



Heron Resources Limited
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HERON RESOURCES LIMITED

Annual General Meeting - 22 November 2018 – Chairman's Address

1. Good afternoon ladies and gentlemen, it is 2pm and as a quorum is present, I will now declare the 2018 Annual General Meeting of Heron Resources Limited, open.
2. My name is Stephen Dennis and I am the Chairman of Heron Resources. I'd like to begin by welcoming shareholders and visitors and to thank you all for taking the time to attend this year's Meeting.
3. Before we begin the formalities, let me introduce our board and some of our senior management who are here today . Firstly, to our Board members:
 - Wayne Taylor who is also our MD;
 - Fiona Robertson
 - Ian Pattison;
 - Mark Sawyer;
 - Ricardo Di Armas

John Dorian is an alternate director for Peter Rozenauers who was unable to join us today, and our other apology is Borden Putnam who resides in the US.

4. Some of our senior management team are here today:
 - Andrew Lawry, Chief Operating Officer;
 - Simon Smith, General Manager of Finance and Company Secretary;
 - Dave von Perger, General Manager of Exploration;
 - Charlie Kempson, General Manager Strategy and Business Development and
 - Brian Hearne, General Manager Woodlawn Mine.
 - Des O'Sullivan, Process Manager
5. I also wish to acknowledge the presence of Scott Jarret from Ernst & Young, the auditor of the Company who is here in attendance today.
6. I am going leave it to Wayne to provide you with an update on Woodlawn later on , however the most important piece of information I wish to bring to your attention is that we are only a month away now from the start-up of commissioning at Woodlawn . That Heron is on the threshold of becoming a mine producer is quite an achievement.

Construction of the plant is over 86% complete , and recently we commenced development of the underground mine . This means we expect to see our first production in the first quarter of next year , and so it is a very exciting time for us. The outlook for

metals, particularly zinc, remains good, and so hopefully our transition to production will be well timed .

7. I can assure you the heat is right on our management team at the moment , and so whilst we congratulate Wayne and his team for their efforts to date, we recognize there is much work that lies ahead to finally move us into production.
8. I would also like to thank our directors for the valuable counsel they continue to provide , and of course thanks must go to our shareholders for your continued support and patience.

I hope I am able to return next year and bring you a strong set of production numbers, our first .

As I said before , Wayne will be making a presentation at the end of the meeting , and this will include some excellent images of the site developments . There will be the opportunity then to ask general questions or make comments should you wish to do so.

1. 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.
2. 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.
3. I would appreciate if you would clearly state your name before addressing the meeting.
4. I've been advised by the Company Secretary that all valid proxies that have been received within the prescribed time limits have been admitted.
5. 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.
6. There are 9 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.
7. 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, Automic, to conduct the poll.
8. 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 2018.
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?. I note that Mr. Scott Jarrett of EY is in the audience if you wish to direct a question to him.

<<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:

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

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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 FIONA ROBERTSON 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 STEPHEN DENNIS 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. As the Resolution involves me, I will hand the meeting over to Mr. Wayne Taylor to put the resolution to shareholders. <handover to Wayne>
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.

<Wayne to hand meeting back to Stephen>

RESOLUTION 4 – RE-ELECTION OF MARK SAWYER 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 – RE-ELECTION OF IAN PATTISON AS A DIRECTOR

I direct the meeting's attention to the screen to view the resolution and the proxies received in respect of the resolution.

1. Do we have someone to move the resolution?
2. 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 6 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO 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 7 – APPROVAL TO ISSUE PERFORMANCE RIGHTS UNDER LONG TERM INCENTIVE PLAN TO MR IAN PATTISON, 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 – RENEWAL OF PROPORTIONAL TAKEOVER PROVISIONS

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 9 – APPROVAL OF EMPLOYEE SHARE 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.

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