

12 May 2025

Dear Shareholder,

NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Haranga Resources Limited (**Company**) will be held at 108 Outram Street, West Perth WA 6005 on Wednesday 11 June 2025, at 10:30am (AWST).

The Notice of Meeting (**NOM**) is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial advisor, lawyer, accountant or other professional adviser.

In accordance with section 110D(1) of the Corporations Act 2001 (Cth) (Corporations Act), the Company will not be sending hard copies of the NOM to shareholders unless a shareholder has requested a hardcopy of the NOM or made an election for the purposes of 110E of the Corporations Act to receive documents from the Company in physical form. The NOM is made available to shareholders electronically. This means that:

- *You can access the Meeting Materials online at the Company's website <https://haranga.com/investors/asx-announcements/>*
- *A complete copy of the Meeting Materials has been posted to the Company's ASX Market announcements page at www.asx.com.au under the Company's ASX code "HAR".*
- *If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.*

Those shareholders who receive their company communications in the post will therefore receive a printed copy of this announcement and their personalised proxy form.

Conversely, shareholders who receive their communications electronically will, as they have on previous occasions, receive an email from the Company's share registry, Automic Group, with links directing them to this notice and the online voting portal <https://investor.automic.com.au/#/loginsah>

The Company further advises that voting on all resolutions will be conducted by a poll and encourages those shareholders who cannot attend the meeting to lodge their proxy forms no later than 48 hours before the meeting, being 10:30AM (AWST) on Monday 9 June 2025. Any proxy forms received after that time will not be valid for the meeting.

This ASX Announcement has been authorised for release by the Board of Haranga Resources Limited

Kyla Garic

Company Secretary

HARANGA RESOURCES LIMITED



Haranga Resources Limited

(ACN 141 128 841)

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM

Wednesday, 11 June 2025

10:30AM (AWST)

To be held in person at

108 Outram Street, West Perth, 6005

This Notice of General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on + 61 (8) 6158 9990.

NOTICE OF MEETING

Notice is given that the General Meeting of Shareholders of Haranga Resources Limited (ACN 141 128 841) (**Company**) will be held in person at 108 Outram Street, West Perth, 6005 on Wednesday, 11 June 2025 commencing at 10:30AM AWST (**Meeting**).

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

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 as Shareholders at 4:00PM AWST on Monday, 9 June 2025.

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

AGENDA

1. Resolutions 1(a) and 1(b) – Ratification of Prior issue of Tranche 1 Placement Shares – Listing Rules 7.1 and 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of up to:

- (a) *13,691,906 Tranche 1 Placement Shares issue under the Company’s Listing Rule 7.1 capacity; and*
- (b) *9,127,937 Tranche 1 Placement Shares issued under the Company’s Listing Rule 7.1A capacity,*

on the terms and conditions in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved (namely, the Tranche 1 Placement Participants); or
- (b) 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 proxy or attorney who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 the voting, and is not an associate of a person excluded from voting, on the Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2 – Approval to issue Tranche 2 Placement Shares

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 82,780,157 Tranche 2 Placement Shares, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, the Tranche 2 Placement Participants); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting 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 the 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.

3. Resolutions 3(a) and 3(b) – Approval to issue Consideration Securities

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to:

- (a) 40,000,000 Consideration Shares; and
- (b) 120,000,000 Consideration Performance Rights,

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) a 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) (namely, the Vendor); or
- (b) 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 proxy or attorney who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 the voting, and is not an associate of a person excluded from voting, on the Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

4. Resolutions 4(a) and 4(b) – Approval to issue Conversion Shares and Interest Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to:

- (a) 12,500,000 Conversion Shares; and
- (b) 625,830 Interest Shares,

on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolutions by or on behalf of:

- (a) a 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) (namely, the Noteholders and/or their respective nominees)); or
- (b) 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 proxy or attorney who is entitled to vote on the Resolutions, in accordance with directions given to the proxy or attorney to vote on the Resolutions in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, in accordance with a direction given to the Chair to vote on the Resolutions 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 the voting, and is not an associate of a person excluded from voting, on the Resolutions; and
 - (ii) the holder votes on the Resolutions in accordance with directions given by the beneficiary to the holder to vote in that way.

5. Resolution 5 – Approval of December Notes and issue of Shares (on conversion)

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to accept the novation of the December Notes and effectively issue up to 14,200,000 convertible notes totalling \$710,000 face value entitling the holder to convert the convertible notes into 14,200,000 ordinary shares in the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, the December Noteholders and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting 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 the 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.

6. Resolution 6 – Approval of Related Party December Notes and issue of Shares (on conversion)

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue 200,000 convertible notes totalling \$10,000 face value to Mr Jeremy King, entitling the holder to convert the convertible notes into 200,000 ordinary shares in the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) the person who is to receive the securities in question 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 entity (namely, Mr Jeremy King (and/or his nominees)); or
- (b) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 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; 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of a related party to whom the Resolution would permit a financial benefit to be given or an associate of such a related party (**Resolution 6 Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolution and it is not cast on behalf of a Resolution 6 Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

Provided the Chair is not a Resolution 6 Excluded Party, 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 though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. Resolution 7 – Approval of Seduli Convertible Notes and issue of Shares (on conversion)

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 19,300,000 convertible notes totalling \$965,000 face value entitling the holder to convert the convertible notes into 19,300,000 ordinary shares in the Company, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, the Lenders and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting 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 the 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.

8. Resolutions 8(a), 8(b), 8(c) and 8(d) – Approval to issue Shares to Related Parties in lieu of fees owed (Dr Hendrik Schloemann, Mr John Davis. Mr Michael Davy and Mr Peter Batten)

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

“That, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 3,712,000 Related Party Shares in lieu of Director Fees, as follows:

- (a) up to 795,000 Related Party Shares to Dr Hendrik Schloemann (and/or his nominee);
 - (b) up to 240,000 Related Party Shares to Mr John Davis (and/or his nominee);
 - (c) up to 1,427,000 Related Party Shares to Mr Michael Davy (and/or his nominee); and
 - (d) up to 1,250,000 Related Party Shares to Mr Peter Batten (and/or his nominee),
- on the terms and conditions set out in the Explanatory Memorandum.”*

Voting Exclusion Statement

The Company will disregard any votes cast:

- (a) In respect of Resolution 8(a), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Dr Hendrik Schloemann (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.
- (b) In respect of Resolution 8(b), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr John Davis (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.
- (c) In respect of Resolution 8(c), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr Michael Davy (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.
- (d) In respect of Resolution 8(d), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr Peter Batten (and/or his nominees)); or

- (ii) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 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; 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given or an associate of such a related party (**Resolution 8(a)-8(d) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 8(a)-8(d) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolution 8(a)-8(d) Excluded Party, 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 though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. Resolution 9 – Approval to issue Shares to Onyx Corporate in lieu of fees owed

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 827,750 Shares to Onyx Corporate in lieu of professional fees, on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, Onyx Corporate (and/or its nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting 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 the 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.

10. Resolution 10 – Approval to issue Tranche 1 JLM Options to Joint Lead Managers (CPS Capital Group Pty Ltd, ARQ Capital Pty Ltd and Lodge Partners 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 ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 4,321,940 Tranche 1 JLM Options to the Joint Lead Managers (and/or their respective nominees); on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, the Joint Lead Managers (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting 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 the 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.

11. Resolution 11 – Approval to issue Tranche 2 JLM Options to Joint Lead Managers (CPS Capital Group Pty Ltd, ARQ Capital Pty Ltd and Lodge Partners Pty Ltd)

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 15,678,060 Tranche 2 JLM Options to the Joint Lead Managers (and/or their respective nominees); on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, the Joint Lead Managers (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolutions, 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 the 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.

12. Resolution 12 – Approval to issue Facilitation Shares to Facilitators

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 10,000,000 Facilitation Shares to the Facilitators (and/or their nominees), on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a 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) (namely, the Facilitators (and/or their respective nominees)); or
- (b) an Associate of that person or those persons.

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

- (a) a person as proxy or attorney 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; or
- (b) the Chair of the meeting 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 the 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.

13. Resolutions 13(a), 13(b), 13(c) and 13(d) – Approval to issue Performance Rights to Related Parties (Mr Michael Davy, Mr Peter Batten, Mr Jeremy King and Mr Bruce McCracken)

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of section 195(4) and section 208 of the Corporations Act, ASX Listing Rule 10.11, and for all other purposes, approval is given for the Company to issue up to 19,966,000 Related Party Performance Rights, as follows:

- (a) *up to 5,066,000 Related Party Performance Rights to Mr Michael Davy (and/or his nominee);*
- (b) *up to 7,152,000 Related Party Performance Rights to Mr Peter Batten (and/or his nominee);*
- (c) *subject to and conditional upon the JK Appointment, up to 4,470,000 Related Party Performance Rights to Mr Jeremy King (and/or his nominee); and*
- (d) *subject to and conditional upon the BM Appointment, up to 3,278,000 Related Party Performance Rights to Mr Bruce McCracken (and/or his nominee),*

each Resolution being conditional upon one another, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast:

- (a) In respect of Resolution 13(a), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr Michael Davy (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.
- (b) In respect of Resolution 13(b), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr Peter Batten (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.
- (c) In respect of Resolution 13(c), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr Jeremy King (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.
- (d) In respect of Resolution 13(d), by or on behalf of:
 - (i) the person who is to receive the securities in question 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 entity (namely, Mr Bruce McCracken (and/or his nominees))); or
 - (ii) any Associate of that person or those persons.

However, this does not apply to a vote cast in favour of this Resolution 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; 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 this Resolution; and
 - (ii) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement

In accordance with section 224 of the Corporations Act, a vote on these Resolutions must not be cast (in any capacity) by or on behalf of a related party to whom the Resolutions would permit a financial benefit to be given or an associate of such a related party (**Resolution 13(a)-13(d) Excluded Party**). However, this prohibition does not apply if the vote is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the Resolutions and it is not cast on behalf of a Resolution 13(a)-13(d) Excluded Party.

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on the Resolutions if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

Provided the Chair is not a Resolution 13(a)-13(d) Excluded Party, 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 though the Resolutions are connected directly or indirectly with remuneration of a member of the Key Management Personnel.

14. Resolution 14 – Refresh of Employee Securities Incentive Plan

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

“Subject to and conditional upon the Acquisition Resolutions being passed by Shareholders, that, for the purposes of Listing Rule 7.2 Exception 13(b) and for all other purposes, Shareholders approve the issue of up to a maximum of 14,912,248 Securities under the Employee Securities Incentive Plan known as the “HAR Employee Securities Incentive Plan”, in accordance with the terms of the Plan and on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is eligible to participate in the Employee Securities Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of the Resolution 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 Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair;
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated 12 May 2025

BY ORDER OF THE BOARD



Ms Kyla Garic
Company Secretary

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in connection with the business to be conducted at the Meeting to be held in person at 108 Outram Street, West Perth, 6005 on Wednesday, 11 June 2025 commencing at 10:30AM AWST.

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions in the Notice.

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a proxy) to vote in their place. All Shareholders are invited and encouraged to participate in the Meeting, and are encouraged to lodge a directed Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

Shareholders and their proxies should be aware that:

- (a) If proxy holders vote, they must cast all directed proxies as they are directed to; and
- (b) Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (c) if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (d) if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded, or is otherwise required under section 250JA, on the question that the resolution be passed; and
- (d) either of the following applies:
 - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
 - (ii) the proxy does not vote on the resolution,

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 the meeting.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Proxy Holders and Voting Instructions

If the Chair is appointed as your proxy and the Chair is not directed how to vote, you are authorising the Chair to cast your undirected vote on all proposed resolutions.

If a member of the Company's Key Management Personnel, or a Closely Related Party of such member, is appointed as your proxy, they will not be able to vote your proxy on Resolution 6, Resolutions 8(a)-8(d), Resolutions 13(a)-13(d) and Resolution 14, unless you have directed them how to vote.

If you intend to appoint a member of the Company's Key Management Personnel, or a Closely Related Party of such member, or the Chair, as your proxy, you are encouraged to direct them how to vote on Resolution 6, Resolutions 8(a)-8(d), Resolutions 13(a)-13(d) and Resolution 14, by marking "For", "Against" or "Abstain" for each of those resolutions.

2.3 Submit your Proxy Vote

2.3.1 Online

Vote online at <https://investor.automic.com.au/#/loginsah> and simply follow the instructions on the enclosed proxy form.

2.3.2 By Paper

If you do not wish to vote online, then it is necessary to complete in accordance with the detailed instructions set out on the enclosed Proxy Form.

The return of your completed form (ONLY if you do NOT vote online) can be done by one of the following ways:

IN PERSON:	Automic. Level 5, 126 Phillip Street, Sydney NSW 2000
BY MAIL:	Automic. GPO Box 5193, Sydney NSW 2001
BY FAX:	+61 2 8583 3040
BY EMAIL:	meetings@automicgroup.com.au
BY MOBILE:	Scan the QR Code on your proxy form and follow the prompts

3. Resolutions 1(a) and 1(b) – Ratification of Prior issue of Tranche 1 Placement Shares – Listing Rules 7.1 and 7.1A

3.1 General

Resolutions 1(a) and 1(b) seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of a total of up to 22,819,843 Shares issued under Tranche 1 of the Placement.

3.2 Background to the Placement and Acquisition

On 25 March 2024, the Company announced that it has secured firm commitments from sophisticated, professional and institutional investors (including existing Shareholders) (**Placement Participants**) to raise \$5.28M (before costs) via the issue of 105,600,000 Shares (**Placement Shares**) at an issue price of \$0.05 (**Placement**).

The Company also announced that it had entered into a binding acquisition agreement with Seduli Holdings Australia Limited (**Vendor** or **Seduli**) (**Acquisition Agreement**) to acquire 100% of the issued capital in the Vendor's wholly owned subsidiary, Seduli Holdings USA LLC (**Seduli USA**) (**Acquisition**). Seduli USA, via its wholly owned subsidiary Seduli Sutter Operations Corporation, is the 100% legal and beneficial owner of a number of leases, including leases which comprise the "Lincoln Gold Project" and relevant mining information.

The material terms of the Acquisition Agreement are set out in Schedule 2.

On 1 April 2025, the Company issued a total of 22,819,843 Placement Shares under Tranche 1 of the Placement (**Tranche 1 Placement Shares**) as follows:

- (a) 13,691,906 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
- (b) 9,127,937 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1A capacity (the subject of Resolution 1(b)).

The issue of the Tranche 1 Placement Shares did not breach Listing Rules 7.1 and/or 7.1A. The balance of the Placement, comprising 82,780,157 Placement Shares under Tranche 2 of the Placement (**Tranche 2 Placement Shares**), will be issued subject to the receipt of Shareholder approval (the subject of Resolution 2).

The funds raised from the Placement will be used towards exploration and preparation for drilling at Lincoln Gold Project, Senegal Au/U Projects, costs of the offer and towards general working capital.

The Company appointed CPS Capital Group Pty Ltd, ARQ Capital Pty Ltd and Lodge Partners Pty Ltd as joint lead managers to the Placement (**Joint Lead Managers**). The Joint Lead Managers are entitled to be issued, subject to shareholder approval, 20,000,000 Options (exercisable at \$0.08 and expiring on the date that is three (3) years from the date of issue) (subject of Resolutions 10 and 11).

The Company has agreed, subject to shareholder approval, to issue up to 10,000,000 Shares to those parties who facilitated and introduced the Acquisition to the Company (subject of Resolution 12).

Further details in respect of the Placement and Acquisition are available in the Company's announcement to ASX on 25 March 2025.

3.3 ASX Listing Rules 7.1 and 7.1A

ASX Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without 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 ASX Listing Rule 7.1A however, an eligible entity can seek approval from its members, by way of a special resolution passed at its general meeting, to increase this 15% limit by an extra 10% to 25%.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions set out in ASX 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 ASX Listing Rule 7.1 and 7.1A for the 12 month period following the date of issue of the Tranche 1 Placement Shares.

3.4 ASX Listing Rule 7.4

ASX 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 ASX 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 ASX Listing Rule 7.1. Accordingly, the Company is seeking Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

3.5 Technical information required by Listing Rule 14.1A

If Resolutions 1(a) and 1(b) are passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's combined 25% limit in ASX 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 issue of the Tranche 1 Placement Shares.

If Resolutions 1(a) and 1(b) are not passed, the Tranche 1 Placement Share will be included in calculating the Company's combined 25% limit in ASX 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 issue of the Tranche 1 Placement Shares.

3.6 Technical information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolutions 1(a) and 1(b):

- (a) the Tranche 1 Placement Shares were issued to professional and sophisticated investors who are clients of the Joints Lead Managers, as well as existing Shareholders and investors introduced by the Company (**Tranche 1 Placement Participants**). The Tranche 1 Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Tranche 1 Placement Participants are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) issued more than 1% of the issued capital of the Company at the time of issue;, other than the following:
 - (A) Jason Peterson (a Director of CPS Capital Group Pty Ltd) and his associated entities, having been issued 1,774,006 Tranche 1 Placement Shares;
- (c) a total of 22,819,843 Tranche 1 Placement Shares were issued on the following basis:
 - (i) 13,691,906 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1 capacity (the subject of Resolution 1(a)); and
 - (ii) 9,127,937 Tranche 1 Placement Shares issued under the Company's ASX Listing Rule 7.1A capacity (the subject of Resolution 1(b));
- (d) the Tranche 1 Placement Shares were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's exiting Shares;
- (e) the Tranche 1 Placement Shares were issued on 1 April 2025;
- (f) the issue price was \$0.05 per Tranche 1 Placement Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (g) the purpose of the Tranche 1 Placement Shares was to raise approximately \$1,140,992.15 (before costs). Funds raised from the issue of the Tranche 1 Placement Shares will be aggregated with the funds raised from the issue of the Tranche 2 Placement Shares and used for the purposes specified in Section 3.2 above;
- (h) the Tranche 1 Placement Shares were not issued under an agreement; and
- (i) a voting exclusion statement is included in respect of Resolutions 1(a) and 1(b) in the Notice.

3.7 Board recommendation

The Board believes that Resolutions 1(a) and 1(b) are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of these Resolutions. The Chair intends to vote undirected proxies in favour of Resolutions 1(a) and 1(b).

4. Resolution 2 – Approval to issue Tranche 2 Placement Shares

4.1 General

Resolution 2 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 82,780,157 Tranche 2 Placement Shares to Tranche 2 Placement Participants under Tranche 2 of the Placement.

Resolution 2 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

4.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of the Tranche 2 Placement Shares does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

4.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares to the Tranche 2 Placement Participants. In addition, the issue of the Tranche 2 Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares to the Tranche 2 Placement Participants, and therefore, the Company will not be able to complete Tranche 2 of the Placement.

4.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the Tranche 2 Placement Shares will be issued to professional and sophisticated investors who are client of the Joint Lead Managers, as well as existing Shareholders and investors introduced by the Company (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process, which involved the Joint Lead Managers and the Company seeking expressions of interest to participate in the placement from non-related parties of the Company;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Tranche 2 Placement Participants are:

- (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
- (ii) issued more than 1% of the issued capital of the Company at the time of issue, other than the following:
 - (A) Jason Peterson (a Director of CPS Capital Group Pty Ltd) and his associated entities, who will be issued 3,625,994 Tranche 2 Placement Shares; and
 - (B) Fotios Lekkas and his associated entities, who will be issued 3,002,837 Tranche 2 Placement Shares;
- (c) the maximum number of Tranche 2 Placement Shares to be issued is 82,780,157 Tranche 2 Placement Shares;
- (d) the Tranche 2 Placement 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;
- (e) the Tranche 2 Placement Shares will be issued no later than three (3) 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) and it is intended that issue of all the Tranche 2 Placement Shares will occur on the same date;
- (f) the issue price of the Tranche 2 Placement Shares will be \$0.05 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise approximately \$4,139,007.85 (before costs). Funds raised from the issue of the Tranche 2 Placement Shares will be aggregated with the funds raised from the issue of the Tranche 1 Placement Shares and used for the purposes specified in Section 3.2 above;
- (h) the Tranche 2 Placement Shares are not being issued under an agreement;
- (i) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in respect of Resolution 2 of this Notice.

4.5 Board recommendation

The Board believes that Resolution 2 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 2. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

5. Resolutions 3(a) and 3(b) – Approval to issue Consideration Securities

5.1 General

As set out in Section 3.2 above and Schedule 2, under the Acquisition Agreement the Company has agreed to issue the Vendor the following:

- (a) 40,000,000 Consideration Shares; and
- (b) 120,000,000 Consideration Performance Rights, comprising:
 - (i) 20,000,000 Class A Consideration Performance Rights, which convert into Shares (1:1 basis) upon the earlier of:
 - (A) Haranga completing sample re-assaying and a sensitivity analysis of the existing drilling data for the Lincoln Gold Project and an independent competent person being reasonably satisfied that the majority of that database can be used in the estimation of a mineral resource to be reported under the JORC Code;
 - (B) satisfaction of Milestone B and/or Milestone C and/or Milestone D(1), within twenty-four months from the settlement date of the Acquisition (**Milestone A) (Class A Consideration Performance Rights)**;
 - (ii) 20,000,000 Class B Consideration Performance Rights, which convert into Shares (1:1 basis) upon the earlier of:
 - (A) Haranga announcing commencement of drilling at the Lincoln Gold Project; or
 - (B) satisfaction of Milestone C and/or Milestone D(1), within twenty-four months from the settlement date of the Acquisition (**Milestone B) (Class B Consideration Performance Rights)**;
 - (iii) 40,000,000 Class C Consideration Performance Rights, which convert into Shares (1:1 basis) upon:
 - (A) Haranga announcing an inferred and/or indicated JORC Code classified resource of at least 300,000 ounces of gold cut-off grade of 2g/t gold and an average grade of 5g/t gold at the Lincoln Gold Project; or
 - (B) satisfaction of Milestone D(1), within twenty-four months from the settlement date of the Acquisition (**Milestone C) (Class C Consideration Performance Rights)**; and
 - (iv) 40,000,000 Class D Consideration Performance Rights, which convert into Shares (1:1 basis) upon:
 - (A) Haranga announcing an inferred and/or indicated JORC Code classified resource of at least 400,000 ounces of gold cut-off grade of 2g/t gold and an average grade of 5g/t gold at the Lincoln Gold Project,

within twenty-four months from the settlement date of the Acquisition (**Milestone D(1)**); or

- (B) Haranga announcing an exploration target of 200,000 to 400,000 ounces of gold at the prospect known as “Keystone”, within twenty-four months from the settlement date of the Acquisition (**Milestone D(2)**),

(together, **Milestone D**) (**Class D Consideration Performance Rights**),

(together, the **Consideration Securities**).

A summary of the material terms of the Acquisition Agreement are set out above at Section 3.2. Refer to the Company’s announcement dated 25 March 2025 for further details on the Acquisition.

Resolutions 3(a) and 3(b) seek Shareholder approval pursuant to ASX Listing Rule 7.1, for the issue of:

- (a) 40,000,000 Consideration Shares (subject of Resolution 3(a)); and
- (b) 120,000,000 Consideration Performance Rights (subject of Resolution 3(b)),

to the Vendor as consideration under the Acquisition Agreement.

Resolutions 3(a) and 3(b) are subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

5.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is provided at Section 3.3 above.

The proposed issue of the Consideration Securities do not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

5.3 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 3(a) and 3(b) are passed, the Company will be able to proceed with the issue of the Consideration Securities which allow the Company to satisfy its obligations pursuant to the Acquisition Agreement. In addition, the issue of the Consideration Securities will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 3(a) and 3(b) are not passed, the Company will not be able to proceed with the issue of the Consideration Securities, and the Company will need to consider alternative forms of payment in lieu, such as cash consideration.

5.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 3(a) and 3(b):

- (a) the Consideration Securities will be issued to the Vendor (that being Seduli Holdings Australia Limited);
- (b) the maximum number of Consideration Securities to be issued are as follows:
 - (i) 40,000,000 Consideration Shares; and

- (ii) 120,000,000 Consideration Performance Rights (comprising: 20,000,000 Class A Consideration Performance Rights, 20,000,000 Class B Consideration Performance Rights, 40,000,000 Class C Consideration Performance Rights and 40,000,000 Class D Consideration Performance Rights);
- (c) the Consideration Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) a summary of the terms and conditions of the Consideration Performance Rights are set out in Schedule 3;
- (e) the Consideration Securities will be issued no later than three (3) 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) and it is intended that all the Consideration Shares will be issued on the same date;
- (f) the Consideration Securities are being issued as consideration for the Acquisition. Accordingly, not funds are being raised for the issue of the Consideration Shares;
- (g) the purposes of the issue of the Consideration Securities is as consideration to the Vendor pursuant to the Acquisition Agreement;
- (h) the Consideration Securities are being issued pursuant to the Acquisition Agreement. A summary of the Acquisition Agreement is included at Schedule 2;
- (i) the Consideration Securities are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolutions 3(a) and 3(b) of the Notice.

5.5 Board recommendation

The Board believes these Resolutions are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of these Resolutions 3(a) and 3(b). The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 3(a) and 3(b).

6. Resolutions 4(a) and 4(b) – Approval to issue Conversion Shares and Interest Shares

6.1 General

As announced on 5 November 2024, the Company secured funding of \$500,000 via the issue of convertible notes (**Convertible Notes**) to non-related existing and major shareholders of the Company, being non-related sophisticated investors who are clients of CPS Capital Group Pty Ltd, Martin Pawlitschek and Red and White Holdings Pty Ltd, (being an entity related to Fotios Lekkas) (together, the **Noteholders**).

A summary of the material terms of the Convertible Notes are set out below:

- (a) (**Principal Sum**): an aggregate principal sum of \$500,000;
- (b) (**Security**): unsecured;

- (c) **(Interest):** 10% per annum, payable in shares when the Principal is repaid in shares (**Interest Shares**);
- (d) **(Conversion):**
 - (i) the Principal Sum and accrued Interest will be converted to shares, subject to receipt of prior shareholder approval;
 - (ii) the conversion shares will have a conversion price equal to the price at which the Company undertook its most recent capital raising before issuing a conversion noted, less a 20% discount (**Conversion Shares**);
- (e) **(Repayment):** If not converted earlier, the Principal Sum and accrued Interest must be repaid on the earlier of the “Maturity Date”, being: three (3) months or the provision of written notice by the Noteholder upon the occurrence of an event of default; and

The Convertible Notes are otherwise on terms and conditions considered customary for agreements of this nature.

CPS Capital Group Pty Ltd (**CPS Capital**) acted as lead manager to the Convertible Notes. CPS Capital received a fee of 6% (plus GST) of the total funds raised under the Convertible Notes.

The Company confirms that it has fully drawn down on the Principal Sum under the Convertible Notes. Refer to the Company’s announcement dated 5 November 2024 for further details on the Convertible Notes.

Resolutions 4(a) and 4(b) seek Shareholder approval pursuant to ASX Listing Rule 7.1, for the issue of up to:

- (a) 12,500,000 Conversion Shares; and
- (b) 625,830 Interest Shares.

6.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is provided at Section 3.3 above.

The proposed issue of the Conversion Shares and Interest Shares falls within exception 17 of Listing Rule 7.2. Exception 17 under Listing Rule 7.2 provides that if the issue of any securities require prior shareholder approval, then such issue is not counted towards the 15% limit in ASX Listing Rule 7.1. Therefore, the proposed issue of the Conversion Shares and Interest Shares requires the approval of Shareholders under ASX Listing Rule 7.1.

6.3 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 4(a) and 4(b) are passed the Company will be able to proceed with the issue of the Conversion Shares and Interest Shares which allow the Company to satisfy its obligations pursuant to the Convertible Notes. In addition, the issue of the Conversion Shares and Interest Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolutions 4(a) and 4(b) are not passed, the Company will not be able to proceed with the issue of the Conversion Shares and Interest Shares, and the Company will have to repay the Convertible Notes by way of a cash payment.

6.4 Technical Information require by ASX Listing Rule 7.3:

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 4(a) and 4(b):

- (a) the Conversion Shares and Interest Shares will be issued to the Noteholders (and/or their respective nominees);
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Noteholders are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) will be issued more than 1% of the issued capital of the Company at the time of issue, other than the following:
 - (A) Fotios Lekkas and his associated entities, who will be issued 1,250,000 Conversion Shares and 62,583 Interest Shares;
- (c) a total of 12,500,000 Conversion Shares and 625,830 Interest Shares will be issued;
- (d) the Conversion Shares and Interest Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Conversion Shares and Interest Shares will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (f) the Conversion Shares and Interest Shares will be issued for a deemed issue price (based on the Conversion Price) of \$0.04 each;
- (g) the purpose of the issue of the Conversion Shares and Interest Shares is for the Company to fulfil its obligations under the Convertible Notes;
- (h) the Conversion Shares and Interest Shares will be issued pursuant to the Convertible Notes. A summary of the material terms of the Convertible Notes is included at Section 6.1 above;
- (i) the Conversion Shares and Interest Shares are not being issued under, or to fund, a reverse takeover; and
- (j) a voting exclusion statement is included in Resolutions 4(a) and 4(b) of the Notice.

6.5 Board recommendation

The Board believes these Resolutions are in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of these Resolutions 4(a) and 4(b). The Chair of the meeting intends to vote undirected proxies in favour of these Resolutions 4(a) and 4(b).

7. Resolution 5 – Approval of December Notes and issue of Shares on conversion

7.1 General

Pursuant to the Acquisition Agreement the Company has agreed, subject to Shareholder approval, to accept the novation and assume 100% of the obligations under the Vendor's secured convertible note deed dated on or around 18 December 2024, between the Vendor and various sophisticated and professional lenders, to issue up to a total of 14,400,000 convertible notes with a total face value of \$720,000 (based on a conversion price of \$0.05 each), as follows:

- (a) a total of 14,200,000 December Notes (with a face value of \$710,000) (**December Notes**) have been issued to unrelated sophisticated and professional lenders (**December Noteholders**) (subject of Resolution 5); and
- (b) a total of 200,000 December Notes (with a face value of \$10,000) (**Related Party December Notes**) have been issued to Mr Jeremy King, a proposed director of the Company (subject of Resolution 6).

The material terms of the December Notes and Related Party December Notes are set out below:

- (a) (**Loan**): the aggregate amount of up to \$720,000;
- (b) (**Security**): as consideration for the lenders advancing the Loan to the borrower, the guarantors have agreed to each enter into a share mortgage, by way of a specific security deed, which must be registered on the Personal Properties Securities Register, granted by the guarantors in favour of the lenders and as security for all and any monies that may be owed by the borrower to the lenders under the deed;
- (c) (**Conversion Conditions**):
 - (i) the borrower entering into a legally binding term sheet, heads of agreement, option agreement, share purchase agreement, asset purchase agreement or other similar document with an entity listed on the ASX (**ListCo**) in respect of a potential transaction by the Maturity Date (**Conversion Condition A**);
 - (ii) ListCo obtaining all necessary shareholder, regulatory and third-party approvals and consents required to issue the ListCo Shares to the lenders on conversion of the loan;
 - (iii) ListCo obtaining all necessary shareholder, regulatory and third-party approvals and consents required to enter into and complete the proposed acquisition with the borrower; and
 - (iv) The borrower obtaining all necessary shareholder, regulatory and third-party approvals and consents required to enter into and complete the proposed acquisition with ListCo;
- (d) (**Conversion Price**): not less than \$0.05 per Conversion Share
- (e) (**Conversion into ListCo Shares**): subject to satisfaction (or waiver if permitted) of the applicable Conversion Conditions on or before the Maturity Date, the Loan will automatically convert into fully paid ordinary shares in ListCo at the Conversion Price (**ListCo Shares**);

- (f) **(Conversion into Conversion Shares)**: subject to the borrower acting in good faith and using best endeavours to satisfy Conversion Condition A, in the event that the Conversion Conditions are not satisfied on or before the Maturity Date, the Loan will convert into fully paid ordinary shares of the borrower at a price per share that is a 30% discount to the borrower's next capital raising (**Conversion Shares**) (which must be a capital raising after the date of this deed and not less than AUD\$250,000 (before costs));
- (g) **(Maturity Date)**: the date that is six (6) months after the date the Loan is advanced to the borrower (or such date as otherwise agreed in writing between the parties);
- (h) **(Assignment)**: the borrower may assign its rights and obligations under this deed at its absolute discretion, and the lenders will be deemed to have automatically consented (without the need to any form of agreement by the lenders) to any such assignment upon written notice from the borrower to the lenders; and
- (i) **(Events of Default)**: customary events of default apply.

The December Notes and Related Party December Notes otherwise contains terms and conditions that are considered standard for agreements of this nature.

The funds raised from the December Notes are to be used by the Vendor towards payments in respect of the Vendor's royalty loan obligations, payment of wages at the Lincoln Gold Project, legal costs, advisor fees, lease payments, and payments to other outstanding creditors.

Accordingly, Resolution 5 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for approving the terms of the December Notes, the Company accepting the assignment of the December Notes at Settlement, and the subsequent issue of the underlying Shares upon conversion.

Resolution 5 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

7.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is provided at Section 3.3 above.

The proposed assignment of the December Notes (and issue of the underlying Shares) does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

7.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 5 is passed (and all the Acquisition Resolutions are passed by Shareholders), at Settlement the Company will be able to proceed with accepting the assignment of the December Notes (and issue of the underlying Shares on conversion) which allows the Company to satisfy its obligations pursuant to the Acquisition Agreement. In addition, the assignment of the December Notes (and subsequent issue of the underlying Shares on conversion) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 5 is not passed, the Company will not be able to proceed with accepting the assignment of the December Notes at Settlement (and issue of the underlying Shares on conversion), and the Company will not be able to complete its obligations under the Acquisition Agreement.

7.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 5:

- (a) the December Notes have been issued by the Vendor to the December Noteholders (and/or their respective nominees) on 18 December 2024. The Company will be receiving an assignment of the obligations under the December Notes at Settlement as part of the Acquisition Agreement;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the December Noteholders are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) will be issued more than 1% of the issued capital of the Company at the time of issue;
- (c) the maximum number of December Notes issued (and underlying Shares to be issued on conversion) are 14,200,000;
- (d) a summary of the material terms of the December Notes is set out in Section 7.1 above;
- (e) the underlying Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the December Notes have been issued and the assignment of the December Notes (and issue of the underlying Shares on conversion) will be issued subject to Settlement occurring and in any event, no later than three (3) 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) and it is intended that all the December Notes will be assigned (and subsequent issue of the underlying Shares on conversion will occur) on the same date;
- (g) the December Notes have an issue price of \$0.05 each;
- (h) the purpose of the issue of the December Notes is to raise a total of \$710,000 (before costs) which will be aggregated with funds raised under the Related Party December Notes and used for the purposes set out in Section 7.1 above;
- (i) the December Notes have been issued (and the underlying Shares on conversion will be issued) pursuant to the December Notes between the Vendor and December Noteholders. The December Notes are being assigned pursuant to the Acquisition Agreement. A summary of the Acquisition Agreement is included at Schedule 2 and a summary of the December Notes is included at Section 7.1 above;
- (j) the December Notes are not being issued under, or to fund, a reverse takeover; and
- (k) a voting exclusion statement is included in Resolution 5 of the Notice.

7.5 Board recommendation

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this

Resolution 5. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

8. Resolution 6 – Approval of Related Party December Notes and issue of Shares (on conversion)

8.1 General

As set out in Section 7.1 above, pursuant to the Acquisition Agreement the Company has agreed, subject to Shareholder approval, to accept the novation and assume 100% of the Vendor's obligations under the Related Party December Notes.

Mr Jeremy King (**Mr King**), is a Related Party of the Company as he is to be appointed as a director of the Company on and from Settlement. Refer to the Company's announcement dated 25 March 2025 for further details.

A summary of the material terms of the Related Party December Notes is included at Section 7.1 above. The funds raised from the Related Party December Notes have been aggregated with the funds raised from the December Notes, and funds are to be applied (by the Vendor) towards payments in respect of the Vendor's royalty loan obligations, payment of wages at the Lincoln Gold Project, legal costs, advisor fees, lease payments, and payments to other outstanding creditors.

Accordingly, Resolution 6 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 for approving the terms of the Related Party December Notes, the Company accepting the assignment of the 200,000 Related Party December Notes (with a face value of \$10,000) at Settlement, and the subsequent issue of the underlying Shares upon conversion.

Resolution 6 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

8.2 Chapter 2E of the 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:

- (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 assignment of the Related Party December Notes (and subsequent issue of Shares on conversion) will result in the issue of Shares to Mr King, which constitutes giving a financial benefit and Mr King is a related party of the Company, by virtue of being a proposed Director of the Company.

The current Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Related Party December Notes (and subsequent issue of underlying Shares) because the Related Party December Notes (and subsequent issue of underlying Shares) will be issued to Mr King on the same terms as those December Notes issued to the December Noteholders (i.e. being non-related party noteholders) and as such the giving of the financial benefit is on arm's length terms.

8.3 ASX Listing Rule 10.11

ASX 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 Rule 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 proposed assignment of the Related Party December Notes (and subsequent issue of underlying Shares) falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolution 6 seeks Shareholder approval pursuant to ASX Listing Rule 10.11, for the Company accepting the assignment of the Related Party December Notes (and subsequent issue of underlying Shares).

8.4 Technical information required by ASX Listing Rule 14.1A

If Resolution 6 is passed (and all the Acquisition Resolutions are passed by Shareholders), at Settlement the Company will be able to proceed with accepting the assignment of the Related Party December Notes (and subsequent issue of the underlying Shares on conversion) within one (1) 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 matter set out in Section 8.1 above. As approval pursuant to ASX Listing Rule 7.1 is not required for the proposed assignment of the Related Party December Notes (and underlying Shares on conversion) (because approval is being obtained under ASX Listing Rule 10.11), the assignment of the Related Party December Notes (and subsequent issue of the underlying Shares on conversion) will not use up any of the Company's 15% annual placement capacity.

If Resolution 6 is not passed, the Company will not be able to proceed with accepting the assignment of the Related Party December Notes (and issue of the underlying Shares on conversion), and the Company will not be able to complete its obligations under the Acquisition Agreement.

8.5 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Related Party December Notes have been issued by the Vendor to Mr Jeremy King (and/or his nominee) on 18 December 2024, who falls within the category set

out in ASX Listing Rule 10.11.1 by virtue of being a proposed Director of the Company. The Company will be receiving an assignment of the obligations under the Related Party December Notes at Settlement as part of the Acquisition Agreement;

- (b) the maximum number of Related Party December Notes (and underlying Shares on conversion) issued to Mr King (and/or his nominee) is 200,000;
- (c) a summary of the material terms of the Related Party December Notes is set out in Section 7.1 above;
- (d) the underlying Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Related Party December Notes have been issued and the assignment of the Related Party December Notes (and issue of the underlying Shares on conversion) will occur subject to Settlement and in any event, no later than one (1) 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) and it is intended that all the Related Party December Notes will be assigned (and subsequent issue of the underlying Shares on conversion) on the same date;
- (f) the Related Party December Notes have an issue price of \$0.05 each, being the same issue price as the December Notes to the unrelated December Noteholders. Except for as set out in 8.5(g) below, the Company will not receive any other consideration for the issue of the Related Party December Notes (and underlying Shares on conversion);
- (g) the purpose of the issue of the Related Party December Notes (and underlying Shares on conversion) is to raise an additional \$10,000 (before costs) which will be aggregated with the funds raised under the December Notes and used for the purposes as set out in Section 7.1 above;
- (h) the Related Party December Notes (and underlying Shares on conversion) are not intended to remunerate or incentivise Mr King;
- (i) the Related Party December Notes have been issued (and the underlying Shares on conversion will be issued) pursuant to the Related Party December Notes between the Vendor and Mr King. The Related Party December Notes are being assigned pursuant to the Acquisition Agreement. A summary of the Acquisition Agreement is included at Schedule 2 and a summary of the Related Party December Notes is included at Section 7.1 above; and
- (j) a voting exclusion statement is included in Resolution 6 of this Notice.

8.6 Board recommendation

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 6. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 6.

9. Resolution 7 – Approval of Seduli Convertible Notes and issue of Shares (on conversion)

9.1 General

Pursuant to the Acquisition Agreement the Company has agreed, subject to Shareholder approval, to accept the novation and assume 100% of the obligations under the Vendor's convertible note deeds dated on or around 16 April 2025, between the Vendor Epocc XT LLC, Harambee Pty Ltd and Mr Mark Bieser (and/or their respective associates/nominees) (together, the **Lenders**), to issue up to a total of 19,300,000 convertible notes with a total face value of \$965,000 (based on a conversion price of \$0.05 each) (**Seduli Convertible Notes**).

The material terms of the Seduli Convertible Notes are set out below:

- (a) (**Loan**): the aggregate amount of \$965,000.
- (b) (**Conversion Shares**): means fully paid ordinary shares in the Company or the "Acquiring Company" (as applicable), issued at the Conversion Price and in accordance with the Conversion.
- (c) (**Conversion Date**): means the date that completion of an acquisition of all or substantially all of the assets of Seduli Holdings (Australia) Pty Ltd, occurs.
- (d) (**Conversion**): on the Conversion Date, the Company or the "Acquiring Company" (as applicable) must, subject to the Lender complying with the Escrow, issue to the Lender (or its nominee) the Conversion Shares.
- (e) (**Conversion Price**): not less than \$0.05 per Conversion Share.
- (f) (**Escrow**): The Lender agrees and acknowledges that the Conversion Shares issued to it in accordance with the Conversion, will be subject to a voluntary escrow period of three (3) or six (6) months (as applicable), commencing on the Conversion Date.
- (g) (**Assignment**): Either party can assign its rights and obligations under the Seduli Convertible Notes subject to the prior written consent of the other party.

The Seduli Convertible Notes otherwise contains terms and conditions that are considered standard for agreements of this nature.

The funds raised from the Seduli Convertible Notes have been used by the Vendor towards royalty loan obligations and lease payments owed by the Vendor.

Resolution 7 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 for the Company accepting assignment of the Seduli Convertible Notes at Settlement, and the subsequent issue of the underlying Shares upon conversion.

Resolution 7 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

9.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is provided at Section 3.3 above.

The proposed assignment of the Seduli Convertible Notes (and issue of the underlying Shares) does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds

the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

9.3 Technical Information required by ASX Listing Rule 14.1A

If Resolution 7 is passed (and all the Acquisition Resolutions are passed by Shareholders), at Settlement the Company will be able to proceed with the assignment of the Seduli Convertible Notes (and subsequent issue of the underlying Shares on conversion) which allows the Company to satisfy its obligations pursuant to the Acquisition Agreement. In addition, the assignment of the Seduli Convertible Notes (and subsequent issue of the underlying Shares on conversion) will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to proceed with accepting the assignment of the Seduli Convertible Notes at Settlement (and issue of the underlying Shares on conversion), and the Company will not be able to complete its obligations under the Acquisition Agreement.

9.4 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 7:

- (a) the Seduli Convertible Notes have been issued to Epocc XT LLC, Harambee Pty Ltd and Mr Mark Bieser (and/or their respective associates/nominees) on or around 16 April 2025. The Company will be receiving an assignment of the Seduli Convertible Notes as part of Settlement of the Acquisition Agreement;
- (b) in accordance with paragraph 7.2 of ASX Guidance Note 21, the Company confirms that none of the Lenders (and/or their respective associates/nominees) are:
 - (i) related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - (ii) will be issued more than 1% of the issued capital of the Company at the time of issue;
- (c) the maximum number of Seduli Convertible Notes issued (and underlying Shares to be issued on conversion) are 19,300,000;
- (d) a summary of the material terms of the Seduli Convertible Notes is set out in Section 9.1 above;
- (e) the underlying Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Seduli Convertible Notes have been issued and the assignment of the Seduli Convertible Notes (and issue of the underlying Shares on conversion) will occur subject to Settlement and in any event, no later than three (3) 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) and it is intended that all the Seduli Convertible Notes will be assigned (and subsequent issue of underlying Shares on conversion) on the same date;
- (g) the Seduli Convertible Notes have an issue price of \$0.05 each;

- (h) the purpose of the issue of the Seduli Convertible Notes is to raise a total of \$965,000 (before costs) used for the purposes set out in Section 9.1 above;
- (i) the Seduli Convertible Notes have been issued (and the underlying Shares on conversion will be issued) pursuant to the Seduli Convertible Notes between the Vendor and Lenders (and/or their respective associates/nominees). The Seduli Convertible Notes are being assigned pursuant to the Acquisition Agreement. A summary of the Acquisition Agreement is included at Schedule 2 and a summary of the Seduli Convertible Note is included at Section 9.1 above;
- (j) the Seduli Convertible Notes are not being issued under, or to fund, a reverse takeover; and
- (k) a voting exclusion statement is included in Resolution 7 of the Notice.

9.5 Board recommendation

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolution 7. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 7.

10. Resolutions 8(a), 8(b), 8(c) and 8(d) – Approval to issue Shares to Related Parties in lieu of fees owed (Dr Hendrik Schloemann, Mr John Davis, Mr Michael Davy and Mr Peter Batten)

10.1 General

Resolutions 8(a) – 8(d) seek Shareholder approval for the purposes of section 208 of the Corporations Act and ASX Listing Rule 10.11 for the issue of up to 3,712,000 Shares at a deemed issue price of \$0.05 each (**Related Party Shares**), in lieu of accrued director fees (**Director Fees**) as follows:

- (a) up to 795,000 Related Party Shares to Dr Hendrik Schloemann (and/or his nominee) in lieu of \$39,750 Director Fees owed for the period of July 2024-March 2025 (subject of Resolution 8(a));
- (b) up to 240,000 Related Party Shares to Mr John Davis (and/or his nominee) in lieu of \$12,000 Director Fees owed for the period of November 2024-January 2025 (subject of Resolution 8(b));
- (c) up to 1,427,000 Related Party Shares to Mr Michael Davy (and/or his nominee) in lieu of \$71,350 Director Fees owed for the period of June 2024-March 2025 (subject of Resolution 8(c)); and
- (d) up to 1,250,000 Related Party Shares to Mr Peter Batten (and/or his nominee) in lieu of \$62,500 Director Fees owed for the period of August 2024-March 2025 (subject of Resolution 8(d)),

10.2 Section 195(4) of the Corporations Act

Each of the Directors have a material personal interest in the outcome of Resolutions 8(a)-8(d) (as applicable to each Director) by virtue of the fact that Resolutions 8(a)-8(d) are concerned with the issue of Related Party Shares to the existing and former Directors in lieu

of Director Fees owed. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. Given that all of the current Directors are entitled to received Related Party Shares in lieu of the Director Fees owed, the Directors have accordingly exercised their right under section 195(4) of the Corporations act to put the issue to Shareholders to determine.

10.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out at Section 8.2 above.

For the avoidance of doubt, the Company is seeking the approval of Shareholders for the purposes of Chapter 2E of the Corporations Act in respect of the Related Party Shares proposed to be issued to the Directors in lieu of Director Fees owed.

As the Related Party Shares are proposed to be issued to all of the current Directors, the Directors cannot form a quorum to determine whether the giving of the financial benefit falls within an exception set out in section 210 to 216 of the Corporations Act. Shareholder approval is therefore also sought for the purpose of Chapter 2E of the Corporations Act.

10.4 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out at Section 8.3 above.

The proposed issue of the Related Party Shares falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 8(a)-8(d) seek Shareholder approval for the proposed issue of the Related Party Shares under and for the purposes of ASX Listing Rule 10.11.

10.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 8(a)-8(d) are passed, the Company will be able to proceed with the issue of the Related Party Shares within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the proposed issue of the Related Party Shares (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 8(a)-8(d) are not passed, the Company will not be able to proceed with the issue of the Related Party Shares, and the Company will need to consider alternative forms of payment in lieu, such as cash consideration.

10.6 Technical information required by ASX Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 8(a)-8(d):

- (a) the Related Party Shares will be issued to Dr Hendrick Schloemann, Mr John Davis, Mr Michael Davy and Mr Peter Batten (and/or their respective nominees), each of whom falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being existing Directors and a former (in the last 6 months) Director of the Company;

- (b) a maximum number of 3,712,000 Related Party Shares issued, as follows:
- (i) up to 795,000 Related Party Shares to Dr Hendrik Schloemann (and/or his nominee) in lieu of \$39,750 Director Fees owed for the period of July 2024-March 2025 (subject of Resolution 8(a));
 - (ii) up to 240,000 Related Party Shares to Mr John Davis (and/or his nominee) in lieu of \$12,000 Director Fees owed for the period of November 2024-January 2025 (subject of Resolution 8(b));
 - (iii) up to 1,427,000 Related Party Shares to Mr Michael Davy (and/or his nominee) in lieu of \$71,350 Director Fees owed for the period of June 2024-March 2025 (subject of Resolution 8(c)); and
 - (iv) up to 1,250,000 Related Party Shares to Mr Peter Batten (and/or his nominee) in lieu of \$62,500 Director Fees owed for the period of August 2024-March 2025 (subject of Resolution 8(d)),
- (c) the Related Party Shares to be issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Related Party Shares will be issued no later than one (1) 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) and it is intended that all the Related Party Shares will be issued on the same date;
- (e) the Related Party Shares have a deemed issue price of \$0.05 each. The Company will not receive any consideration for the issue of the Related Party Shares;
- (f) the purpose of the issue of the Related Party Shares is in lieu of Director Fees owed over various periods (as set out in Section 10.6(b) above);
- (g) the Related Party Shares to be issued are valued as follows, based on a deemed issue price of \$0.05 each:
- (i) 795,000 Related Party Shares to Dr Hendrik Schloemann (and/or his nominee) being the value of \$39,750 (subject of Resolution 8(a));
 - (ii) 240,000 Related Party Shares to Mr John Davis (and/or his nominee) being the value of \$12,000 (subject of Resolution 8(b));
 - (iii) 1,427,000 Related Party Shares to Mr Michael Davy (and/or his nominee) being the value of \$71,350 (subject of Resolution 8(c)); and
 - (iv) 1,250,000 Related Party Shares to Mr Peter Batten (and/or his nominee) being the value of \$62,500 (subject of Resolution 8(d)),
- (h) the current relevant interest of the current and former Directors in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options	Performance Rights
Dr Hendrik Schloemann ¹	540,909	Nil	900,000
Mr John Davis ²	450,000	Nil	900,000

Mr Michael Davy ³	1,002,003	Nil	900,000
Mr Peter Batten ⁴	454,545	Nil	4,000,000

Notes:

- Comprising 540,909 Shares and 900,000 Performance Rights (450,000 Class A Performance Rights and 450,000 Class B Performance Rights, subject to various milestones), held directly. Refer to the Annual Report for further details on the Performance Rights.
Subject to Resolution 8(a) passing, Dr Schloemann (or his nominee) will be entitled to receive an additional 795,000 Shares.
- Comprising of 450,000 Shares and 900,000 Performance Rights (comprising 450,000 Class A Performance Rights and 450,000 Class B Performance Rights, subject to various milestones), held directly. Refer to the Annual Report for further details on the Performance Rights.
Subject to Resolution 8(b) passing, Mr Davis (or his nominee) will be entitled to receive an additional 240,000 Shares.
- Comprising:
 - 792,003 Shares and 900,000 Performance Rights (comprising 450,000 Class A Performance Rights and 450,000 Class B Performance Rights, subject to various milestones), held indirectly via Davy Corp Pty Ltd <Davy Investment A/C> being an entity associated with Mr Davy. Refer to the Annual Report for further details on the Performance Rights; and
 - 210,000 Shares held directly via Davy Corp Pty Ltd <The Davy Investment A/C., being an entity associated with Mr Davy.
 Subject to Resolutions 8(c) and 13(a) passing, Mr Davy (or his nominee) will be entitled to receive an additional 1,427,000 Shares and 5,066,000 Performance Rights (as applicable).
- Comprising 454,545 Shares and 4,000,000 Performance Rights (comprising of 1,000,000 Class A Performance Rights, 1,000,000 Class B Performance Rights, 1,000,000 Class C Performance Rights and 1,000,000 Class D Performance Rights, subject to vesting conditions), held directly. Refer to the Annual Report for further details on the Performance Rights.
Subject to Resolutions 8(d) and 13(b) passing, Mr Batten (or his nominee) will be entitled to receive an additional 1,250,000 Shares and 7,152,000 Performance Rights (as applicable).

- (i) the current remuneration from the Company to each current and former Director (and their respective associates) for the prior and current financial years are set out below:

Related Party	Current Financial Year (ending 31 December 2025)	Prior Financial year (ending 31 December 2024)
Dr Hendrik Schloemann ¹	\$48,000	\$48,000
Mr John Davis ²	\$5,714	\$48,000
Mr Michael Davy ³	\$72,000	\$72,000
Mr Peter Batten ⁴	\$250,000	\$383,122

Notes:

- Dr Schloemann was appointed as a Director on 5 July 2021. For FY 2024, Dr Schloemann received \$48,000 in directors' fees (exclusive of GST). For FY2025 Dr Schloemann is entitled to \$48,000 in directors' fees (exclusive of GST).
- Mr Davis was appointed as a Director on 5 July 2021. For FY 2024, Mr Davis received \$48,000 in directors' fees (exclusive of GST). For FY2025 Mr Davis received \$5,714 in directors' fees (exclusive of GST). Mr Davis resigned as a Director on 12 February 2025.
- Mr Davy was appointed as a Director on 11 April 2022. For FY 2024, Mr Davy received \$72,000 in directors' fees (exclusive of GST). For FY2025 Mr Davy is entitled to \$72,000 in directors' fees (exclusive of GST).
- Mr Batten was appointed as Managing Director on 4 September 2023. For FY 2024, Mr Batten received a salary of \$250,000, superannuation of \$28,750 and equity-based payments of \$104,372.

For FY2025 Mr Batten is entitled to receive a salary of \$250,000 (exclusive of GST and superannuation).

- (j) the Related Party Shares are not being issued under an agreement;
- (k) if the Related Party Shares are issued to the Directors, a total of 3,712,000 Shares would be allotted and issued. This will increase the number of Share on issue from 114,099,219 to 117,811,219 (assuming no other Shares are issued, and no Options or Performance Rights are exercised) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 3.25%;
- (c) the trading history of the Shares of the Company on ASX in the twelve (12) months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.12	21-22 May 2024
Lowest	\$0.033	19-20 September 2024
Last	\$0.05	28 April 2025

- (d) if Dr Schloemann, Mr Davis, Mr Davy and Mr Batten are all issued the Related Party Shares, the subject of Resolutions 8(a)-8(d) (and no other Options/Performance Rights were exercised or Shares issued by the Company), they would hold 1.13%, 0.59%, 2.06% and 1.45% respectively of the issued capital of the Company, on an undiluted basis (based on the Shares issued as at the date of this Notice);
- (e) Dr Schloemann, Mr Davy and Mr Batten are current Directors and have a material personal interest in the outcome of Resolution 8(a)-8(d) (as applicable) on the basis that they (and/or their respective nominees) are to be issued the Related Party Shares. For this reason, the Directors do not believe that it is appropriate to make recommendations on Resolutions 8(a)-8(d); and
- (l) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions.

11. Resolution 9 – Approval to issue Shares to Onyx Corporate in lieu of fees owed

11.1 General

Resolution 9 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1, for the issue of up to 827,750 Shares at a deemed issue price of \$0.05 (**Onyx Shares**) to Onyx Corporate Pty Ltd (**Onyx Corporate**) (and/or its nominees), in lieu of professional fees accrued for company secretarial and accounting services for the period of half of September 2024, October 2024-November 2024 and January 2025.

11.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of the Onyx Shares does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

11.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 9 is passed, the Company will be able to proceed with the issue of the Onyx Shares to Onyx Corporate (and/or its nominee). In addition, the issue of the Onyx Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 9 is not passed, the Company will not be able to proceed with the issue of the Onyx Shares to Onyx Corporate (and/or its nominee), and therefore, the Company will need to consider alternative forms of payment in lieu, such as cash consideration.

11.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the Onyx Shares will be issued to Onyx Corporate (and/or its nominees), who is not related party or substantial holder of the Company;
- (b) the maximum number of Onyx Shares to be issued is 827,750 Onyx Shares;
- (c) the Onyx Shares to be 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;
- (d) the Onyx Shares will be issued no later than three (3) 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) and it is intended that issue of all the Onyx Shares will occur on the same date;
- (e) the deemed issue price of the Onyx Shares will be \$0.05 per Onyx Share. The Company will not receive any consideration for the issue of the Onyx Shares;
- (f) the purpose of the issue of the Onyx Shares is in lieu of professional fees accrued for company secretarial and accounting services for the period of half September 2024, October 2024-November 2024 and January 2025;
- (g) the Onyx Shares are not being issued under an agreement;
- (h) the Onyx Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in respect of Resolution 9 of this Notice.

11.5 Board recommendation

The Board believes that Resolution 9 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 9. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 9.

12. Resolutions 10 and 11 – Approval to issue JLM Options to Joint Lead Managers (CPS Capital Group Pty Ltd, ARQ Capital Pty Ltd and Lodge Partners Pty Ltd)

12.1 General

As announced by the Company on 25 March 2025 and set out in Section 3.2 above, CPS Capital Group Pty Ltd (**CPS Capital**) ARQ Capital Group Pty Ltd (**ARQ Capital**) and Lodge Partners Pty Ltd (**Lodge Partners**) acted as Joint Lead Manager to the Placement, pursuant to an agreement between the Company and Joint Lead Managers (**JLM Mandate**).

Accordingly, Resolutions 10 and 11 seek Shareholder approval pursuant to ASX Listing Rule 7.1, for the issue of up to 20,000,000 Options (exercisable at \$0.08 and expiring three (3) years from the date of issue) (**JLM Options**), as follows:

- (a) up to 4,321,940 JLM Options to be issued to the Joint Lead Managers (and/or their respective nominees) (**Tranche 1 JLM Options**) (subject of Resolution 10); and
- (b) subject to and conditional upon Shareholders passing Resolution 2, up to 15,678,060 JLM Options to be issued to the Joint Lead Managers (and/or their respective nominees) (**Tranche 2 JLM Options**) (subject of Resolution 11).

Resolution 11 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

12.2 JLM Mandate

A summary of the material terms of the JLM Mandate are:

- (a) (**Services**): The Company has engaged CPS Capital Group Pty Ltd, ARQ Capital Group Pty Ltd and Lodge Partners Pty Ltd (together the “Joint Lead Managers”) to act as joint lead managers for the Company to raise up to \$6,000,000 (before costs) via the issue of fully paid ordinary shares in the capital of the Company (at an issue price of \$0.05), as well as to provide general lead manager and broker services to the Company for the Term.
- (b) (**Term**): The Joint Lead Managers will provide the Services to the Company for a period of 12 months.
- (c) (**Fees**): The Company has agreed to pay the Joint Lead Managers the following:
 - (i) (Management Fee): a cash fee of 2% (plus GST) of the total amount raised under the capital raising, for managing and bookrunning the capital raising;
 - (ii) (Capital Raising Fee): a cash fee of 4% (plus GST) of the total amount raised under the capital raising; and
 - (iii) (Options): subject to shareholder approval, issue the Joint Lead Managers (and/or their respective nominees) a total of 20,000,000 Options (exercisable at \$0.08 and expiring three (3) years from the date of issue).
- (d) (**Termination**): The JLM Mandate contains standard termination provisions.

The JLM Mandate is otherwise on terms and conditions considered standard for agreements of this nature.

12.3 ASX Listing Rule 7.1

A summary of Listing Rule 7.1 is provided at Section 3.3 above.

12.4 Technical Information required by ASX Listing Rule 14.1A

If Resolutions 10 and 11 are passed the Company will be able to proceed with the issue of the JLM Options which allow the Company to satisfy its obligations pursuant to the JLM Mandate. In addition, the issue of the JLM Options 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 Resolutions 10 and 11 are not passed, the Company will not be able to proceed with the issue of the JLM Options, and the Company will have to consider an alternative means of consideration to the Joint Lead Managers, for example by way of cash consideration.

12.5 Technical Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 10 and 11:

- (a) the JLM Options will be issued to the CPS Capital Group Pty Ltd, ARQ Capital Pty Ltd and Lodge Partners Pty Ltd (and/or their respective nominees) (to be divided between the Joint Lead Managers on a pro-rata basis, based on the respective amounts raised under the Placement);
- (b) a total of 20,000,000 JLM Options will be issued, as follows:
 - (i) up to 4,321,940 Tranche 1 JLM Options to be issued to the Joint Lead Managers (and/or their respective nominees) (subject of Resolution 10); and
 - (ii) subject to and conditional upon Shareholders passing Resolution 2, up to 15,678,060 Tranche 2 JLM Options to be issued to the Joint Lead Managers (and/or their respective nominees) (subject of Resolution 11).

The JLM Options are to be divided between the Joint Lead Managers on a pro-rata basis, based on the respective amounts raised under the Placement.

- (c) the JLM Options will be issued on the terms set out in Schedule 4;
- (d) the JLM Options will be issued no later than three (3) months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (e) the JLM Options will be issued for a nominal issue price of \$0.0001 each. Accordingly, nominal funds of \$2,000 (before costs) will be raised;
- (f) the purpose of the issue of the JLM Options is as part consideration to the Joint Lead Managers (and/or their respective nominees) pursuant to the JLM Mandate;
- (g) the JLM Options will be issued pursuant to the JLM Mandate. A summary of the material terms of the JLM Mandate is included at Section 12.2 above;
- (h) the JLM Options are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in Resolutions 10 and 11 of the Notice.

12.6 Board recommendation

The Board believes this Resolution is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of this Resolutions 10 and 11. The Chair of the meeting intends to vote undirected proxies in favour of this Resolutions 10 and 11.

13. Resolution 12 – Approval to issue Facilitation Shares to the Facilitators

13.1 General

As announced on 25 March 2025 and set out in Section 3.2 above, the Company has agreed, subject to shareholder approval, to issue up to 10,000,000 Shares (at a deemed issue price of \$0.0001) (**Facilitation Shares**) to the Facilitator (and/or its nominees), facilitated/introduced the Acquisition.

Accordingly, Resolution 12 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1, for the issue of up to 10,000,000 Facilitation Shares to the Facilitator (and/or its nominees).

Resolution 12 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

13.2 ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 3.3 above.

The proposed issue of the Facilitation Shares does not fall within any of the exceptions set out in ASX Listing Rule 7.2 and exceeds the 15% limit in ASX Listing Rule 7.1. It therefore requires the approval of Shareholders under ASX Listing Rule 7.1.

13.3 Technical information required by ASX Listing Rule 14.1A

If Resolution 12 is passed, the Company will be able to proceed with the issue of the Facilitation Shares to the Facilitator (and/or its nominees). In addition, the issue of the Facilitation Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under ASX Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the issue of the Facilitation Shares to the Facilitator (and/or its nominees), and therefore, the Company will need to consider alternative forms of payment in lieu, such as cash consideration.

13.4 Technical information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 12:

- (a) the Facilitation Shares will be issued to Campania Investments Holdings Pty Ltd <No 1 A/C> (that being the Facilitator) (and/or its nominees), who is not a related party or substantial holder of the Company;
- (b) the maximum number of Facilitation Shares to be issued is 10,000,000;

- (c) the Facilitation Shares to be 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;
- (d) the Facilitation Shares will be issued no later than three (3) 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) and it is intended that issue of all the Facilitation Shares will occur on the same date;
- (e) the deemed issue price of the Facilitation Shares will be \$0.0001 per Facilitation Share. The Company will not receive any consideration for the issue of the Facilitation Shares;
- (f) the purpose of the issue of the Facilitation Shares is as consideration for the facilitation/introduction of the Acquisition;
- (g) the Facilitation Shares are not being issued under an agreement;
- (h) the Facilitation Shares are not being issued under, or to fund, a reverse takeover; and
- (i) a voting exclusion statement is included in respect of Resolution 12 of this Notice.

13.5 Board recommendation

The Board believes that Resolution 12 is in the best interest of the Company and its Shareholders and unanimously recommend that the Shareholders vote in favour of Resolution 12. The Chair of the meeting intends to vote undirected proxies in favour of Resolution 12.

14. Resolutions 13(a), 13(b), 13(c) and 13(d) – Approval to issue Performance Rights to Related Parties (Mr Michael Davy, Mr Peter Batten, Mr Jeremy King and Mr Bruce McCracken)

14.1 General

Resolutions 13(a)-13(d) (inclusive) seek Shareholder approval pursuant to section 195(4) and section 208 of the Corporations Act and ASX Listing Rule 10.11, for the issue of a total of 19,966,000 Performance Rights in various classes to current Related Parties of the Company, being Mr Peter Batten (existing Director), Mr Michael Davy (existing Director), Mr Jeremy King (proposed Director) and Mr Bruce McCracken (proposed Director) (and/or their respective nominees).

The Performance Rights comprise of the following classes (**Related Party Performance Rights**):

Class	Milestone	Expiry Date
Class A Performance Rights	Convert into Shares on a one (1) for one (1) basis upon Haranga announcing a JORC compliant resource of at least 300,000oz Au at no less than 5 grams per tonne (g/t), utilising a cut-off grade of 2 grams per tonne (g/t) at any of the Projects, as verified by an independent competent person under JORC Code 2012.	3 years from the date of issue.

Class B Performance Rights	<p>Convert into Shares on a one (1) for one (1) basis upon the earlier of Haranga achieving:</p> <p>(a) a 10-day VWAP of A\$0.125 or more based on the days the Company's Shares have traded; or</p> <p>(b) an average market capitalisation of A\$40m or more, over a 10-trading day period.</p>	3 years from the date of issue.
Class C Performance Rights	<p>Convert into Shares on a one (1) for one (1) basis upon the earlier of Haranga:</p> <p>(a) announcing a JORC compliant resource of at least 500,000oz Au at no less than 5 grams per tonne (g/t), utilising a cut-off grade of 2 grams per tonne (g/t) at any of the Projects, as verified by an independent competent person under JORC Code 2012; or</p> <p>(b) achieving a 10-day VWAP of A\$0.25 or more based on the days the Company's Shares have traded; or</p> <p>(c) achieving an average market capitalisation of A\$100m or more, over a 10-trading day period.</p>	3 years from the date of issue.
Class D Performance Rights	<p>Convert into Shares on a one (1) for one (1) basis upon the earlier of Haranga announcing:</p> <p>(a) a JORC compliant resource of at least 750,000oz Au at no less than 5 grams per tonne (g/t), utilising a cut-off grade of 2 grams per tonne (g/t) at any of the Projects, as verified by an independent competent person under JORC Code 2012; or</p> <p>(b) a decision to mine at any of the Projects.</p>	3 years from the date of issue.

The Related Party Performance Rights are to be issued as follows:

	Mr Michael Davy (and/or his nominee) (subject of Resolution 13(a))	Mr Peter Batten (and/or his nominee) (subject of Resolution 13(b))	Mr Jeremy King (and/or his nominee) (subject of Resolution 13(c))	Mr Bruce McCracken (and/or his nominee) (subject of Resolution 13(d))
Class A Performance Rights	1,013,200	1,430,400	894,000	655,600
Class B Performance Rights	1,266,500	1,788,000	1,117,500	819,500
Class C Performance Rights	1,266,500	1,788,000	1,117,500	819,500
Class D Performance Rights	1,519,800	2,145,600	1,341,000	983,400
Total	5,066,000	7,152,000	4,470,000	3,278,000

The Related Party Performance Rights are being issued to incentivise and reward the Directors and proposed Directors of the Company. Resolutions 13(a)-13(d) are conditional upon one another, and all the Acquisition Resolutions being passed by Shareholders. Resolutions 13(c) and 13(d) are subject to and conditional upon the JK Appointment and BM Appointment (respectively).

14.2 Section 195(4) of the Corporations Act

A majority of the current Directors have a material personal interest in the outcome of Resolutions 13(a)-13(d) (as applicable to each current Director) by virtue of the fact that these Resolutions are concerned with the issue of Related Party Performance Rights to a majority of the current Directors. Section 195 of the Corporations Act essentially provides that a director of a public company may not vote or be present during meetings of directors when matters in which that director holds a material personal interest are being considered. In the absence of Shareholder approval under section 195(4) of the Corporations Act, the Directors may not be able to form a quorum at Board meetings necessary to carry out the terms of these Resolutions. The Directors have accordingly exercised their right under section 195(4) of the Corporations Act to put the issue to Shareholders to determine.

14.3 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 8.2 above.

The issue of the Related Party Performance Rights constitutes giving a financial benefit and each proposed recipient is a related party of the Company by reason of being a current and/or proposed Director of the Company.

As the Related Party Performance Rights are proposed to be issued to a majority of the current Directors, the Directors are unable to form a quorum to consider whether one of the exceptions set out in sections 210 to 216 of the Corporations Act applies to the issue of the Related Party Performance Rights. Accordingly, Shareholder approval for the issue of the Related Party Performance Rights is sought in accordance with Chapter 2E of the Corporations Act.

14.4 ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out at Section 8.3 above.

The issue of the Related Party Performance Rights falls within ASX Listing Rule 10.11.1 and does not fall within any of the exceptions in ASX Listing Rules 10.12. It therefore requires the approval of Shareholders under ASX Listing Rule 10.11.

Resolutions 13(a)-13(d) (inclusive) seek the required Shareholder approval for the issue of the Related Party Performance Rights under and for the purposes of ASX Listing Rule 10.11.

14.5 Technical information required by ASX Listing Rule 14.1A

If Resolutions 13(a)-13(d) are passed, the Company will be able to proceed with the issue of the Related Party Performance Rights within one (1) month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to ASX Listing Rule 7.1 is not required for the proposed issue of the Related Party Performance Rights (because approval is being obtained under ASX Listing Rule 10.11), the issue of the Director Shares will not use up any of the Company's 15% annual placement capacity.

If Resolutions 13(a)-13(d) are not passed, the Company will not be able to proceed with the issue of the Related Party Performance Rights, and the Company will need to consider alternative forms of payment in lieu, such as cash consideration.

14.6 Technical information required by ASX Listing Rule 10.13 and section 219 of the Corporations Act

Pursuant to and in accordance with ASX Listing Rule 10.13 and section 219 of the Corporations Act, the following information is provided in relation to Resolutions 13(a)-13(d):

- (a) the Related Party Performance Rights will be issued Mr Michael Davy, Mr Peter Batten, Mr Jeremy King and Mr Bruce McCracken (and/or their respective nominees), each of whom falls within the category set out in ASX Listing Rule 10.11.1 by virtue of being existing Directors and/or proposed Directors of the Company;
- (b) a maximum number of 19,966,000 Related Performance Rights issued, as follows:
 - (i) 5,066,000 Related Party Performance Rights to Mr Michael Davy (and/or his nominee) (subject of Resolution 13(a)), comprising:
 - (A) 1,013,200 Class A Performance Rights;
 - (B) 1,266,500 Class B Performance Rights;
 - (C) 1,266,500 Class C Performance Rights; and
 - (D) 1,519,800 Class D Performance Rights;
 - (ii) 7,152,000 Related Party Performance Rights to Mr Peter Batten (and/or his nominee) (subject of Resolution 13(b)), comprising:
 - (A) 1,430,400 Class A Performance Rights;
 - (B) 1,788,000 Class B Performance Rights;
 - (C) 1,788,000 Class C Performance Rights; and
 - (D) 2,145,600 Class D Performance Rights;
 - (iii) 4,470,000 Related Party Performance Rights to Mr Jeremy King (and/or his nominee) (subject of Resolution 13(c)), comprising:
 - (A) 894,000 Class A Performance Rights;
 - (B) 1,117,500 Class B Performance Rights;
 - (C) 1,117,500 Class C Performance Rights; and
 - (D) 1,341,000 Class D Performance Rights;
 - (iv) 3,278,000 Related Party Performance Rights to Mr Bruce McCracken (and/or his nominee) (subject of Resolution 13(d)), comprising:
 - (A) 655,600 Class A Performance Rights;
 - (B) 819,500 Class B Performance Rights;
 - (C) 819,500 Class C Performance Rights; and

- (D) 983,400 Class D Performance Rights;
- (c) the terms and conditions of the Related Party Performance Rights are set out in Schedule 6;
 - (d) the Related Party Performance Rights will be issued no later than one (1) 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) and it is intended that all the Related Party Performance Rights will be issued on the same date;
 - (e) the Related Party Performance Rights will be issued for nil cash consideration. Accordingly, no funds will be raised from the proposed issue of the Related Party Performance Rights;
 - (f) the issue of Related Party Performance Rights is a reasonable and appropriate method to provide a balanced remuneration package inclusive of long term incentives as the non-cash form of this benefit which will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Directors and/or proposed Directors;
 - (g) the Company has agreed to issue the Related Party Performance Rights to the Directors and/or proposed Directors (subject to Shareholder approval) for the following reasons:
 - (i) to provide a balanced remuneration package and cost effective remuneration to the Directors and/or proposed Directors for their ongoing commitment and contribution to the Company in their respective roles as Directors, as well as incentivising the Directors and/or proposed Directors, whilst allowing the Company to maintain cash reserves for its operations;
 - (ii) the milestones attaching to the Related Party Performance Rights will align with interests of the Company with those of Shareholders through the assignment of long term incentives attached to operational milestones for the Company;
 - (iii) the Related Party Performance Rights are unquoted, therefore the issue of the Related Party Performance Rights has no immediate dilutionary impact on Shareholders; and
 - (iv) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Related Party Performance Rights on the terms proposed;
 - (h) the number of Related Party Performance Rights to be issued to each of the Directors and/or proposed Directors has been determined upon a consideration of:
 - (i) current market standards and/or practices of other ASX listed companies of a similar size and stage of development to the Company;
 - (ii) the remuneration of the Directors and/or proposed Directors; and
 - (iii) incentives to attract and ensure continuity of service of the Directors and/or proposed Directors who have appropriate knowledge and expertise, while maintaining the Company's cash reserves;
 - (i) the purpose of the issue of the Related Party Shares is in lieu of Director Fees owed over various periods (as set out in Section 10.6(b) above);

- (j) the value of the Related Party Performance Rights and the pricing methodology is set out in Schedule 7;
- (k) the current relevant interest of the Related Parties in securities of the Company as at the date of this Notice are set out below:

Related Party	Shares	Options	Performance Rights
Mr Michael Davy ¹	1,002,003	Nil	900,000
Mr Peter Batten ²	454,545	Nil	4,000,000
Mr Jeremy King ³	Nil	Nil	Nil
Mr Bruce McCracken	Nil	Nil	Nil

Notes:

1. Comprising:

- 792,003 Shares and 900,000 Performance Rights (comprising 450,000 Class A Performance Rights and 450,000 Class B Performance Rights, subject to various milestones), held indirectly via Davy Corp Pty Ltd <Davy Investment A/C> being an entity associated with Mr Davy. Refer to the Annual Report for further details on the Performance Rights; and
- 210,000 Shares held directly via Davy Corp Pty Ltd <The Davy Investment A/C., being an entity associated with Mr Davy.

Subject to Resolutions 8(c) and 13(a) passing, Mr Davy (or his nominee) will be entitled to receive an additional 1,427,000 Shares and 5,066,000 Performance Rights (as applicable).

2. Comprising 454,545 Shares and 4,000,000 Performance Rights (comprising of 1,000,000 Class A Performance Rights, 1,000,000 Class B Performance Rights, 1,000,000 Class C Performance Rights and 1,000,000 Class D Performance Rights, subject to vesting conditions), held directly. Refer to the Annual Report for further details on the Performance Rights.

Subject to Resolutions 8(d) and 13(b) passing, Mr Batten (or his nominee) will be entitled to receive an additional 1,250,000 Shares and 7,152,000 Performance Rights (as applicable).

3. Subject to Resolutions 6 and 13(c) passing, Mr King (or his nominee) will be entitled to receive 200,000 Shares and 4,470,000 Performance Rights (as applicable).

Subject to Resolution 13(d) passing, Mr McCracken (or his nominee) will be entitled to receive 2,235,000 Performance Rights.

- (l) the current/proposed remuneration from the Company to each Related Party (and their respective associates) for the prior and current financial years are set out below:

Related Party	Current Financial Year (ending 31 December 2025)	Prior Financial year (ending 31 December 2024)
Mr Michael Davy ³	\$72,000	\$72,000
Mr Peter Batten ⁴	\$250,000	\$383,122
Mr Jeremy King ³	\$48,000	Nil
Mr Bruce McCracken ⁴	\$48,000	Nil

Notes:

- Mr Davy was appointed as a Director on 11 April 2022. For FY 2024, Mr Davy received \$72,000 (exclusive of GST) in directors' fees. For FY2025 Mr Davy is entitled to \$72,000 in directors' fees (exclusive of GST).
- Mr Batten was appointed as Managing Director on 4 September 2023. For FY 2024, Mr Batten received a salary of \$250,000, superannuation of \$28,750 and equity-based payments of \$104,372. For FY2025 Mr Batten is entitled to receive a salary of \$250,000 (exclusive of GST and superannuation).

3. Mr King is a proposed Non-Executive Director of the Company (ASX: 25 March 2025). Accordingly, the Company anticipates Mr King's proposed remuneration for FY 2025 will be \$48,000 per annum (exclusive of GST) (assuming the JK Appointment occurs).
 4. Mr McCracken is a proposed Non-Executive Director of the Company (ASX: 25 March 2025). Accordingly, the Company anticipates Mr McCracken's proposed remuneration for FY 2025 will be \$48,000 per annum (exclusive of GST) (assuming the BM Appointment occurs).
- (m) the Related Party Performance Rights are not being issued under an agreement;
 - (n) a voting exclusion statement is included in respect of Resolutions 13(a)-13(d) of this Notice;
 - (o) if all of the Related Party Performance Rights to be issued to the current and/or proposed Directors pursuant to Resolutions 13(a)-13(d) are exercised, a total of 19,966,000 Shares would be allotted and issued. This will increase the number of Share on issue from 114,099,219 (being the total number of Shares on issue as at the date of this Notice) to 134,065,219 (assuming no other Shares are issued, and no Options or Performance Rights are exercised) with the effect that the shareholding of existing shareholders would be diluted by an aggregate of 14.89%;
 - (p) the trading history of the Shares of the Company on ASX in the twelve (12) months before the date of this Notice is set out below:

	Price	Date
Highest	\$0.12	21-22 May 2024
Lowest	\$0.033	19-20 September 2024
Last	\$0.05	28 April 2025

- (q) if Mr Davy, Mr Batten, Mr King and Mr McCracken are all issued the Related Party Performance Rights, the subject of Resolutions 13(a)-13(d) (and no other Options/Performance Rights were exercised or Shares issued by the Company), they would hold 0.75%, 0.34%, 0% and 0% respectively of the issued capital of the Company, on an undiluted basis (assuming no other Shares are issued to the current and/or proposed Directors, or Options or Performance Rights are exercised);
- (r) Mr Davy and Mr Batten are current Directors and have a material personal interest in the outcome of Resolution 13(a)-13 (d) (as applicable) on the basis that they (and/or their respective nominees) are to be issued the Related Party Performance Rights. For this reason, the current Directors do not believe that it is appropriate to make recommendations on Resolutions 13(a)-13(d); and
- (s) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interest of the Company to pass these Resolutions.

15. Resolution 14 – Refresh of Employee Securities Incentive Plan

15.1 General

The Company adopted an employee securities incentive plan called the “*HAR Employee Securities Incentive Plan*” on 31 May 2023 (**Plan**). The Directors consider that it is desirable to provide an opportunity to eligible participants to participate in the Company's future.

Further, the Plan acts as a mechanism to ensure the interests of Shareholders and the management and employees of the Company are aligned.

Resolution 14 seeks Shareholder approval pursuant to Listing Rule 7.2 (exception 13(b)) for the issue of up to 14,912,248 Securities under the Plan, being approximately 5% of the Shares on issue (assuming Resolutions 2, 3(a), 4(a), 4(b), 5, 6, 7, 8(a), 8(b), 8(c), 8(d), 9, 10, 11 and 12 are passed, and the proposed Shares to be issued under these resolutions are issued).

Resolution 14 is subject to and conditional upon all the Acquisition Resolutions being passed by Shareholders.

15.2 Regulatory requirements and Listing Rules 7.1 and 7.2, exception 13(b)

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the Listing Rules 7.1 and 7.1A on the number of securities that may be issued without Shareholder Approval. Listing Rule 7.2 exception 13(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by Shareholders, where the issue of securities is within three (3) years from that date of Shareholder approval of the issue of securities under the employee incentive scheme.

The Plan participation is limited to Directors, employees and any service providers and certain 'related persons' to the aforementioned of the Company. If an issue is to be made to Directors, then separate Shareholder approval will need to be obtained.

Pursuant to and in accordance with ASX Listing Rule 7.2 Exception 13, the following information is provided in relation to this Resolution:

- (a) a summary of the key terms of the Plan is set out in Schedule 5.
- (b) the Company has issued the following Securities to various employees and consultants under the Plan since its adoption on 31 May 2023:
 - (i) 4,000,000 Performance Rights expiring on 21 December 2028;
- (c) the Company has not agreed to issue any Securities under the Plan after the date of the Meeting;
- (d) a maximum of 14,912,248 Securities would be available to be issued under the Plan if approved by Shareholders (being approximately 5% of the Shares on issue (assuming Resolutions 3(a), 4(a), 4(b), 5, 6, 7, 8(a), 8(b), 8(c), 8(d), 9, 10, 11 and 12 are passed, and the proposed Shares to be issued under these resolutions are issued)). This maximum number of Securities is not intended to be a prediction of the actual number of Securities to be issued under the Plan, but simply a maximum number for the purposes of setting a ceiling on the number of Securities to be issued under the Plan for the purposes of Listing Rule 7.2 (exception 13(b)). In any event, no Securities will be issued if to do so would contravene any applicable laws; and
- (e) a voting exclusion statement applied to this Resolution.

15.3 Technical information required by Listing Rule 14.1A

Resolution 14 seeks Shareholder approval for the issue of Securities under the Plan to be an exception from Listing Rule 7.1 for a period of three (3) years.

If Shareholders approve this Resolution, any issue of Securities under the Plan over the three (3) years after the date of the Meeting (up to the maximum number set out above) will not

use up a portion of the Company's Listing Rule 7.1 capacity when that issue is made. This means that the Company will preserve its flexibility to issue equity securities without seeking Shareholder approval if and when it issues Securities under the Plan.

It should be noted that if the Resolution is passed, the Company will only be able issue equity securities under the Plan to eligible participants who are unrelated parties without seeking prior Shareholder approval for a period of three (3) years after the Meeting. Any proposed issue of Securities to a Director or other related party, or any of their associates, under the Plan will require prior Shareholder approval under ASX Listing Rule 10.14.

If this Resolution is not passed, the Plan will not be refreshed and/or renewed and the existing approvals of the Plan received on 31 May 2023 will expire on 31 May 2026. After this time, the Company may still decide in future to issue Securities to eligible employees and consultants who are unrelated parties under the Plan, but each such issue will not be exempt from Listing Rule 7.1 and will use up a portion of the Company's Listing Rule 7.1 capacity at the relevant time made (unless another exemption from Listing Rule 7.1 is applicable). The issue of Securities under the Plan in those circumstances would therefore reduce the Company's ability to issue equity securities without seeking Shareholder approval.

15.4 Board recommendation

Approval of this Resolution will enable the Company to preserve its flexibility under its Listing Rule 7.1 capacity when it issues Securities under the Plan for the period of three (3) years after the Meeting. Directors are eligible to be offered Securities under the Plan, however, any proposed issue of Securities to a Director or their associates requires prior Shareholder approval under Listing Rule 10.14 before it can be made, and the passing of this Resolution will not enable the Company to issue any equity securities to a Director or their associates. The Directors recommend that Shareholders vote in favour of this Resolution.

Schedule 1 – Definitions

In this Notice and the Explanatory Memorandum:

\$ means Australian Dollars.

Acquisition has the meaning given to it in Section 3.2.

Acquisition Agreement has the meaning given to it in Section 3.2.

Acquisition Resolutions means Resolution 2, Resolutions 3(a) and 3(b), Resolution 5, Resolution 6, Resolution 7, Resolution 11 and Resolution 12.

ARQ Capital has the meaning given to it in Section 12.1.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

AWST means Australian Western Standard Time, being the time in Perth, Western Australia.

BM Appointment means the proposed appointment of Mr Bruce McCracken as a Non-Executive Director of the Company (as announced on 25 March 2025), subject to a number of conditions, including but not limited to Settlement of the Acquisition Agreement.

Board means the board of Directors.

Business Day means:

- (a) for determining when a notice, consent or other communication is given, a day that is not a Saturday, Sunday or public holiday in the place to which the notice, consent or other communication is sent; and
- (b) for any other purpose, a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth.

Chair means the person appointed to chair the Meeting convened by this Notice.

Class A Consideration Performance Rights has the meaning given to it in Section 5.1.

Class B Consideration Performance Rights has the meaning given to it in Section 5.1.

Class C Consideration Performance Rights has the meaning given to it in Section 5.1.

Class D Consideration Performance Rights has the meaning given to it in Section 5.1.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company or Haranga or Purchaser means Haranga Resources Limited (ACN 141 128 841).

Consideration Performance Rights has the meaning given to it in Section 5.1.

Consideration Securities has the meaning given to it in Section 5.1.

Consideration Shares has the meaning given to it in Section 5.1.

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Convertible Notes has the meaning given to it in Section 6.1.

CPS Capital has the meaning given to it in Sections 6.1 and 13.1.

December Notes has the meaning given to it in Section 7.1.

December Noteholders has the meaning given to it in Section 7.1.

Director means a director of the Company.

Director Shares has the meaning given to it in Section 10.1.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Facilitator means Campania Investment Holdings Pty Ltd <No 1 A/C>.

JK Appointment means the proposed appointment of Mr Jeremy King as a Non-Executive Director of the Company (as announced on 25 March 2025), subject to a number of conditions, including but not limited to Settlement of the Acquisition Agreement.

JLM Mandate has the meaning given to it in Section 12.1.

JLM Options has the meaning given to it in Section 12.1.

Joint Lead Managers has the meaning given to it in Section 3.2.

Key Management Personnel means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Lenders has the meaning given to it in Section 9.1.

Listing Rules means the listing rules of ASX.

Lodge Partners has the meaning given to it in Section 12.1.

Meeting has the meaning in the introductory paragraph of the Notice.

Milestone A has the meaning given to it in Section 5.1.

Milestone B has the meaning given to it in Section 5.1.

Milestone C has the meaning given to it in Section 5.1.

Milestone D has the meaning given to it in Section 5.1.

Noteholders has the meaning given to it in Section 6.1.

Notice means this notice of meeting.

Onyx Shares has the meaning given to it in Section 11.1.

Option means an option which entitles the holder to subscribe for one Share.

Placement has the meaning given to it in Section 3.2.

Placement Participants has the meaning given in Section 3.2.

Placement Shares has the meaning given to it in Section 3.2.

Plan has the meaning given in Section 15.1.

Proxy Form means the proxy form attached to the Notice.

Related Party Performance Rights has the meaning given to it in Section 14.1.

Resolution means resolution contained in the Notice.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Memorandum.

Seduli Convertible Note has the meaning given to it in Section 9.1.

Seduli USA has the meaning given to it in Section 3.2.

Settlement has the meaning given to it in the Acquisition Agreement.

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

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Tranche 1 JLM Options has the meaning given to it in Section 12.1.

Tranche 1 Placement Participants has the meaning given to it in Section 3.6.

Tranche 1 Placement Shares has the meaning given to it in Section 3.2.

Tranche 2 JLM Options has the meaning given to it in Section 12.1.

Tranche 2 Placement Participants has the meaning given to it in Section 4.4.

Tranche 2 Placement Shares has the meaning given to it in Section 3.2.

Vendor or Seduli has the meaning given to it in Section 3.2.

VWAP means volume weight average price.

In this Notice and the Explanatory Memorandum words importing the singular include the plural and vice versa.

Schedule 2 – Material terms of the Acquisition Agreement

The material terms of the Acquisition Agreement are summarised below:

- (a) **(Acquisition):** Subject to satisfaction (or waiver as permitted) of the Conditions Precedent, the Vendor agrees to sell, and the Company agrees to acquire, 100 % of the issued capital in Seduli USA (**Sale Shares**).
- (b) **(Consideration):** the Company has agreed to issue the following securities as consideration to the Vendor for the Acquisition:
 - (i) **(Consideration Shares):** a total of 40,000,000 fully paid ordinary shares in the Company; and
 - (ii) **(Performance Rights):** a total of 120,000,000 Performance Rights, on the terms set out in Schedule 3.
- (c) **(Escrow):** the Consideration is subject to the following voluntary escrow arrangements:
 - (i) AUD\$1,500,000 worth of the Consideration Shares will be subject to a six (6) month voluntary escrow period from the date of issue; and
 - (ii) The Performance rights will be subject to voluntary escrow as follows:
 - (A) Class A Performance Rights and Class B Performance Rights: 6 months escrow from the date of issue; and
 - (B) Class C Performance Rights and Class D Performance Rights: 4 months escrow from the date of issue of the “Conversion Shares”.
- (d) **(Conditions Precedent):** Settlement is subject to and conditional upon the satisfaction (or waiver by the Purchaser) of a number of conditions precedent customary for a transaction of this nature, including (but not limited to) financial, technical and legal due diligence, and required shareholder and regulatory approvals.
- (e) **(Other Loans):** There are other outstanding convertible loan agreements with a collective value of AUD\$965,000 (that being the Seduli Convertible Notes). Subject to the Purchaser obtaining prior shareholder approval, on and from Settlement, the Vendor’s rights and obligations under the Other Loans will be assigned and transferred to the Purchaser
- (f) **(Settlement):** Settlement of the Acquisition will occur on the date that is two (2) business days after satisfaction of the last outstanding Conditions Precent (or such other date as agreed between the Parties).
- (g) **(Nominee Director):** The Vendor may appoint one (1) person (**Nominee**) to the Company’s board of Directors, The Vendor has put forward Mr Bruce McCracken as the Nominee Director.

The Acquisition Agreement otherwise includes standard terms and conditions, and warranties and representations which are considered customary for an agreement of this nature.

Schedule 3 – Terms and conditions of Consideration Performance Rights

The following terms and conditions apply to the Consideration Performance Rights (Resolution 3(b)):

Definitions

In these terms and conditions, unless the context otherwise requires:

Agreement means the legally binding share sale term sheet between Haranga and the Vendor dated on or around 24 March 2025.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) (2012 Edition) as amended or superseded from time to time.

Haranga means Haranga Resources Limited (ACN 639 806 438).

Keystone means the collection of leases north of Stringbean Alley and covered by the following APN's: 008-260-024-502, 008-260-027-501, 008-260-030-502, 008-260-038-502, 008-310-017-502, 015-210-010-000, 015-210-017-000, 015-210-023-000, 015-210-042-501, 015-210-043-501 and 015-210-044-501.

Warranty Claim has the meaning given in clause 9(d) of the Agreement.

Lincoln Gold Project has the meaning given in the Agreement.

Vendor means Seduli Holdings Australia Limited (ACN 639 806 438).

1. Grant Price

Each Performance Right will be granted by Haranga for nil cash consideration.

2. Rights

- (a) The Performance Rights do not carry any voting rights in Haranga.
- (b) The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of Haranga that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.
- (c) The Performance Rights do not entitle the holder to any dividends.
- (d) The Performance Rights do not confer any right to participate in the surplus profits or assets of Haranga upon winding up of the Company.
- (e) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) In the event the issued capital of Haranga is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the economic and other rights of the holder are not diminished or terminated.
- (g) Subject always to the rights under paragraph 2(f), a Performance Right does not entitle the holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.

- (h) The Performance Rights give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

3. Conversion

- (a) The Performance Rights in the relevant class (**Class**) immediately vest and becomes exercisable by the holder into fully paid ordinary shares in the capital of Haranga (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that Haranga has satisfied the relevant milestone (**Milestone**) applicable to each Class by the relevant expiry date (**Expiry Date**), set out below:

Class	Number of Performance Rights	Milestone	Expiry Date
Class A	20,000,000	<p>Class A Performance Rights convert into Shares on a one (1) for one (1) basis upon the earlier to occur of:</p> <p>(a) Haranga completing sample re-assaying, and a sensitivity analysis of the existing drilling data for the Lincoln Gold Project and an independent competent person being reasonably satisfied that the majority of that database can be used in the estimation of mineral resources to be reported under the JORC Code; or</p> <p>(b) satisfaction of Milestone B and/or Milestone C and/or Milestone D(1),</p> <p>within twenty-four (24) months from the Settlement Date (Milestone A).</p>	At 5:00pm (AWST) on the date that is thirty-six (36) months from the date of issue.
Class B	20,000,000	<p>Class B Performance Rights convert into Shares on a one (1) for one (1) basis upon the earlier to occur of:</p> <p>(a) Haranga announcing commencement of drilling at the Lincoln Gold Project; or</p> <p>(b) satisfaction of Milestone C and/or Milestone D(1),</p> <p>within twenty-four (24) months from the Settlement Date (Milestone B).</p>	At 5:00pm (AWST) on the date that is thirty-six (36) months from the date of issue.
Class C	40,000,000	<p>Class C Performance Rights convert into Shares on a one (1) for one (1) basis upon the earlier to occur of:</p> <p>(a) Haranga announcing an inferred and/or indicated JORC Code classified resource of at least 300,000 ounces of gold cut-off grade of 2g/t gold and an</p>	At 5:00pm (AWST) on the date that is thirty-six (36) months from the date of issue.

		average grade of 5g/t gold at the Lincoln Gold Project; or (b) satisfaction of Milestone D(1), within twenty-four (24) months from the Settlement Date (Milestone C).	
Class D	40,000,000	Class D Performance Rights convert into Shares on a one (1) for one (1) basis upon the earlier to occur of: (a) Haranga announcing an inferred and/or indicated JORC Code classified resource of at least 400,000 ounces of gold with a cut-off grade of 2g/t gold and an average grade of 5g/t gold at the Lincoln Gold Project, within twenty-four (24) months from the Settlement Date (Milestone D(1)); or (b) Haranga announcing an exploration target of 200,000 to 400,000 ounces of gold at the prospect known as "Keystone", within twenty-four (24) months from the Settlement Date (Milestone D(2)), (Milestone D).	At 5:00pm (AWST) on the date that is thirty-six (36) months from the date of issue.

- (b) In order to exercise the Performance Rights into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to Haranga of its election to exercise the Class into the Conversion Shares.
- (c) Despite any other provision, the exercise of any Performance Rights (and subsequent issue of the Conversion Shares) is subject to Haranga obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights (and subsequent issue of the Conversion Shares) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (Corporations Act) (in the reasonable opinion of Haranga) then the exercise of each Performance Right (and subsequent issue of the Conversion Shares) that would cause the contravention will be deferred until such time or times that Haranga's capital structure is such that the exercise (and subsequent issue) would not result in a contravention of section 606(1) of the Corporations Act. If Haranga considers that the exercise of all or part of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, the holder must provide Haranga with the necessary information to assist Haranga in determining this matter.
- (d) Notwithstanding any other provision:
- (i) whilst a Warranty Claim remains on foot the quantity of Performance Rights whose value corresponds to the value of that Warranty Claim will not vest, as set out in clause 9(d) of the Agreement; and
 - (ii) in the event that a Warranty Claim is determined by a court or mutually agreed as resolved by Haranga and the Vendor (**Resolution**), the quantity of Performance Rights (based on a value of \$0.05 per Performance Right) to the value of the Resolution will be automatically cancelled.

- (e) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of Haranga.
- (f) The Performance Rights will not be quoted on any securities exchange and Haranga will not make an application for quotation in respect of them. However, if Haranga is listed on the ASX at the relevant time, Haranga must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

4. Expiry

Subject to clause 3(d), the Performance Rights will automatically be deemed to be terminated and cancelled by Haranga for nil cash consideration in the event that they have not otherwise been validly exercised into Conversion Shares on or before the earlier of the relevant Expiry Date.

5. Transferability

The Performance Rights are not transferable.

6. Compliance with the law

- (a) Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.
- (b) Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.
- (c) If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises Haranga to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.
- (d) The terms of the Performance Rights may be amended as necessary by the directors of Haranga in order to comply with the Listing Rules, or any directions of ASX regarding the terms in order to comply with the Listing Rules.
- (e) Any reference to the Listing Rules in these terms and conditions is to be complied with only where Haranga is admitted to the official list of ASX at the relevant time.

7. Control Event

- (a) A change of control event (**Control Event**) occurs where:
 - (i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Company's Shares;
 - (ii) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (iii) any person acquires a relevant interest in more than 50% of the Shares in the Company by any other means.

- (b) All the Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares upon the occurrence of a Control Event.

Following which, the holder can exercise the Performance Rights into a Conversion Share in accordance with paragraph (3)(b).

- (c) The automatic conversion shall only occur if the relevant Control Event is triggered by a person who does not control the entity at the time the Performance Rights were issued.
- (d) In the event that Haranga sells the Company or the Lincoln Gold Project to a third party within 24 months from the date of Settlement, all the Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares.

Schedule 4 – Terms and conditions of JLM Options

The following terms and conditions apply to the JLM Options (Resolutions 10 and 11):

1. Entitlement

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Option.

2. Exercise Price

Subject to paragraph 9, the amount payable upon exercise of each Option is \$0.08 (**Exercise Price**).

3. Expiry Date

Each Option will expire at 5:00 pm (WST) on the date that is three (3) years from the issue date (**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. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) 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

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise 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

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (a) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise 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.

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.

8. Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

9. Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

10. 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.

11. Transferability

Subject to the Board's discretion, the Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

12. Quotation

Subject to the Board's discretion, the Company may seek quotation of the Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation of the Listing Rules. In the event that the Board elects not to obtain quotation, or quotation of the Options cannot be obtained, the Options will remain unquoted.

Schedule 5 – Summary of Employee Securities Incentive Plan

A summary of the terms of the Plan is set out below:

- (a) **(Eligible Participant):** Eligible Participant means a person that:
- (i) is an 'ESS participant' (as that term is defined in Division 1A of Part 7.12 of the Corporations Act) in relation to the Company for an Invitation made on or after 1 October 2022; and
 - (ii) has been determined by the Board to be eligible to participate in the Plan from time to time.
- (b) **(Purpose):** The purpose of the Plan is to:
- (i) assist in the reward, retention and motivation of Eligible Participants;
 - (ii) link the reward of Eligible Participants to Shareholder value creation; and
 - (iii) align the interests of Eligible Participants with shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of Securities.
- (c) **(Plan administration):** The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion except to the extent that it prevents the Company relying on the deferred tax concessions under Subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth). The Board may delegate its powers and discretion.
- (d) **(Eligibility, invitation and application):** The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.

On receipt of an Invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part. If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

- (e) **(Grant of Securities):** The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.
- (f) **(Terms of Convertible Securities):** Each 'Convertible Security' represents a right to acquire one or more Shares (for example, under an option or performance right), subject to the terms and conditions of the Plan.

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. Unless in 'Special Circumstances' (as defined in the Plan) with the consent of the Board, a Participant may not sell, assign, transfer, grant a security interest over, collateralise a margin loan against, utilise for the purposes of short selling, enter into a Derivative with reference to, or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

- (g) **(Vesting of Convertible Securities):** Any vesting conditions applicable to the grant of Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.
- (h) **(Exercise of Convertible Securities and cashless exercise):** To exercise an Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

- (i) **(Cashless exercise of Convertible Securities):** At the time of exercise of the Convertible Securities, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

If the difference between the total exercise price otherwise payable for the Convertible Securities being exercised and the then market Value of the Share at the time of exercise and the exercise price is zero or negative, then the Eligible Participant will not be entitled to use the cashless exercise facility.

- (j) **(Delivery of Shares on exercise of Convertible Securities):** As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.
- (k) **(Forfeiture of Convertible Securities):** Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, acted negligently, acted in contravention of a Group policy or wilfully breached his or her duties to the Group, the Board will deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules:

- (i) any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (ii) any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

- (l) **(Change of control):** If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.
- (m) **(Rights attaching to Plan Shares):** All Shares issued under the Plan, or issued or transferred to a Participant upon the valid exercise of a Convertible Security, **(Plan Shares)** will rank pari passu in all respects with the Shares of the same class. A Participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A Participant may exercise any voting rights attaching to Plan Shares.
- (n) **(Disposal restrictions on Plan Shares):** If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (i) transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
 - (ii) take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.
- (o) **(Adjustment of Convertible Securities):** If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held

Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

- (p) **(Participation in new issues):** There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.
- (q) **(Compliance with Applicable Laws):** Notwithstanding the Plan rules or any terms of a Security, no Security may be offered, granted, vested or exercised, and no Share may be issued or transferred, if to do so would contravene any applicable laws.

Where monetary consideration is payable by the Eligible Participant, and in respect to Convertible Securities where the Exercise Price on exercise of those Convertible Securities is greater than zero, the Company must reasonably believe when making an Invitation:

- (i) the total number of Plan Shares that are, or are covered by the Securities that may be issued under an Invitation; and
- (ii) the total number of Plan Shares that are, or are covered by the Securities that have been issued, or could have been issued in connection with the Plan in reliance on Division 1A of Part 7.12 of the Corporations Act at any time during the previous 3 year period prior to the date the Invitation is made,

does not exceed:

- (iii) if the Constitution specifies an issue cap percentage, that percentage; or
- (iv) if the Constitution does not specify an issue cap percentage, 5% (or such other maximum permitted under any Applicable Law),

of the total number of Shares on issue at the date of the Invitation.

- (r) **(Amendment of Plan):** Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules in accordance with the ASX Listing Rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

- (s) **(Plan duration):** The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.

Schedule 6 – Terms and Conditions of Related Party Performance Rights

The following terms and conditions apply to the Related Party Performance Rights (Resolutions 13(a)-13(d)):

Definitions

In these terms and conditions, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or, where the context requires, the financial market operated by it.

Board means the board of directors of the Company.

Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Perth, Australia.

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

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (The JORC Code) (2012 Edition) as amended or superseded from time to time.

Haranga means Haranga Resources Limited (ACN 639 806 438).

Listing Rules means the official Listing Rules of the ASX as they apply to the Company from time to time.

Projects means any current or future project that Haranga has an interest in (directly or indirectly).

VWAP means volume weighted average price.

WST means Australian Western Standard Time, being Perth, Western Australia.

1. Grant Price

Each Performance Right will be granted by Haranga for nil cash consideration.

2. Rights

- (a) The Performance Rights do not carry any voting rights in Haranga.
- (b) The Performance Rights do not confer on the holder the right to receive notices of general meetings and financial reports and accounts of Haranga that are circulated to shareholders. Holders of Performance Rights do not have the right to attend general meetings of shareholders.
- (c) The Performance Rights do not entitle the holder to any dividends.
- (d) The Performance Rights do not confer any right to participate in the surplus profits or assets of Haranga upon winding up of the Company.
- (e) The Performance Rights do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (f) In the event the issued capital of Haranga is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the ASX Listing Rules and Corporations Act at the time of reorganisation provided that, subject to compliance with the ASX Listing Rules and Corporations Act, following such reorganisation the

economic and other rights of the holder are not diminished or terminated.

- (g) Subject always to the rights under paragraph 2(f), a Performance Right does not entitle the holder (in its capacity as a holder of a Performance Right) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (h) The Performance Rights give the holder no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

3. Conversion

- (a) The Performance Rights in the relevant class (**Class**) immediately vest and becomes exercisable by the holder into fully paid ordinary shares in the capital of Haranga (**Conversion Shares**) on a one for one basis upon and subject to the Company providing written notice (**Vesting Notice**) to the holder that Haranga has satisfied the relevant milestone (**Milestone**) applicable to each Class by the relevant expiry date (**Expiry Date**), set out below:

Class	Milestone	Expiry Date
Class A Performance Rights	Convert into Shares on a one (1) for one (1) basis upon Haranga announcing a JORC compliant resource of at least 300,000oz Au at no less than 5 grams per tonne (g/t), utilising a cut-off grade of 2 grams per tonne (g/t) at any of the Projects, as verified by an independent competent person under JORC Code 2012.	At 5:00pm (WST) on the date that is 3 years from the date of issue.
Class B Performance Rights	Convert into Shares on a one (1) for one (1) basis upon the earlier of Haranga achieving: <ul style="list-style-type: none"> (a) a 10-day VWAP of A\$0.125 or more based on the days the Company's Shares have traded; or (b) an average market capitalisation of A\$40m or more, over a 10-trading day period. 	At 5:00pm (WST) on the date that is 3 years from the date of issue.
Class C Performance Rights	Convert into Shares on a one (1) for one (1) basis upon the earlier of Haranga: <ul style="list-style-type: none"> (a) announcing a JORC compliant resource of at least 500,000oz Au at no less than 5 grams per tonne (g/t), utilising a cut-off grade of 2 grams per tonne (g/t) at any of the Projects, as verified by an independent competent person under JORC Code 2012; or (b) achieving a 10-day VWAP of A\$0.25 or more based on the days the Company's Shares have traded; or (c) achieving an average market capitalisation of A\$100m or more, over a 10-trading day period. 	At 5:00pm (WST) on the date that is 3 years from the date of issue.

Class D Performance Rights	<p>Convert into Shares on a one (1) for one (1) basis upon the earlier of Haranga announcing:</p> <p>(a) a JORC compliant resource of at least 750,000oz Au at no less than 5 grams per tonne (g/t), utilising a cut-off grade of 2 grams per tonne (g/t) at any of the Projects, as verified by an independent competent person under JORC Code 2012; or</p> <p>(b) a decision to mine at any of the Projects.</p>	At 5:00pm (WST) on the date that is 3 years from the date of issue.
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- (b) In order to exercise the Performance Rights into Conversion Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to Haranga of its election to exercise the Class into the Conversion Shares. The holder must pay \$0.0001 upon exercise for each Performance Rights (**Exercise Price**).
- (c) Despite any other provision, the exercise of any Performance Rights (and subsequent issue of the Conversion Shares) is subject to Haranga obtaining any required shareholder or regulatory approval for the purpose of issuing the Conversion Shares. If exercise of all or part of the Performance Rights (and subsequent issue of the Conversion Shares) would result in any person being in contravention of section 606(1) of the *Corporations Act 2001* (Cth) (Corporations Act) (in the reasonable opinion of Haranga) then the exercise of each Performance Right (and subsequent issue of the Conversion Shares) that would cause the contravention will be deferred until such time or times that Haranga's capital structure is such that the exercise (and subsequent issue) would not result in a contravention of section 606(1) of the Corporations Act. If Haranga considers that the exercise of all or part of the Performance Rights may result in the contravention of section 606(1) of the Corporations Act, the holder must provide Haranga with the necessary information to assist Haranga in determining this matter.
- (d) Each Conversion Share will rank equally with a fully paid ordinary share in the capital of Haranga.
- (e) The Performance Rights will not be quoted on any securities exchange and Haranga will not make an application for quotation in respect of them. However, if Haranga is listed on the ASX at the relevant time, Haranga must apply for quotation of any Conversion Shares on the ASX in accordance with the Listing Rules, subject always to the requirements of the Listing Rules, including those relating to escrow and the cleansing requirements under the Corporations Act.

4. Expiry

The Performance Rights will automatically be deemed to be terminated and cancelled by Haranga for nil cash consideration in the event that they have not otherwise been validly exercised into Conversion Shares on or before the earlier of the relevant Expiry Date.

5. Transferability

The Performance Rights are not transferable.

6. Compliance with the law

- (a) Despite anything else contained in these terms, if the Corporations Act, Listing Rules or Constitution prohibits an act being done, that act must not be done.
- (b) Nothing contained in these terms prevents an act being done that the Corporations Act, Listing Rules or Constitution require to be done.

- (c) If the Corporations Act, Listing Rules or Constitution conflict with these terms, or these terms do not comply with the Corporations Act, Listing Rules or the Constitution, the holder authorises Haranga to do anything necessary to rectify such conflict or non-compliance, including but not limited to unilaterally amending these terms.
- (d) The terms of the Performance Rights may be amended as necessary by the directors of Haranga in order to comply with the Listing Rules, or any directions of ASX regarding the terms in order to comply with the Listing Rules.
- (e) Any reference to the Listing Rules in these terms and conditions is to be complied with only where Haranga is admitted to the official list of ASX at the relevant time.

7. **Control Event**

- (a) A change of control event (**Control Event**) occurs where:
 - (i) an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional and the person making the takeover bid has a relevant interest in 50% or more of the Company's Shares;
 - (ii) the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
 - (iii) any person acquires a relevant interest in 50.1% or more of the Shares in the Company by any other means.
- (b) All the Performance Rights on issue shall automatically vest (without the need for any Vesting Notice) and become exercisable by the holder into Conversion Shares upon the occurrence of a Control Event. Following which, the holder can exercise the Performance Rights into a Conversion Share in accordance with paragraph (3)(c).
- (c) The automatic conversion shall only occur if the relevant Control Event is triggered by a person who does not control the entity at the time the Performance Rights were issued.

Schedule 7 – Valuation of Related Party Performance Rights

The Related Party Performance Rights to be issued to the current and/or proposed Directors pursuant to Resolutions 13(a)-13(d) have been valued externally by Moore Australia Corporate Finance (WA) Pty Ltd.

The Trinomial valuation model and the assumptions set out below have been used to determine the indicative values of the Related Party Performance Rights proposed to be issued to the current and/or proposed Directors pursuant to Resolutions 13(a)-13(d):

Assumptions:	
Valuation date	28 April 2025
Market price of Shares	\$0.052
Exercise price	\$0.0001
Expiry date	3 years from issue date
Risk free interest rate	3.34%
Volatility (discount)	87.73%
Indicative value per Related Party Performance Right:	
Class A:	\$0.052
Class B:	\$0.0392
Class C:	\$0.0277
Class D	\$0.052
Total value of Related Party Performance Rights:	\$852,823
Mr Michael Davy (Resolution 13(a))	\$216,388
Mr Peter Batten (Resolution 13(b))	\$305,489
Mr Jeremy King (Resolution 13(c))	\$190,930
Mr Bruce McCracken (Resolution 13(d))	\$140,016

Your proxy voting instruction must be received by **10.30am (AWST) on Monday, 9 June 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 KMP.

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://automic.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.



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