

HERON RESOURCES LIMITED

29 November 2017

Annual General Meeting

1. Good afternoon Ladies and Gentlemen, it is now 2.00pm, and as a quorum is present I will now declare open the 2017 Annual General Meeting of Heron Resources Limited.
2. My name is Stephen Dennis, and I am the Chairman of Heron Resources. I would like to welcome shareholders and visitors and to thank you all for taking the time to attend this year's Meeting.
3. Let me introduce to you the other members of the Board

Wayne Taylor, who of course is our MD
Borden Putnam
Fiona Robertson
Peter Rozenauers, and
Ricardo de Armas

Mr Mark Sawyer, our seventh Director, is unable to attend the AGM today and sends his apologies. Mark resides in the UK and was in Australia last week to visit Woodlawn.

I would also like to mention that our Board intends to appoint Mr Ian Pattison as a Director of Heron after today's AGM. Ian is a very experienced metallurgist who has

been involved in the development and operation of a number of minerals processing facilities in Australia, including Woodlawn back in the early 1990's. I am sure Ian will make a valuable contribution as we continue to develop and commission Woodlawn .

Let me also introduce some of the senior management team who are here today:

Dave von Perger – GM of Exploration

Simon Smith - GM of Finance and Company Secretary

Andrew Lawry – COO

Charlie Kempson – GM of Strategy and Business development

Our Woodlawn General Manager Brian Hearne, sends his apologies.

4. I also wish to acknowledge the presence of Scott Jarrett from Ernst & Young the auditor of the Company who is here in attendance today.
5. Before we begin the formalities, I would like to make a few comments. Wayne will later make a detailed presentation on the company's activities.
6. At last years AGM I said that when we returned here in 12 months time, I expected that Woodlawn would be under construction . I am certainly pleased to be able to say that we have made good on this undertaking.

We began 2017 with our sole focus being to secure a full financing package for Woodlawn. Whilst the financing process took longer than we initially expected, in June we announced

that we had secured a fully funded financing package , thereby enabling construction to get underway .

With the financing of Woodlawn, we were also very pleased to welcome two new cornerstone investors to Heron's share register, Orion and Castlelake , and so Peter and Ricardo joined the Board in September.

In February 2017, we were very pleased to complete the spin - out of Ardea Resources. Since listing, Ardea has become a tremendous success for all the Heron shareholders who participated in the in-specie share distribution.

Now that we have secured sufficient funding, Heron's objective from here is quite clear . It is to complete the construction of Woodlawn both on time and on budget, so that towards the end of 2018 we can look to start commissioning of a new mine , selling metal concentrates into what looks like will be a favourable market for base metals, particularly zinc.

Before we begin the formal part of the proceedings, there are a couple of acknowledgements I would like to make. First, I would like to thank the other members of the Board for their contribution throughout the year.

Second, I would also like to thank our Managing Director, Wayne Taylor, and his team for their considerable efforts throughout the last year in getting the construction of Woodlawn under way. We will be adding significantly to our team over coming months , and I look forward to their contribution at Woodlawn as we ready ourselves to commence operations .

I would also like to recognise the contribution made by the Company's founder Mr Ian Buchhorn who this year resigned and has since taken up a position as an Executive Director of Ardea Resources . I would like to thank Ian for his many years of service.

Finally, thank you to all shareholders for your continued patience and support. I am well aware that some shareholders are concerned that the recent financing we undertook caused dilution to their holdings, however I can assure you the 'do nothing' alternative was not an attractive option for shareholders . One of the resolutions being voted on today is a consolidation of share capital which, if approved , may see some institutional investors attracted to our register, and I remain optimistic that we will see a gradual appreciation in our share price .

Advancing to next years AGM then , I look forward to reporting to you again at a time when we will be very much on the cusp of becoming a mine operator and exporter of base metals.

7. Now for the formal part of the proceedings. The Company's Notice of Meeting has been sent to all shareholders and lodged with ASX. If there is no objection from the meeting I will take the Notice of Meeting as having been read.
8. I remind you that only shareholders, proxy holders or other authorised representatives are entitled to speak and matters raised must be relevant to the business being considered by the meeting. There will also be the opportunity at the end of the meeting to ask general questions or make comments.
9. I would appreciate if you would clearly state your name before addressing the meeting.

10. I advise that all valid proxies that have been received within the prescribed time limits have been admitted.
11. The total number of proxy votes and details of them for each item of business will be recorded in the minutes and advised to the Australian Securities Exchange following this meeting.
12. There are 14 Resolutions to be put to this meeting and details of each Resolution will be shown on the screen at the time the relevant Resolution is being considered by the meeting, together with the details of the proxy votes cast in respect of that Resolution.
13. I will ask that the Resolutions be determined by a show of hands. However if a poll is called for on any particular Resolution I will wait until all of the remaining resolutions have been considered before asking our share registry, Security Transfer Registrars to conduct the poll.
14. I will now move to the matters to be considered at this meeting.

FINANCIAL STATEMENTS AND REPORTS

1. I now table the Financial Statements, Directors' Report, and the Auditor's Report of the Company for the year ended 30 June 2017.
2. This is not a resolution and the financial statements and associated documents do not need to be approved by the meeting.
3. Does anyone have any comments or questions on the financial statements and associated documents?

<<At this point also note, and provide opportunity for discussion about, written questions (if any have been received) from Shareholders to the Company's auditor about:

- *the preparation and content of the Auditor's report;*
- *the conduct of the audit;*
- *accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and*
- *the independence of the auditor in relation to the conduct of the audit.>>*

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
4. I now request questions about this resolution.
3. If there are no questions, I now put the resolution to a vote.
4. All those in favour, please raise your hand.
5. All those against, please raise your hand.
6. I declare the resolution carried/not carried.

RESOLUTION 2 – RE-ELECTION OF BORDEN PUTNAM III AS A DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution, if any.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 3 – RE-ELECTION OF PETER ROZENAUTERS AS A DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution, if any.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 4 – RE-ELECTION OF RICARDO DE ARMAS AS A DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution, if any.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 5 – CONSOLIDATION

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 6 – APPROVAL OF LONG TERM INCENTIVE PLAN

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR WAYNE TAYLOR, MANAGING DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 8 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR STEPHEN DENNIS, CHAIRMAN

1. <WAYNE TAKES OVER FOR THIS RESOLUTION> I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 9 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MS FIONA ROBERTSON, NON EXECUTIVE DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 10 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR BORDEN PUTNAM III, NON EXECUTIVE DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 11 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR MARK SAWYER, NON EXECUTIVE DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 12 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR PETER ROZENAUEERS, NON EXECUTIVE DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 13 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR RICARDO DE ARMAS, NON EXECUTIVE DIRECTOR

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

RESOLUTION 14 – APPROVAL TO INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS

1. I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.
2. Do we have someone to move the resolution?
3. I now request questions about this resolution.
4. If there are no questions, I now put the resolution to a vote.
5. All those in favour, please raise your hand.
6. All those against, please raise your hand.
7. I declare the resolution carried/not carried.

CLOSING OF GENERAL MEETING

1. Thank you ladies and gentlemen, as there are no other matters that can be properly considered in the formal part of this Annual General Meeting, I now declare the meeting closed.
2. Our Managing Director, Wayne Taylor, will now provide you with an update on the activities of the Company, and following his presentation you will have the opportunity to ask questions to any of the Board.

Presentation

Thanks Wayne for your presentation. I now invite members to ask any questions or make comments.

If that is all the questions, I would like to invite all of you to join us for afternoon tea