



22 August 2025

Dear Shareholders,

NOTICE OF GENERAL MEETING

The General Meeting (**GM**) of WhiteHawk Limited (**WhiteHawk** or the **Company**) is scheduled to be held on Thursday, 25 September 2025 at 9:00 am (AEST) (the **Meeting**).

The Board has resolved to hold the Meeting virtually and there will not be a physical location where shareholders can attend the Meeting in person.

The Company will not be sending hard copies of the Notice of Meeting to shareholders unless a shareholder has previously requested a hard copy. The Notice of Meeting can be viewed and downloaded from <https://www.whitehawk.com/whitehawk-limited>.

If you are unable to access any of the Meeting online, please contact the Company's Share Registry, Computershare, on 1300 850 505 or +61 3 9415 4000 (outside Australia).

The Company will notify Shareholders via the Company's website at www.whitehawk.com and the Company's ASX Announcement Platform at www.asx.com.au (ASX: WHK) if changing circumstances impact the planning or arrangements for the Meeting.

How to attend the Virtual Meeting

To attend the Virtual Meeting, please pre-register in advance for the Virtual Meeting via the following link:

https://us06web.zoom.us/webinar/register/WN_EYXme2uKSBS2RQNIQ1umSg

After online registration, a confirmation of registration and information on how to attend the Virtual Meeting will be provided.

Participating in the Virtual Meeting

Shareholders and proxyholders attending the Company's virtual Meeting (the **Virtual Meeting**) may submit questions in advance of the Virtual Meeting by emailing their questions to investors@whitehawk.com.

Shareholders and proxyholders may also vote on the resolutions in real time during the Virtual Meeting and may ask questions online once they have been verified. It may not be possible to respond on all questions raised during the Meeting and therefore shareholders are encouraged to submit questions prior to the Virtual Meeting before 5:00pm (AWST) on Tuesday, 23 September 2025.

How to vote in real time during the Virtual Meeting

To vote virtually in real time during the Virtual Meeting, shareholders can log in by entering the following link. Online registration will open 30 minutes before the Meeting: <https://meetnow.global/MXQD27Y>

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the GM to obtain their login details.



How to submit your vote in advance of the Virtual Meeting

Shareholders may also vote at the Virtual Meeting by completing and lodging your Proxy Form by post, fax or online via the following link: <https://www.investorvote.com.au>. Refer to the proxy form for further details.

Proxy voting instructions must be received by 9:00 am (AEST) on Tuesday, 23 September 2025.

-ENDS-

Authorised for release by Terry Roberts (Chief Executive Officer and Executive Chair).

For more information:

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About WhiteHawk

Launched with financing in 2018, WhiteHawk developed the first cloud, AI/ML based cyber risk monitoring, prioritization and mitigation online cyber security exchange, democratizing access for all companies and organizations to address their Digital Age Risks and those of their suppliers/vendors, continuously and cost-effectively. WhiteHawk's 100% automated product lines include one-time or annual subscriptions for a Cyber Risk Program (one Enterprise), or Cyber Risk Radar (portfolio of Organizations or Suppliers) and virtual Cyber Consults tailored to Client Needs. Via the WHK online cyber security exchange, the Company also continuously vets and offers a breadth of next generation cyber risk and security solutions, enabling all businesses and organizations to take smart action against cybercrime, fraud, and disruption, for themselves, their clients and across their supply chains, on an ongoing basis with demonstrated time and cost savings. For more information, visit www.whitehawk.com.

WHITEHAWK LIMITED
ACN 620 459 823
NOTICE OF GENERAL MEETING

Notice is given that the Meeting will be held at:

TIME: 9:00 am (AEST)

DATE: Thursday, 25 September 2025

PLACE: The Meeting will be held online. To attend the Meeting, please use the following link and follow the instructions set out in this Notice:
https://us06web.zoom.us/webinar/register/WN_EYXme2uKSBS2RQNIQ1umSq

The business of the Meeting affects your shareholding and your vote is important.

This Notice 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.

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 Shareholders at 5:00pm (AEST) on 23 September 2025.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 7.1

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 101,791,677 Tranche 1 Placement Shares to Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES UNDER LISTING RULE 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 Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,846,911 Tranche 1 Placement Shares to Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO PLACEMENT PARTICIPANTS

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 67,819,319 quoted Options to Placement Participants (or their nominee/s) on the terms and conditions set out in the Explanatory Statement."

4. RESOLUTION 4 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES TO LAKEBA GROUP LIMITED

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 37,404,888 Shares and 18,702,444 quoted Options to Lakeba Group Limited (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

5. RESOLUTION 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES TO ALFONSO PORCELLI

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

"That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 869,565 Shares and 434,783 quoted Options to Alfonso Porcelli (or his nominee/s) on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO COPEAK PTY LTD

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

"That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 5,600,000 quoted Options to Copeak Pty Ltd (or its nominee/s) on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO VIATICUS CAPITAL

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 933,333 quoted Options to Viaticus Capital (or its nominee/s) on the terms and conditions set out in the Explanatory Statement.”

Dated: 22 August 2025

Voting Exclusion Statements

In accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the Resolutions set out below by or on behalf of the following persons:

Resolution 1 – Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1	Placement Participants (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 2 – Ratification of prior issue of Tranche 1 Placement Shares under Listing Rule 7.1A	Placement Participants (or their nominee/s) or any other person who participated in the issue or an associate of that person or those persons.
Resolution 3 – Approval to issue Options to Placement Participants	Placement Participants (or their nominee/s) or any other 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) or an associate of that person (or those persons).
Resolution 4 – Approval to issue Tranche 2 Placement Securities to Lakeba Group Limited	Lakeba Group Limited (or its nominee/s) 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 Company) or an associate of that person or those persons.
Resolution 5 – Approval to issue Tranche 2 Placement Securities to Alfonso Porcelli	Alfonso Porcelli (or his nominee/s) 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 Company) or an associate of that person or those persons.
Resolution 6 – Approval to issue Options to Peak	Peak (or its nominee/s) or any other 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) or an associate of that person (or those persons).
Resolution 7 – Approval to issue Options to Viaticus Capital	Viaticus Capital (or their nominee/s) or any other 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) or an associate of that person (or those persons).

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

- (a) a person as a proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the 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 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.

Voting and online attendance via virtual Meeting

How to attend the Meeting

To attend the Meeting, please pre-register in advance for the Meeting via the following link: https://us06web.zoom.us/webinar/register/WN_EYXme2uKSBS2RQNIQ1umSq

After online registration, a confirmation of registration and information on how to attend the virtual Meeting will be provided.

Participating in the Meeting

Shareholders and proxyholders attending the Company's virtual Meeting may submit questions in advance of the Meeting by emailing their questions to investors@whitehawk.com.

Shareholders and proxyholders may also vote on the resolutions in real time during the Meeting and may ask questions online once they have been verified. It may not be possible to respond on all questions raised during the Meeting and therefore shareholders are encouraged to submit questions prior to the Meeting before 5:00 pm (AEST) on <https://meetnow.global/MXQD27Y>.

How to vote in real time during the Virtual Meeting

To vote at the Meeting, you can log in by entering <https://meetnow.global/MXQD27Y> on your computer, tablet or smartphone. Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholder will need to contact Computershare prior to the Meeting to obtain their login details.

To vote online at the Meeting, please follow the instructions below:

Step 1: Click on '**Join Meeting Now**'

Step 2: Enter your SRN/HIN

Proxyholders will need to contact Computershare on +61 3 9415 4024 prior to the Meeting to obtain their login details

Step 3: Enter your postcode registered to your holding if you are an Australian security holder. If you are an overseas securityholder select the country of your registered holding from the drop-down list

Step 4: Accept the Terms and Conditions and '**Click Continue**'.

You can cast votes at the appropriate times while the Meeting is in progress.

Voting by proxy

If you are unable to participate in the Meeting, you are encouraged to appoint a proxy to participate and vote on your behalf. If you direct your proxy on how to vote, your votes will be cast at the Meeting in accordance with your directions.

To vote by proxy, please complete and sign the enclosed Proxy Form online by visiting www.investorvote.com.au, and return by the time and in accordance with the instructions set out on the Proxy Form.

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

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two 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.

Shareholders and their proxies should be aware that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Completed Proxy Forms (and any necessary supporting documents) must be received by the Company's share registry no later than 9:00am (AEST) on Tuesday, 23 September 2025. Even if you plan to participate in the Meeting online, we encourage you to submit your proxy vote as early as possible so that your vote will be counted if for any reason you cannot participate on the day of the Meeting.

Voting in person

In accordance with the Company's Constitution as approved by Shareholders on 4 May 2022 and amended on 20 May 2025, the Directors have elected to hold the Meeting virtually. Therefore, Shareholders will not be able to physically attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to either lodge a directed Proxy Form prior to the Meeting or attend and vote online at the Meeting in accordance with the instructions set out above in this Notice.

Should you wish to discuss the matters in this Notice please do not hesitate to contact the Company Secretary at investors@whitehawk.com.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO THE RESOLUTIONS

1.1 Background to Placement

As announced on 25 July 2025, the Company received firm commitments to raise up to \$2,000,000 (before costs) pursuant to a placement of 173,913,041 Shares to professional and sophisticated investors at an issue price of \$0.0115 per Share, together with one free-attaching quoted Option for every two Shares subscribed for an issued, exercisable at \$0.02 on or before 24 April 2028 (**WHKOA Options**)(**Placement**).

The Placement comprises:

- (a) an aggregate of 135,638,588 Shares which were issued to unrelated professional and sophisticated investors (**Placement Participants**) on 11 August 2025 pursuant to the Company's placement capacity under Listing Rule 7.1 and 7.1A (**Tranche 1 Placement Shares**), ratification of which is sought under Resolutions 1 and 2;
- (b) up to 67,819,319 WHKOA Options which will be issued to Placement Participants on a one-for-two basis, subject to obtaining Shareholder approval under Resolution 3; and
- (c) subject to Shareholder approval, up to a further aggregate of 38,274,453 Shares and 19,137,227 WHKOA Options (**Tranche 2 Placement Securities**) comprising:
 - (i) 37,404,888 Shares and 18,702,444 WHKOA Options to a related party of the Company who participated in the Placement, Lakeba Group Limited (ABN 37 603 471 807) (or its nominees) (**Lakeba**) (being the subject of Resolution 4); and
 - (ii) 869,565 Shares and 434,783 WHKOA Options which will be issued to a Closely Related Party, Alfonso Porcelli (or his nominees), on the same terms as the unrelated Placement Participants (being the subject of Resolution 5).

1.2 Use of funds

The proceeds from the Placement will be applied towards working capital and supporting the Company's growing pipeline of AI/ML based cyber risk SaaS and PaaS contract opportunities that include

- (a) continuation of current sales campaigns via new Marketing and Sales SaaS Platforms;
- (b) execution of near term new and expanded contracts;
- (c) WHK responses to 2025 Proposals from US Federal, State and Local open Opportunities;
- (d) IR and PR campaigns after new contracts are finalised; and
- (e) AI/ML Analytics and Automation advances to WHK Cyber Platform in support of current and future Cyber Resilience Moonshot client requirements.

1.3 Lead Manager

On 18 July 2025, the Company engaged Peak Asset Management (ACN 607 161 900) (**Peak**) to act as lead manager to the Placement. A summary of the key terms and conditions of the mandate with Peak (**Lead Manager Mandate**) is set out below:

TERM	The Lead Manager Mandate commenced on 18 July 2025 and will continue for a period of twelve (12) months.
CONSIDERATION	In consideration for its services, the Company agreed to pay/issue Peak:

	<p>(b) Placement fee: a placement fee of 6% (exclusive of GST) of the gross funds raised by Peak under the Placement,</p> <p>(c) Lead Manager Options: 280,000 WHKOA Options for every \$100,000 raised under the Placement; and</p> <p>(d) Corporate Advisory Fee: the corporate advisory agreement to be reviewed by the board within 4 weeks of the Placement.</p>
REIMBURSEMENT OF EXPENSES	The Company agreed to reimburse Peak for all reasonable out-of-pocket expenses incurred in its role as lead manager, subject to a limit of \$200. Any expense greater than this limit requires the prior written consent of the Company.

The Lead Manager Mandate otherwise contains terms and conditions standard for an agreement of this nature.

The Company is seeking Shareholder approval for the issue of WHKOA Options payable under the Lead Manager Mandate to Peak pursuant to Resolution 5.

2. RESOLUTIONS 1 AND 2 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES - LISTING RULES 7.1 AND 7.1A

2.1 General

As set out in Section 1.1, these Resolutions seek Shareholder ratification for the purposes of Listing Rule 7.4 for the issue of an aggregate of 135,638,588 Tranche 1 Placement Shares at an issue price of \$0.0115 per Share to raise approximately \$1,560,000 (before costs).

101,791,677 Shares were issued pursuant to the Company's capacity under Listing Rule 7.1 (being the subject of Resolution 1) and 33,846,911 Shares pursuant to the Company's placement capacity under Listing Rule 7.1A (being the subject of Resolution 2). The Tranche 1 Placement Shares were issued on 11 August 2025.

2.2 Listing Rules 7.1 and 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that 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 Company obtained this approval at its annual general meeting held on 20 May 2025.

The issue 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 the issue.

2.3 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.

2.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the issue 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 the issue.

If these Resolutions are not passed, the issue 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 the issue.

2.5 Technical information required by Listing Rules 7.4 and 7.5

REQUIRED INFORMATION	DETAILS
Names of persons to whom Shares were issued or the basis on which those persons were identified/selected	The Placement Participants (or their nominee/s). The Company confirms that no Material Persons were issued more than 1% of the issued capital of the Company.
Number and class of Shares issued	135,638,588 Tranche 1 Placement Shares were issued on the following basis: (a) 101,791,677 Tranche 1 Placement Shares were issued under Listing Rule 7.1 (ratification of which is sought under Resolution 1); and (b) 33,846,911 Tranche 1 Placement Shares issued pursuant to Listing Rule 7.1A (ratification of which is sought under Resolution 2).
Terms of Shares	The Tranche 1 Placement Shares were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Date(s) on or by which the Shares were issued	11 August 2025.
Price or other consideration the Company received for the Shares	\$0.0115 per Share for Tranche 1 Placement Shares issued pursuant to Listing Rule 7.1 and Listing Rule 7.1A.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Voting Exclusion Statement	A voting exclusion statement applies to this Resolution.
Compliance	The issue did not breach Listing Rule 7.1.

3. RESOLUTION 3 – APPROVAL TO ISSUE OPTIONS TO PLACEMENT PARTICIPANTS

3.1 General

As set out in Section 1.1, this Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of up to 67,819,319 free-attaching WHKOA Options to Placement Participants (or their nominee/s). The WHKOA Options will be exercisable at \$0.02 each on or before 24 April 2028 and otherwise on the terms and conditions set out in Schedule 1.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue.

3.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	The WHKOA Options will be issued to the Placement Participants (or their nominee/s). The Company confirms that no Material Persons will be issued more than 1% of the issued capital of the Company.
Number of Securities and class to be issued	Up to 67,819,319 WHKOA Options will be issued.
Terms of Securities	The WHKOA Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the WHKOA Options within 5 Business Days of the Meeting. In any event, the Company will not issue any WHKOA Options later than three 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).
Price or other consideration the Company will receive for the Securities	The WHKOA Options are being issued for nil consideration as they are free attaching to the Tranche 1 Placement Shares on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	No funds will be raised from the issue of WHKOA Options as they are being issued free-attaching to the Tranche 1 Placement Shares. In the event the WHKOA Options are exercised into Shares, any funds raised from payment of the exercise price will be applied towards the activities set out in Section 1.2.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

4. RESOLUTIONS 4 AND 5 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SECURITIES TO LAKEBA GROUP LIMITED AND ALFONSO PORCELLI

4.1 General

As set out in Section 1.1, Lakeba and Alfonso Porcelli have agreed to participate in the Placement for a total of \$440,157, on the same terms as the unrelated Placement Participants (**Participation**).

The proposed Participation is comprised of:

- (a) Lakeba (or its nominee/s) subscribing for up to \$430,157, being 37,404,888 Shares and 18,702,444 WHKOA Options; and
- (b) Alfonso Porcelli (or his nominee/s) subscribing for \$10,000 being 869,565 Shares and 434,783 WHKOA Options.

These Resolutions seek Shareholder approval for purposes of Listing Rule 10.11 for the issue of the Tranche 2 Placement Securities, being an aggregate of 38,274,453 Shares and

19,137,2227 WHKOA Options, to Lakeba and Alfonso Porcelli (or their nominee/s) to enable their Participation.

4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act requires that 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 proposed Participation of Lakeba and Alfonso Porcelli will result in the issue of Securities which constitutes the giving of a financial benefit. Lakeba is a related party of the Company by reason of Giuseppe Porcelli being a director of that entity, and Alfonso Porcelli is a Closely Related Party by virtue of being a child of a Director.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Tranche 2 Placement Securities will be issued to Lakeba (or its nominee/s) and Alfonso Porcelli (or his nominee/s) on the same terms as Securities issued to non-related Placement Participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

4.3 Listing Rule 10.11

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 Rules 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 issues fall within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. They therefore require the approval of Shareholders under Listing Rule 10.11.

4.4 Technical information required by Listing Rule 14.1A

If these Resolutions are passed, the Company will be able to proceed with the issue within one 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 manner set out in Section 1.2. As approval pursuant to Listing Rule 7.1 is not required for the issue (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If these Resolutions are not passed, the Company will not be able to proceed with the issue and no further funds will be raised.

4.5 Technical Information required by Listing Rule 10.13

REQUIRED INFORMATION	DETAILS
Name of the person to whom Securities will be issued	Lakeba and Alfonso Porcelli (or their nominee/s).
Categorisation under Listing Rule 10.11	<p>Guisepppe Porcelli is the executive chairman of Lakeba and so the entity falls within the category set out in Listing Rule 10.11.1 as it is a related party of the Company by virtue of being an entity controlled by a Director.</p> <p>Alfonso Porcelli is a Closely Related Party by virtue of being a child of a Director. Therefore, he falls within the category set out in Listing Rule 10.11.2.</p> <p>Any nominee(s) of Lakeba or Alfonso Porcelli who receive Tranche 2 Placement Securities may constitute 'associates' for the purposes of Listing Rule 10.11.4.</p>
Number of Securities and class to be issued	Up to 38,274,453 Shares and 19,137,227 WHKOA Options will be issued in the proportions set out in Sections 1.1 and 4.1.
Terms of Securities	<p>The Shares 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.</p> <p>The WHKOA Options will be issued on the terms and conditions set out in Schedule 1.</p>
Date(s) on or by which the Securities will be issued	The Company expects to issue the Tranche 2 Placement Securities within 5 Business Days of the Meeting. In any event, the Company will not issue any Tranche 2 Placement Securities later than one 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).
Price or other consideration the Company will receive for the Securities	\$0.0115 per Share and nil per WHKOA Option as the WHKOA Options will be issued free attaching with the Shares on a 1:2 basis.
Purpose of the issue, including the intended use of any funds raised by the issue	Refer to Section 1.2 for details of the proposed use of funds.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

5. RESOLUTION 6 – APPROVAL TO ISSUE OPTIONS TO PEAK

5.1 General

As set out in Section 1.3, Peak is entitled to 280,000 WHKOA Options per \$100,000 raised under the Placement, pursuant to the Lead Manager Mandate.

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 5,600,000 WHKOA Options in consideration for lead manager services provided by Peak.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not

count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

5.2 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a result, the Company may be required to negotiate alternative forms of consideration, including satisfying the value of the WHKOA Options in cash, which would deplete the Company's cash reserves.

5.3 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Peak (or its nominee/s).
Number of Securities and class to be issued	5,600,000 WHKOA Options will be issued.
Terms of Securities	The WHKOA Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the WHKOA Options within 5 Business Days of the Meeting. In any event, the Company will not issue any WHKOA Options later than three 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).
Price or other consideration the Company will receive for the Securities	The WHKOA Options will be issued at a nil issue price, in consideration for lead manager services provided by Peak.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Lead Manager Mandate.
Summary of material terms of agreement to issue	The WHKOA Options are being issued under the Lead Manager Mandate, a summary of the material terms of which is set out in Section 1.3.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

6. RESOLUTION 7 – APPROVAL TO ISSUE OPTIONS TO VIATICUS CAPITAL

6.1 Consultancy Agreement

On 25 March 2024, the Company entered into a consultancy agreement with Viaticus Capital (**Consultant**) (who is not a related party of the Company) whereby the Company agreed to retain the Consultant to, among other things, develop and implement international investor relations, business development and review corporate opportunities and capital requirements. The initial term of the Consultancy Agreement was from March 2024 for a period of 12 months and is renewable annually by mutual agreement. The Consultancy Agreement was renewed on 1 March 2025 for a further term of 12 months (**Consultancy Agreement**).

Pursuant to the Consultancy Agreement, in consideration for the consultancy services, the Company agreed to pay/issue to Viaticus;

- (a) service fees comprising:
 - (i) US\$6,000 per calendar month; and
 - (ii) a daily fee (not including travel time or weekends) of US\$500 (plus GST) only payable in the event the Consultant accompanies the Company on a road show to speak to investors introduced by the Consultant; and
- (b) capital raising fees comprising:
 - (i) 6% of the amount invested by each such investor introduced by or through the Consultant;
 - (ii) a further 1% of the amount invested through a licenced broker or licenced fund investor that was introduced to the Company by the Consultant where a fee is payable to that licenced broker or licenced fund investor by the Company; and
 - (iii) where securities in the Company are issued to an such licenced broker or licenced fund investor as part consideration for a capital raise, the Company will issue to the Consultant an amount of the same class of securities that represents 1/6th of the amount issued to the licenced broker or licenced fund investor.

The Consultancy Agreement is otherwise on terms considered standard for an agreement of its nature, including additional fees payable for transactions and capital raisings introduced to the Company through the Consultant.

6.2 General

This Resolution seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of 933,333 WHKOA Options in consideration for brokerage services provided by the Consultant. The Company has agreed to issue and the Consultant has agreed to receive Options equal to 1/6th of the amount owed to Peak under the Lead Manager Mandate.

A summary of Listing Rule 7.1 is set out in Section 2.2 above.

The proposed issue falls within exception 17 of Listing Rule 7.2. Under Listing Rule 7.2 (Exception 17), if the issue of securities is subject to prior shareholder approval, it does not count toward the 15% placement limit set by Listing Rule 7.1. The proposed issue therefore requires the approval of Shareholders under Listing Rule 7.1.

6.3 Technical information required by Listing Rule 14.1A

If this Resolution is passed, the Company will be able to proceed with the issue. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue. As a result, the Company may be required to negotiate alternative forms of consideration, including satisfying the value of the WHKOA Options in cash, which would deplete the Company's cash reserves.

6.4 Technical information required by Listing Rule 7.3

REQUIRED INFORMATION	DETAILS
Names of persons to whom Securities will be issued or the basis on which those persons were or will be identified/selected	Viaticus Capital (or its nominee/s).

REQUIRED INFORMATION	DETAILS
Number of Securities and class to be issued	933,333 WHKOA Options will be issued.
Terms of Securities	The WHKOA Options will be issued on the terms and conditions set out in Schedule 1.
Date(s) on or by which the Securities will be issued	The Company expects to issue the WHKOA Options within 5 Business Days of the Meeting. In any event, the Company will not issue any WHKOA Options later than three 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).
Price or other consideration the Company will receive for the Securities	The WHKOA Options will be issued at a nil issue price, in consideration for consultancy services provided by Viaticus Capital.
Purpose of the issue, including the intended use of any funds raised by the issue	The purpose of the issue is to satisfy the Company's obligations under the Consultancy Agreement.
Summary of material terms of agreement to issue	The WHKOA Options are being issued under the Consultancy Agreement, a summary of the material terms of which is set out in Section 6.1.
Voting exclusion statement	A voting exclusion statement applies to this Resolution.

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means Whitehawk Limited (ACN 620 459 823).

Constitution means the Company's constitution.

Consultant means Viaticus Capital Pty Ltd (ABN 78 095 512 973)

Consultancy Agreement means the agreement between the Company and Viaticus Capital dated 1 March 2025.

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

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Lead Manager Mandate has the meaning given in Section 1.3.

Listing Rules means the Listing Rules of ASX.

Material Person means a related party of the Company, member of the Key Management Personnel, substantial holder of the Company, adviser of the Company or associate of any of these parties.

Meeting means the meeting convened by the Notice.

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

Option means an option to acquire a Share.

Peak means Copeak Pty Ltd (ACN 607 161 900).

Placement has the meaning given in Section 1.1.

Placement Participants has the meaning given in Section 1.1.

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.

Section means a section of the Explanatory Statement.

Security means a Share, or Option (as applicable).

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

Shareholder means a registered holder of a Share.

Tranche 1 Placement Shares has the meaning given in Section 1.1.

Tranche 2 Placement Securities has the meaning given in Section 1.1.

WHKOA Options means the quoted class of Options exercisable at \$0.02 on or before 24 April 2028.

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

SCHEDULE 1 – TERMS AND CONDITIONS OF WHKOA OPTIONS

The terms and conditions of the WHKOA Options are set out below.

1.	Entitlement	Each Option entitles the holder to subscribe for one Share upon exercise of the Option.
2.	Exercise Price	Subject to paragraph 10, the amount payable upon exercise of each Option will be \$0.02 (Exercise Price).
3.	Expiry Date	Each Option will expire at 5:00 pm (AEST) on 24 April 2028 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date
4.	Exercise Period	The Options are exercisable at any time on or prior to the Expiry Date (Exercise Period).
5.	Exercise Notice	The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (Exercise Notice) 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.
6.	Exercise Date	An Exercise Notice is only effective on and from the later of the date of receipt of the Exercise Notice and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (Exercise Date).
7.	Timing of issue of Shares on exercise	<p>Within five Business Days after the Exercise Date, the Company will:</p> <ul style="list-style-type: none"> (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice and for which cleared funds have been received by the Company; (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 Options. <p>If a notice delivered under 7(b) 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.</p>
8.	Shares issued on exercise	Shares issued on exercise of the Options rank equally with the then issued shares of the Company.
9.	Quotation of Shares issued on exercise	Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options
10.	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.
11.	Participation in new issues	There are no participation rights or entitlements 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.
12.	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.
13.	Transferability	The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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 **9:00am (AEST) on Tuesday, 23 September 2025**

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

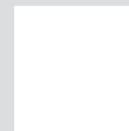
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 187946

SRN/HIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

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



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

☐ **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 ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of WhiteHawk 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 WhiteHawk Limited to be held as a Virtual Meeting on Thursday, 25 September 2025 at 9:00am (AEST) and at any adjournment or postponement of that meeting.

Step 2 Item 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.

	For	Against	Abstain
1 Ratification of prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of prior Issue of Tranche 1 Placement Shares Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Options to Placement Participants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval to Issue Tranche 2 Placement Securities to Lakeba Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval to Issue Tranche 2 Placement Securities to Alfonso Porcelli	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval to Issue Options to Copeak Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval to Issue Options to Viaticus Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of 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