effective immediately on the passing of this resolution.”

5. Resolution 5 – Removal of Directors

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 the passing of Resolutions 1 and 2, pursuant to section 203D of the Corporations Act 2001 (Cth) and the Company’s constitution and for all other purposes, each person appointed as a director of the Company on or after 4 May 2023 and prior to the closing of this meeting (excluding Mr John Scott Thomson and Mr Roy Bismuth Jansan) be and is hereby removed as a director of the Company effective immediately on the passing of this resolution.”

Dated: 22 May 2023

By order of the Board

Peter Newcomb

Company Secretary

Notes

Provision of Notice of Meeting

In accordance with the Corporations Act, the Notice of Meeting and accompanying Explanatory Statement are being made available to Shareholders electronically (unless Shareholders have expressly elected to receive the Notice of Meeting in paper copy).

Shareholders that have nominated an email address and have elected to receive electronic communications from the Company will receive an email to their nominated account with a link to an electronic copy of the Notice of Meeting (including the Proxy Form). Shareholders who have not nominated an email address will receive a letter containing the web address to obtain an electronic copy of the Notice of Meeting, Explanatory Statement and Proxy Form.

Poll

Shareholders are advised that all Resolutions to be considered at the General Meeting will be put to a poll, in accordance with the provisions of the Company’s Constitution and the Corporations Act.

Entitlement to vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Board has determined that persons who are registered holders of Shares in the Company as at 5:00 pm (AWST) on 26 June 2023 will be entitled to attend and vote at the Meeting as a shareholder. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting in person (or by attorney)

To vote in person, attend the Meeting at the time, date and place set out above. To vote by attorney, the power of attorney or a certified copy of it under which they have been authorised to attend and vote at the Meeting must be provided to the Company's Share Registry by 11.30am (WST) on 26 June 2023. However, the Company strongly encourages all Shareholders to participate in the Meeting by reading the Notice carefully and voting by proxy in accordance with the instructions noted below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should provide evidence of their appointment with the Company's Share Registry prior to the Meeting or have previously provided the Company with evidence of their appointment.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return it so it is received no later than **11.30am (WST) on 26 June 2023**:

1. by sending your completed Proxy Form:
 - a. by mail to Computershare Investor Services Pty Limited
GPO Box 242, Melbourne Victoria 3001, Australia
 - b. by fax to 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

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

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

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement has been prepared for the information of members of Athena Resources Limited (**Athena** or the **Company**) in connection with the business to be conducted at a General Meeting of Members to be held at Perth Flying Squadron Yacht Club, Esplanade, Dalkeith, WA 6009 on **28 June 2023 at 11.30am (WST)**.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of General Meeting.

The purpose of this Explanatory Statement is to provide information for Shareholders in deciding whether or not to pass the Resolutions in the Notice of General Meeting.

1. Resolutions 1 to 5

1.1 Introduction

On 4 May 2023, the Company received a notice under section 203D of the Corporations Act from Adroit Capital Investments Pty Ltd, former Director David Webster and seven other Shareholders (who at the time were registered as holding in aggregate approximately 6.3% of the Company's Shares power) (**Requisitioning Shareholders**) advising their intention to move resolutions to:

- (a) appoint John Scott Thomson and Roy Bismuth Jansan as new directors of the Company (**Proposed Directors**); and
- (b) remove existing Directors Edmond Edwards and Peter Newcomb and any other directors appointed after 4 May 2024 (other than the Proposed Directors),

(together the **Proposed Resolutions**).

On 5 May 2023, the Company received a notice under section 249D of the Corporations Act from the Requisitioning Shareholders requesting that the Directors call a general meeting to consider the Proposed Resolutions.

As required by section 249D of the Corporation, the Directors have convened the Meeting.

1.2 Proposed Directors

As at the date of this Notice, the Proposed Directors have not provided the Company with any statements to send to Shareholders in relation to the s249D Notice.

As far as the Board is aware, the Proposed Directors are not Shareholders.

Directors' recommendation

1.3

Your Directors do not support the Resolutions and recommend you vote (and will be voting their own Shares) **AGAINST** the election of the Proposed Directors and removal of existing Directors Ed Edwards and Peter Newcomb.

The Chair of the Meeting intends to vote undirected proxies against all Resolutions.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Company means Athena Resources Limited (ACN 113 758 900).

Company's Share Registry means Computershare Investor Services Pty Limited.

Constitution means the Company's constitution.

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

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

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

Proxy Form means the proxy form accompanying the Notice.

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

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

Shareholder means a holder of a Share.

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



ATHENA RESOURCES LIMITED
ABN 69 113 758 900

Need assistance?



Phone:
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:30 am (WST) on Monday, 26 June 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

Custodians:

For Intermediary Online subscribers only visit
www.intermediaryonline.com



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark

X

 to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Athena Resources Limited hereby appoint

the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 General Meeting of Athena Resources Limited to be held at Perth Flying Squadron Yacht Club, Esplanade, Dalkeith, WA 6009 on Wednesday, 28 June 2023 at 11:30 am (WST) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

Recommendation

The Directors of Athena Resources Limited recommend that you vote **AGAINST** all resolutions.

For	Against	Abstain
<div></div>	<div>X</div>	<div></div>



For	Against	Abstain
<div></div>	<div></div>	<div></div>
<div></div>	<div></div>	<div></div>
<div></div>	<div></div>	<div></div>
<div></div>	<div></div>	<div></div>
<div></div>	<div></div>	<div></div>

Resolution 1	Appointment of Mr John Scott Thomson as a director of the Company
Resolution 2	Appointment of Mr Roy Bismuth Jansan as a director of the Company
Resolution 3	Removal of Director - Mr Edmond William Edwards
Resolution 4	Removal of Director - Mr Peter John Newcomb
Resolution 5	Removal of Directors

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

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

AHN

299786A



Computershare

