

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

CRIGEN RESOURCES LIMITED | ABN 56 644 338 018

Your proxy voting instruction must be received by **2.00pm (AEST) on Monday, 26 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)



CRIGEN RESOURCES LIMITED

ACN 644338018

Suite 1.02, 341 George Street, Sydney NSW 2000, Australia

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Members of Crigen Resources Limited ACN 644 338 018 (**Crigen or the Company**) will be held on **Wednesday 28th May 2025 as a virtual meeting at 2:00pm Sydney time (being 12 noon Penang time) (EGM or the Meeting)**.

To minimize the cost of holding this procedural meeting, the EGM will be held as a virtual meeting. **Shareholders, proxyholders and guests are advised that attendance in person at the EGM is not possible as there will not be a physical meeting.**

Shareholders, proxyholders and guests can attend and participate in the meeting online by using a computer, smartphone or tablet with a Zoom application.

TO ATTEND AND PARTICIPATE IN THE EGM

The **only means** of attending the EGM is via Zoom, which can be downloaded free of charge from zoom.com

Link: <https://us02web.zoom.us/j/81783369196?pwd=1sUO4C0ZmGsdQQObq6ZFE9G3htbb.1>

The meeting ID on Zoom for the EGM is: 817 8336 9196

Passcode: 423944

Email enquiries: compliance@danaiwellness.com

After logging into the meeting, you will be directed into a Zoom "waiting room" and fully admitted to the meeting upon the Company Secretary's verification of your designated role as shareholder, proxy or guest.

SPECIAL BUSINESS

The following **eight resolutions** all relate to the proposed issuance of Shares (**Remuneration Sacrifice Shares**) to Directors of the Company. NSX Listing Rule 6.44 requires that the Company obtain the approval of members of the issuer by **special resolution** for any issue of equity securities to a related party or a person nominated by the Exchange unless the person receives the securities under (i) a pro-rata issue; (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of securities; (iii) a dividend or distribution plan and, in the case of a plan established before the issuer was listed, the plan's terms disclosed in the disclosure document or the plan was established after the issuer was listed, the plan's terms were approved by the members of the issuer; (iv) an employee incentive scheme; or (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the Corporations Act or a scheme under section 411.

The issue of Shares to the Directors of Crigen requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because the Directors of Crigen are related parties of the Company.

RESOLUTION 1.

Issue of Remuneration Sacrifice Shares to Hooi Cheun Tan, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

“That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$120,000 in respect of remuneration **for the year ended 30 June 2025** to Hooi Cheun Tan, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. ”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 1 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 2.

Issue of Remuneration Sacrifice Shares to Cynthia Mee Li Tong, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

“That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$120,000 in respect of remuneration **for the year ended 30 June 2025** to Cynthia Mee Li Tong, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. ”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 2 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 3.

Issue of Remuneration Sacrifice Shares to Suan Loke Wong, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

“That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$44,000 in respect of remuneration **for the year ended 30 June 2025** to Suan Loke Wong, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 3 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 4.

Issue of Remuneration Sacrifice Shares to Hooi Cheun Tan, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$165,000 in respect of remuneration **for the year ended 30 June 2026** to **Hooi Cheun Tan**, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. "

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 4 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 5.

Issue of Remuneration Sacrifice Shares to Cynthia Mee Li Tong, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$165,000 in respect of remuneration **for the year ended 30 June 2026** to Cynthia Mee Li Tong, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. "

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 5 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 6.

Issue of Remuneration Sacrifice Shares to Suan Loke Wong, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

“That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$48,000 in respect of remuneration **for the year ended 30 June 2026** to Suan Loke Wong, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 6 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 7.

Issue of Remuneration Sacrifice Shares to Shanil Nanayakarra, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$36,000 in respect of remuneration **for the year ended 30 June 2026** to Shanil Nanayakarra, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. "

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (a) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (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:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 7 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

RESOLUTION 8.

Issue of Remuneration Sacrifice Shares to Andrew John Brown, Director of the Company

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

"That for the purposes of NSX Listing Rule 6.44 and for all other purposes, Shareholder approval is given for the Company to issue Directors Remuneration Shares up to the value of \$36,000 in respect of remuneration **for the year ended 30 June 2026** to Andrew John Brown, a Director (or his nominee) in lieu of cash remuneration on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting. "

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this resolution by and on behalf of an associate of or any person who will obtain a material benefit as a result of the issue of these securities (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (d) A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (e) 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
- (f) A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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
 - The holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement:

In accordance with section 250BD of the Corporations Act (2001) Cth a person appointed as a proxy must not vote on the basis of that appointment on Resolution 8 if:

- (a) The proxy is either:
 - (i) A member of the Company's Key Management Personnel; or
 - (ii) A closely related party of a member of the Company's Key Management Personnel; and
- (b) The appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) The proxy is the Chair; and
- (b) The appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the Annual General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 7pm (Sydney time) on Monday 26 May 2025. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

How to Vote

Members entitled to vote at the AGM may vote:

- by attending the Meeting via Zoom and voting in a poll conducted via Zoom; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice before the Meeting. A proxy may be an individual or a body corporate.

To vote at the Meeting, you or your proxy, attorney, representative or corporate proxy representative must attend the AGM must attend the AGM to be held virtually via Zoom on Wednesday 28 May 2025 commencing at 2:00pm (Sydney time) [12noon Penang time] virtually via Zoom.

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless Crigen received written notification of the death, mental incapacity, revocation or transfer before the Meeting or adjourned Meeting.

Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote instead of that shareholder. The proxy does not need to be a Member of the Company. A shareholder that 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 no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that Meeting.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.

If:

- a Member nominates the Chairman of the meeting as the Member's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Pursuant to section 250R(5) of the Corporations Act 2001, specific rules in relation to proxy voting pertaining to Resolution 1 are described at section 3.7 of the Explanatory Memorandum.

Proxies must be lodged not later than 48 hours before the Annual General Meeting i.e. 2:00 pm (Sydney time) on Monday 26th May 2025 in any of the following ways:

By post to the share registry:

Automic Group
GPO Box 5193,
SYDNEY NSW 2001

By hand delivery to the share registry:

Automic Group
Level 5
126 Phillip Street
SYDNEY NSW 2000

By electronic lodgement:

in accordance with instructions provided on the proxy form.

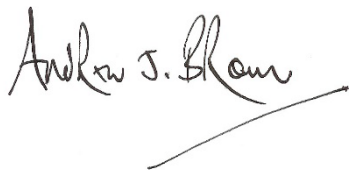
A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the Annual General Meeting, please contact the Company Secretary, Andrew Brown, on 0418 215 255 or andrew.brown@abron.com.au

Dated this 22nd day of April 2024

By order of the Board of Directors

A handwritten signature in black ink that reads "Andrew J. Brown". The signature is written in a cursive style with a long horizontal stroke extending to the right.

Andrew Brown
Company Secretary

EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at the General Meeting of Crigen Resources Limited (**Crigen, Company**) be held on **Wednesday 28th May 2025 as a virtual meeting.**

SPECIAL BUSINESS

1. RESOLUTIONS 1-8: REMUNERATION SACRIFICE SHARES

Background

Each of the Directors being Hooi Cheun Tan, Cynthia Mee Li Tong, Suan Loke Wong, Shanil Nanayakkara and Andrew Brown have agreed to reduce their agreed cash remuneration for the year to 30 June 2025 (except for Messrs Nanayakkara and Brown) and for the year to 30 June 2026 (all Directors) through the issue of Shares in lieu of that cash remuneration.

The Company has accordingly agreed, subject to Shareholder approval to allot and issue Shares to Hooi Cheun Tan, Cynthia Mee Li Tong, Suan Loke Wong, Shanil Nanayakkara and Andrew Brown on the terms and conditions set out below. The purpose of the Remuneration Sacrifice Shares is to provide Share-based remuneration in lieu of what would otherwise have been cash remuneration due and payable to Directors as salary or fees

2. *Chapter 2E Corporations Act*

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 obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act AND 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 issue of Remuneration Sacrifice Shares (which is an equity security, for the purposes of Chapter 2E of the Corporations Act) to the Directors constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the NSX Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by the director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

The Directors (other than Hooi Cheun Tan for Resolutions 1 and 4 Cynthia Mee Li Tong for Resolutions 2 and 5, Suan Loke Wong for Resolutions 3 and 6, Shanil Nanayakkara for Resolution 7 and Andrew Brown for Resolution 8) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of share issues relating to these resolutions as they form part of the respective remuneration to each applicable director as an officer of the Company and the remuneration is reasonable given the applicable Director's circumstances and the circumstances of the Company.

Accordingly, approval will not be sought under Chapter 2E for the issue of the Remuneration Sacrifice Shares as the issue of the Remuneration Sacrifice Shares constitutes reasonable remuneration under section 211 of the Corporations Act.

3. NSX Listing Rule 6.44

The eight resolutions all relate to the proposed issuance of Remuneration Sacrifice Shares to Directors of the Company. NSX Listing Rule 6.44 requires that the Company obtain the approval of members of the issuer by **special resolution** for any issue of equity securities to a related party or a person nominated by the Exchange unless the person receives the securities under (i) a pro-rata issue; (ii) an underwriting agreement in relation to a pro-rata issue and the terms of the underwriting were included in offer documents sent to the holders of securities; (iii) a dividend or distribution plan and, in the case of a plan established before the issuer was listed, the plan's terms disclosed in the disclosure document or the plan was established after the issuer was listed, the plan's terms were approved by the members of the issuer; (iv) an employee incentive scheme; or (v) a takeover offer which was required to comply with Part 6.3 Division 1 of the Corporations Act or a scheme under section 411.

The issue of Shares to the Directors of Crigen requires the Company to obtain Shareholder approval under NSX Listing Rule 6.44 because the Directors of Crigen are related parties of the Company.

Pursuant to and in accordance with the requirements of NSX Listing Rule 6.44, the following information is provided in relation to the proposed issue of Shares to the Brown Interests:

Allottees	Hooi Cheun Tan (Resolutions 1 & 4) Cynthia Mee Li Tong (Resolutions 2 & 5) Suan Loke Wong (Resolutions 3 & 6) Shil Nanayakkara (Resolution 7) Andrew Brown (Resolution 8) or their respective nominees.
Date of Issue	Resolution 1: by 31 July 2025 Resolution 2: by 31 July 2025 Resolution 3: by 31 July 2025 Resolutions 4-8: Quarterly in equal monetary proportion by 31 October 2025, by 31 January 2026, by 30 April 2026 and 31 July 2026.
Issue price	Issue price is volume weighted average price of Crigen Shares traded on NSX in the month prior to Issue or if no Crigen Shares are traded in that period, the last price at which Crigen Shares were issued to sophisticated Investors via a placement of new Shares subject to a minimum Issue Price of \$0.05 per share
Maximum number of Remuneration Sacrifice Shares issued	Resolution 1: 2,400,000 Resolution 2: 2,400,000 Resolution 3: 880,000 Resolution 4: 3,300,000 Resolution 5: 3,300,000 Resolution 6: 960,000 Resolution 7: 720,000 Resolution 8: 720,000
Terms	Shares issued 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.
Use of funds	The Remuneration Sacrifice Shares will be issued for nil consideration in lieu of a Directors' agreed cash remuneration at the intervals specified above.
Loan arrangements	Nil

Remuneration and emoluments from the Company to each Director for the previous financial year to 30 June 2024 (FY2024), the current financial year to 30 June 2025 (FY2025) and proposed remuneration for financial year to 30 June 2026 (FY2026) are as follows:

Res.	Director	FY 2024	FY 2025	FY 2026
1, 4	Hooi Cheun Tan	\$44,008	\$180,000	\$247,000
2, 5	Cynthia Mee Li Tong	\$51,343	\$180,000	\$247,000
3, 6	Suan Loke Wong	\$36,900	\$86,000	\$108,000
7	Shanil Nanayakkara	\$54,000	\$36,000	\$72,000
8	Andrew Brown†	\$20,000	\$80,000	\$116,000

† includes remuneration as Company Secretary, and for accounts and report preparation and related services

Details of any Remuneration Sacrifice Shares issued will be published in each annual report of the Company relating to the period in which the securities have been issued and such annual report will state that approval for the issue of the securities was obtained under NSX Listing Rule 6.44

A voting exclusion statement and voting prohibition statement is included in the Notice in relation to Resolutions 1-8.

The following table illustrates the issues of Shares which Crigen has undertaken since the listing of the Company on NSX in September 2022:

date	purpose	number	price
19 September 2022	Listing	198,235,520	\$0.10
29 September 2023	Working capital	296,562	\$0.10
19 October 2023	Working capital	261,250	\$0.10
1 November 2023	Working capital	230,000	\$0.10
4 December 2023	Working capital	196,875	\$0.10
19 March 2024	Working capital	230,000	\$0.10
29 April 2024	Working capital	206,875	\$0.10
21 May 2024	Working capital	206,000	\$0.10
30 May 2024	Working capital	194,000	\$0.07
2 July 2024	Working capital	2,285,486	\$0.07
18 September 2024	Working Capital	483,092	\$0.069
1 October 2024	Working Capital	16,848	\$0.069
10 October 2024	Working Capital	467,363	\$0.069
15 October 2024	Working Capital	701,262	\$0.069
17 March 2025	Working Capital	233,754	\$0.066
21 March 2025	Working Capital	46,750	\$0.066

GLOSSARY OF TERMS

EGM	General Meeting to be held on 28 May 2025 at 2:00pm Sydney time
Company	Crigen Resources Limited (ACN 644 338 018)
Corporations Act	Corporations Act 2001 (Cth)
Crigen	Crigen Holdings Limited (ACN 644 338 018)
Meeting	General Meeting to be held on 28 May 2025 at 2:00pm Sydney time
Member	A Holder of Crigen Shares or their nominated proxy or corporate representative
NSX	National Stock Exchange of Australia or the financial market operated by NSX Limited, as the context requires
NSX Listing Rules	A Listing Rule of the NSX
Remuneration Sacrifice Shares	Shares to be issued to nominated Directors of the Company as a substitute for cash remuneration payable by Crigen
Sophisticated Investors	Investors within the definition in Sections 708(8) or 708(11) of the Corporations Act
Share	An ordinary share in Crigen
Shareholders	Holders of Crigen Shares

Note: In the notice of Meeting and Explanatory Memorandum, unless the context otherwise requires, the above terms have the meaning set opposite them.