



Alkane Resources Ltd

ACN 000 689 216

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

FOR THE ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD
ON 17 NOVEMBER 2021 AT 10:30AM (AWST) AS A VIRTUAL MEETING.

Due to the ongoing COVID-19 pandemic, Shareholders will not be able to attend in person at a physical location, but are strongly encouraged to attend online as outlined in this Notice

THIS DOCUMENT IS IMPORTANT

If you do not understand this document or are in doubt as to how you should vote, you should consult your stockbroker, solicitor, accountant or other professional adviser.

THE ANNUAL REPORT IS AVAILABLE ON THE COMPANY'S WEBSITE:
www.alkane.com.au



NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting (**AGM**) of Shareholders of Alkane Resources Ltd (**Alkane** or the **Company**) will be held at 10:30 am (AWST) on 17 November 2021 as a virtual meeting.

IMPORTANT NOTICE REGARDING COVID-19

Due to the ongoing COVID-19 pandemic (including potential health risks, international and domestic travel restrictions and uncertainty regarding other Government restrictions), the Company has determined to hold the Meeting as a wholly virtual meeting online without the possibility of physical attendance at a location by Shareholders.

As Shareholders will not be able to attend the meeting in person, they are strongly encouraged to participate in the virtual meeting by attending as outlined below, and by submitting their Proxy Form to record their vote on the Resolutions by no later than 10:30 am (AWST) on 15 November 2021.

Although Shareholders are not able to attend in person, they will be able to ask questions of the Directors and Auditor through the processes outlined in this Notice and on the Company's website www.alkane.com.au. Shareholders are asked to submit questions as soon as possible, and preferably by 5.00pm (AWST), 15 November 2021. Questions may be asked during the Meeting through the processes outlined below.

Capitalised terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

Your vote is important

The business of the Meeting affects your Shareholding, and your vote is important. Voting on each item of business will be conducted by poll. The Board encourages all Shareholders to either vote at the Meeting via the online platform or lodge a Proxy Form prior to the deadline (being no later than 10:30 am (AWST) on 15 November 2021. Information on how to lodge a proxy is set out on the Proxy Form.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 5:00 pm (AWST) on 15 November 2021.

Voting during the Meeting

If you hold Shares in the Company you will be able to vote on resolutions during the Meeting through the online platform being used to conduct the Meeting. You will need to log-in to the platform using your personalised log-in details located on your Proxy Form to access the Meeting. However, the Directors are strongly encouraging Shareholders to lodge their Proxy Form in accordance with the instructions below to assist in the orderly conduct of the Meeting.

If you attend the Meeting webcast, you will be able to vote online during the Meeting. Voting on each item of business will be by poll.

The Chairman will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting and for 10 minutes afterwards. If you have lodged a Proxy Form and then vote online during the Meeting, your Proxy Form lodged will be cancelled.

It is recommended that you register to use the online platform well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the share registry by telephone on 1300 113 258 (within Australia) and +61 8 9389 8033 (overseas).

HOW TO ATTEND THE VIRTUAL MEETING

A live webcast of the Meeting will be offered to allow Shareholders to see and listen to the Meeting online.

Shareholders will receive a personalised log-in and password for the Meeting on their Proxy Form which can be used to log-in to the Meeting on www.advancedshare.com.au/virtual-meeting. Shareholders will be able to use the portal to ask questions prior to and during the Meeting, and to live vote on matters being considered at the Meeting, although Shareholders are encouraged to vote on Resolutions via submitting a completed Proxy Form as outlined below.

Voting by proxy

To vote by proxy, please complete and sign the enclosed personalised Proxy Form and return by no later than 10:30 am (AWST) 15 November 2021:

- by **lodging your Proxy Form online** at www.advancedshare.com.au/investor-login; or



- by **posting your completed Proxy Form** to Advanced Share Registry Limited, PO Box 1156, Nedlands WA 6909; or 110 Stirling Highway Nedlands WA 6009; or
- by **delivering your completed Proxy Form by fax** to Advanced Share Registry Limited at +61 8 6370 4203; or
- by **delivering your Completed Proxy Form by hand** to Advanced Share Registry Limited at 110 Stirling Highway Nedlands WA 6009.

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

- each Shareholder entitled to attend and vote at the Meeting has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company and can be an individual or a body corporate; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, each proxy may exercise one-half of the votes.

Chairman as proxy

If you appoint the Chairman of the Meeting as your proxy (or the Chairman becomes your proxy by default) and you do not direct your proxy how to vote on the proposed Resolutions set out in this Notice, then you will be authorising the Chairman to vote as he decides on the proposed resolutions (even if the resolution is connected with the remuneration of a member of the Company's KMP). Where permitted, the Chairman intends to vote (where appropriately authorised) as proxy in favour of each Resolution.

If you appoint the Chairman as your proxy and wish to direct him how to vote, you can do so by marking the boxes for the relevant Resolution (ie by directing him to vote "For", "Against" or "Abstain").

If you appoint a member of KMP (other than the Chairman) or any closely related party of a member of KMP as your proxy, you must direct that person how to vote on Resolutions 1, 3, 4, 5, 6, 7 and 8 if you want your Shares to be voted on those Resolutions. If you appoint a member of KMP (other than the Chairman) or any closely related party of a member of KMP and you do not direct them how to vote on Resolutions 1, 3, 4, 5, 6, 7 or 8, such a person will not cast your votes on that Resolution and your votes will not be counted in calculating the required majority if a poll is called on that Resolution.

Corporate representatives

A body corporate who is a Shareholder or proxy must appoint an individual as its corporate representative, if it wishes to attend and vote at the Meeting. If you are a corporate representative, you will need to provide evidence of your appointment as a corporate representative with the share registry prior to the Meeting or have previously provided the Company with evidence of your appointment.

Powers of attorney

If you appoint an attorney to attend and vote at the Meeting on your behalf, the power of attorney (or a certified copy) must be received by the share registry by 10.30am (AWST) on 15 November 2021, unless the power of attorney has previously been lodged with the share registry.

Shareholder questions

Shareholders will be able to ask questions relevant to the business of the Meeting at the Meeting.

Instructions on how to submit questions via the online platform are set out in the Online Meeting Guide on the Company's website at [\[https://www.alkane.com.au/investors/asx-announcements\]](https://www.alkane.com.au/investors/asx-announcements) and a copy of the Online Meeting Guide is attached to this Notice.

Shareholders who are unable to attend the Meeting or wish to submit questions prior to the Meeting may submit written questions by emailing the Company Secretary on dwilkins@alkane.com.au. In order for questions to be appropriately considered it is recommended that questions be received by 5.00pm (AWST), 15 November 2021.

The more frequently raised Shareholder issues will be addressed by the Chairman during the course of the Meeting. While there will be an allotted time for questions, the Board will endeavour to respond to as many Shareholder questions as possible. However, there may still not be sufficient time available at the Meeting to address all of the questions raised. Please note that individual responses will not be sent to Shareholders.



Technical difficulties

Technical difficulties may arise during the course of the Meeting. The Chairman of the Meeting has discretion as to whether and how the Meeting should proceed in the event that a technical difficulty arises. In exercising this discretion, the Chairman of the Meeting will have regard to the number of Shareholders impacted and the extent to which participation in the business of the Meeting is affected.

Where the Chairman considers it appropriate, the Chairman of the meeting may continue to hold the Meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions. For this reason, Shareholders are encouraged to appoint a proxy and submit a completed Proxy Form by no later than 10:30 am (AWST) 15 November 2021.



BUSINESS

ACCOUNTS AND REPORTS

To receive and consider the Financial Report of the Company, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2021.

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following as a **non-binding resolution**:

That, for the purpose of section 250R(2) of the Corporations Act, the Remuneration Report, which forms part of the Directors' Report for the financial year ended 30 June 2021, be adopted.

Note: In accordance with section 250R(3) of the Corporations Act, the vote on this Resolution will be advisory only and does not bind the Directors or the Company.

A Voting Prohibition Statement for this Resolution is set out below.

RESOLUTION 2: RE-ELECTION OF DIRECTOR – MR ANTHONY LETHLEAN

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

That, for the purpose of rule 3.4 of the Constitution, Listing Rule 14.4 and all other purposes, Mr Anthony Lethlean, who retires in accordance with rule 3.6(a) of the Constitution and, being eligible for re-election, be re-elected as a Director of the Company.

RESOLUTION 3: APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR

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

That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to grant 825,115 Performance Rights to Mr Nicholas Earner (or his nominees) under the terms of the Alkane Resources Performance Rights Plan (including the issue or transfer of Shares on the vesting and exercise of those Performance Rights) and otherwise in accordance with the terms and conditions set out in the Explanatory Statement.

A Voting Prohibition Statement and a Voting Exclusion Statement for this Resolution is set out below.

RESOLUTION 4: APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO THE TECHNICAL DIRECTOR

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

That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to grant 193,809 Performance Rights to Mr David Ian Chalmers (or his nominees) under the terms of the Alkane Resources Performance Rights Plan (including the issue or transfer of Shares on the vesting and exercise of those Performance Rights) and otherwise in accordance with the terms and conditions set out in the Explanatory Statement.

A Voting Prohibition Statement and a Voting Exclusion Statement for this Resolution is set out below.

RESOLUTION 5: APPROVAL OF THE GRANT OF RESTRICTED PERFORMANCE RIGHTS TO THE MANAGING DIRECTOR

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

That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to grant 184,552 Restricted Performance Rights to Mr Nicholas Earner (or his nominees) under the terms of the Alkane Resources Performance Rights Plan (including the issue or transfer of Shares on the vesting and exercise of those Restricted Performance Rights) and otherwise in accordance with the terms and conditions set out in the Explanatory Statement.

A Voting Exclusion Statement for this Resolution is set out below.



RESOLUTION 6: APPROVAL OF THE GRANT OF RESTRICTED PERFORMANCE RIGHTS TO THE TECHNICAL DIRECTOR

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

That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, approval is given for the Company to grant 67,833 Restricted Performance Rights to Mr David Ian Chalmers (or his nominees) under the terms of the Alkane Resources Performance Rights Plan (including the issue or transfer of Shares on the vesting and exercise of those Restricted Performance Rights) and otherwise in accordance with the terms and conditions set out in the Explanatory Statement.

A Voting Prohibition Statement and a Voting Exclusion Statement for this Resolution is set out below.

RESOLUTION 7: INCREASE IN MAXIMUM AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

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

That, for the purposes of clause 10.2 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate remuneration payable to non-executive Directors in any financial year be increased by \$250,000 from \$700,000 to \$950,000 per annum.

A Voting Exclusion Statement for this Resolution is set out below.

RESOLUTION 8: APPROVAL OF POTENTIAL TERMINATION BENEFITS

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

*To approve for all purposes, including sections 200B and 200E of the Corporations Act, for the period commencing on the date this resolution is passed and ending at the conclusion of the 2024 Annual General Meeting, the giving of any or all of the benefits detailed in and on the terms set out in the Explanatory Statement to the Notice convening this Meeting, to any persons (**Relevant Executives**):*

- (a) who from time to time hold managerial or executive office (within the meaning of section 200AA of the Corporations Act in the Company or a related body corporate of the Company, in connection with them ceasing to hold an office, or position of employment, in the Company or a related body corporate; or*
- (b) who held managerial or executive office in the Company or a related body corporate during the last three years before ceasing to hold an office, or position of employment, in the Company or a related body corporate.*

A Voting Prohibition Statement for this Resolution is set out below.

Dated: 12 October 2021

By order of the Board of Directors
Dennis Wilkins

Company Secretary



VOTING EXCLUSIONS AND PROHIBITIONS

Resolution 1 – Adoption of Remuneration Report:

Voting Prohibition

A vote on Resolution 1 must not be cast:

- in any capacity, by or on behalf of a member of the KMP, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member; or
- by a person appointed as a proxy if the person is a member of the KMP at the date of the Meeting, or a Closely Related Party of KMP.

However, a person (a **Voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and either:

- the Voter is appointed as proxy in writing that specifies the way the proxy is to vote on Resolution 1; or
- the Voter is the Chairman of the Meeting and the appointment of Chairman as proxy for a person entitled to vote on Resolution 1:
 - does not specify a voting direction; and
 - expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Resolution 3 – Approval of the grant of Performance Rights to the Managing Director:

Voting Prohibition

A vote on Resolution 3 must not be cast (in any capacity) by Mr Earner or any Associate of Mr Earner.

However, subject to the further voting prohibition below and the voting exclusion below, this does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of Mr Earner or any Associate of Mr Earner.

A person appointed as proxy must not vote, on the basis of that appointment, on Resolution 3 if the person is a member of KMP or a Closely Related Party of KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman of the Meeting to exercise the proxy even though Resolution 3 is connected directly or indirectly with remuneration of a member of the KMP.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- an associate of that person or those persons.

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

- a person as proxy or attorney for a person who is entitled to vote, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chairman as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes in accordance with the directions given by the beneficiary to the holder to vote in that way.



Resolution 4 – Approval of the grant of Performance Rights to the Technical Director:

Voting Prohibition

A vote on Resolution 4 must not be cast (in any capacity) by Mr Chalmers or any Associate of Mr Chalmers.

However, subject to the further voting prohibition below and the voting exclusion below, this does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of Mr Chalmers or any Associate of Mr Chalmers.

A person appointed as proxy must not vote, on the basis of that appointment, on Resolution 4 if the person is a member of KMP or a Closely Related Party of KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman of the Meeting to exercise the proxy even though Resolution 4 is connected directly or indirectly with remuneration of a member of the KMP.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 4, by or on behalf of:

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- an associate of that person or those persons.

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

- a person as 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
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 5 – Approval of the grant of Restricted Performance Rights to the Managing Director:

Voting Prohibition

A vote on Resolution 5 must not be cast (in any capacity) by Mr Earner or any Associate of Mr Earner.

However, subject to the further voting prohibition below and the voting exclusion below, this does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of Mr Earner or any Associate of Mr Earner.

A person appointed as proxy must not vote, on the basis of that appointment, on Resolution 5 if the person is a member of KMP or a Closely Related Party of KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman of the Meeting to exercise the proxy even though the Resolution 5 is connected directly or indirectly with remuneration of a member of the KMP.

Voting Exclusion

The Company will disregard any votes cast in favour of Resolution 5, by or on behalf:



- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- an associate of that person or those persons.

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

- a person as 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
- by the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution;
 - and the holder votes in accordance with the directions given by the beneficiary to the holder to vote in that way.

Resolution 6 – Approval of the grant of Restricted Performance Rights to the Technical Director:

Voting Prohibition

A vote on Resolution 6 must not be cast (in any capacity) by Mr Chalmers or any Associate of Mr Chalmers

However, subject to the further voting prohibition below and the voting exclusion below, this does not prevent the casting of a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
- it is not cast on behalf of Mr Chalmers or any Associate of Mr Chalmers.

A person appointed as proxy must not vote, on the basis of that appointment, on Resolution 6 if the person is a member of KMP or a Closely Related Party of KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman of the Meeting to exercise the proxy even though Resolution 6 is connected directly or indirectly with remuneration of a member of the KMP.

Voting Exclusion

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

- a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan; or
- an associate of that person or those persons.

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

- a person as 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
- the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution;
 - and the holder votes in accordance with the directions given by the beneficiary to the holder to vote in that way.



Resolution 7 – Increase in maximum aggregate remuneration for non-executive Directors:

Voting Prohibition

A person appointed as proxy must not vote, on the basis of that appointment, on Resolution 7 if the person is a member of KMP or a Closely Related Party of KMP and the appointment does not specify the way the proxy is to vote on the resolution.

However, the above paragraph does not apply if:

- the KMP is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman of the Meeting to exercise the proxy even though Resolution 7 is connected with the remuneration of a member of KMP.

Voting Exclusion

The Company will disregard any votes cast on Resolution 7 by, or on behalf of:

- a Director of the Company; or
- an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by

- a person as 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
- by the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes in accordance with the directions given by the beneficiary to the holder to vote in that way..

Resolution 8 – Approval of potential termination benefits:

Voting Prohibition

If any shareholder is a current or potential Relevant Executive and wishes to preserve the ability to receive benefits to be approved by Resolution 8, then that shareholder and their associates must not vote on the Resolution in any capacity except as a proxy for a person who is not a Relevant Executive or associate of such a person if appointed as such by writing that specifies how the proxy is to vote.

In addition, a vote must not be cast on Resolution 8 by any member of KMP or a Closely Related Party of a member of KMP, as proxy, if their appointment does not specify the way the proxy is to vote on the resolution. However, this does not apply if the proxy is the Chairman of the Meeting and the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of KMP.



EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions.

This Explanatory Statement forms part of, and should be read together with, the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

ACCOUNTS AND REPORTS

In accordance with section 317 of the Corporations Act, the Company's Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the year ended 30 June 2021 will be laid before the Meeting. A copy of the Company's Annual Report for the year ended 30 June 2021, which includes these reports, is available on the Company's website at www.alkane.com.au and on ASX's website www.asx.com.au.

There is no requirement for Shareholders to approve these reports. Shareholders will be given a reasonable opportunity at the Meeting to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Company's auditor questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

1. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

1.1 General

Section 250R(2) of the Corporations Act requires the Company to put a resolution to Shareholders that the remuneration report be adopted. However, the Resolution is advisory only and does not bind the Directors or the Company. However, the outcome of the vote and discussion will be considered by the Company's Remuneration Committee and Nomination Committee when evaluating the remuneration arrangements of the Company in the future.

The Remuneration Report of the Company for the period ended 30 June 2021 is set out in the Company's Annual Report on pages 10 to 18. This report includes information about the principles used to determine the nature and amount of remuneration and sets out the remuneration arrangements for each Director and member of KMP.

As set out in the Remuneration Report, in determining executive remuneration, the Board aims to ensure that remuneration practices:

- (a) are competitive and reasonable, enabling the Company to attract and retain key talent while building a diverse, sustainable and high achieving workforce;
- (b) are aligned to the Company's strategic and business objectives and the creation of Shareholder value;
- (c) promote a high performance culture recognising that leadership at all levels is a critical element in this regard;
- (d) are transparent; and
- (e) are acceptable to Shareholders.

Further details regarding the Company's remuneration policy and structure as to executive and non-executive remuneration are set out in the Annual Report.

Shareholders will be given a reasonable opportunity to ask questions about, or comment on, the Remuneration Report at the Meeting.

1.2 Directors' recommendation

The Directors recommend that Shareholders vote in favour of adopting the Remuneration Report.

2. RESOLUTION 2: RE-ELECTION OF DIRECTORS

Rule 3.6 of the Constitution and Listing Rule 14.4 require that a Director must retire from office at the third annual general meeting after the Director was elected or last re-elected (other than the Managing Director). The Director to retire at an annual general meeting are those who have held office the longest since their last election. If two or more Directors have held office for the same period, those Directors may agree between themselves which of them will retire otherwise they are to draw lots.



2.1 Mr Anthony Lethlean

In accordance with the Company's constitution and Listing Rule 14.4, Mr Anthony Dean Lethlean retires as a Director of the Company and, being eligible, offers himself for re-election.

Mr Lethlean (BAppSc (Geology)) is a geologist with over 10 years' mining experience, including 4 years underground on the Golden Mile in Kalgoorlie. In later years, he has worked as a resources analyst with various stockbrokers and investment banks including CIBC World Markets. He was a founding director of Helmsec Global Capital Limited which seeded, listed and funded a number of companies in a range of commodities. He retired from the group in 2014. Mr Lethlean is also a non-executive director of Alliance Resources Ltd.

Mr Lethlean was appointed as a non-executive Director of the Company on 30 May 2002 and was last re-elected by rotation in November 2018. He is Chairman of the Audit Committee and a member of the Remuneration and Nomination Committees. Mr Lethlean also holds the position of senior independent director which includes the responsibilities of assuming the role of chair when the Chairman is unable to act and co-ordinating the activities of the independent directors

2.2 Directors' recommendation – Resolution 2

Based on the information available, including the information contained in this Explanatory Statement, all the Directors consider that Resolution 2 is in the best interests of the Company, as Mr Lethlean has a wealth of experience and expertise which is valuable to the Company. The Directors (other than Mr Lethlean because of his interest in this Resolution) unanimously recommend that Shareholders vote in favour of Resolution 2.

3. RESOLUTIONS 3 AND 4: APPROVAL OF THE GRANT OF PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS

3.1 General

Resolutions 3 and 4 seek approval for:

- (a) the grant of Performance Rights (pursuant to the terms of the Plan); and
- (b) the issue or transfer of Shares upon the vesting and exercise of those Performance Rights,

to the Company's executive Directors, Messrs Nicholas Paul Earner and David Ian Chalmers under the Company's Executive Incentive Scheme for executive long term incentives.

The terms of the Plan were approved by Shareholders at the Company's 2019 annual general meeting, and are summarised in Annexure B.

In line with market practice, performance based incentive programs form a key component of total remuneration for Messrs Earner and Chalmers. A significant portion of total annual remuneration has been placed at-risk to better align the executive Directors' interests with those of Shareholders, to encourage long term sustainable growth and to assist with retention.

Resolutions 3 and 4 seek Shareholder approval for the grant of the following long term incentive allocations for the financial year ending 30 June 2021 and the allocation of Shares (upon the vesting and exercise of those Performance Rights) in accordance with the Plan and Scheme:

Nicholas Paul Earner	825,115 Performance Rights
David Ian Chalmers	193,809 Performance Rights

For each Performance Right that vests and is exercised, the Company will allocate one Share. Further details regarding the Performance Rights are set out below.

3.2 FY2022 LTI (for the three year period ending 30 June 2024)

The Scheme is an annual LTI scheme based on financial years, with performance periods of three years' duration set at the start of each financial year. The Scheme uses the Plan (as updated and approved by Shareholders from time to time) as the vehicle for granting the appropriate incentives.

Mr Earner is entitled to receive up to 130% of his salary in value (as at September 2021) in long term Performance Rights, with vesting dependent on achievement of the Shareholder value performance hurdles detailed below, measured over a three year period. This is the maximum potential allocation under the Scheme in relation to his total remuneration package for the year ending 30 June 2022.

Mr Chalmers is entitled to receive up to 60% of his salary in value (as at September 2021) in long term Performance Rights, with vesting dependent on achievement of the Shareholder value performance hurdles detailed below, measured over a three year period. This is the maximum potential allocation under the Scheme in relation to his total remuneration package for the year ending 30 June 2022.

The Board is seeking approval from Shareholders for the issue of 825,115 Performance Rights to Mr Earner (subject



of Resolution 3) and 193,809 Performance Rights to Mr Chalmers (subject of Resolution 4) under the Scheme and Plan for the purposes of sections 200B and 200E of the Corporations Act, Listing Rule 10.14 and all other purposes.

Performance period

The FY2022 LTI grant will be performance tested from 1 July 2021 to 30 June 2024.

Vesting conditions and performance hurdles

Performance Rights will vest dependent on the Company meeting the performance hurdles during the specified three year performance period. All of the Performance Rights are subject to a total shareholder return performance hurdle. As at 30 June 2024, the Company's TSR will be compared to the Gold Index TSR and the number of Performance Rights will vest according to performance as follows:

Shareholder return comparison	Proportion of Performance Rights that vest
TSR is less than Gold Index TSR	0%
TSR is equal to Gold Index TSR	25% ⁽¹⁾
TSR is >5% and <10% greater than Gold Index TSR	50% ⁽¹⁾
TSR is equal to or >10% greater than Gold Index TSR	100% ⁽¹⁾

Note 1: Straight line pro rata vesting of Performance Rights will occur if TSR is between above noted ranges.

Change of control

In the event of a change of control the Board will make a determination as to how unvested Performance Rights and any vested but unexercised Performance Rights will be dealt with, and, in doing so, may determine, in its absolute discretion that unvested Performance Rights vest (in whole or in part) and any vested but unexercised Performance Rights are deemed to have been exercised and may impose any conditions on such vesting or exercising as it thinks fit.

In making its determination, the Board will have regard, without limitation, to the extent to which the performance criteria in respect of a Participant's Performance Rights have been satisfied as at the relevant date.

Treatment of Performance Rights on cessation of employment

Performance Rights will automatically lapse upon cessation of employment unless employment ceases because of a "Qualifying Reason". For further detail see Annexure A and Annexure B.

3.3 Listing Rule approval

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 to Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Performance Rights falls within Listing Rule 10.14.1 (as Mr Earner and Mr Chalmers are Directors) and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolutions 3 and 4 seek the required Shareholder approval to the proposed issue of Performance Rights to Mr Earner and Mr Chalmers, respectively, under and for the purposes of Listing Rule 10.14.

If Resolution 3 is passed, the Company will be able to proceed with the issue of 825,115 Performance Rights to Mr Earner. If Resolution 4 is passed, the Company will be able to proceed with the issue of 193,809 Performance Rights to Mr Chalmers.

If Resolution 3 and/or Resolution 4 is/are not passed, the Company will not be able to proceed with the issue of the Performance Rights and the Company will negotiate with Mr Earner and/or Mr Chalmers an appropriate alternative payment, seeking further shareholder approval if required.

Further, if Resolutions 3 and 4 are approved for the purposes of Listing Rule 10.14, pursuant to Listing Rule 7.2



(Exception 14) a grant of Performance Rights or an issue of Shares (upon the vesting and exercise of those Performance Rights) will not reduce the Company's 15% placement capacity under Listing Rule 7.1 and separate approval of Resolutions 3 and 4 is not required under Listing Rule 7.1. In addition, approval under Listing Rule 10.14 is an exception to the prohibition on a company issuing shares to related parties without member approval under Listing Rule 10.11.

Each of Resolutions 3 and 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

3.4 Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the Company provides the following information:

- (a) The Performance Rights will be granted to:
 - (i) in respect of Resolution 3, Mr Nicholas Paul Earner, the Managing Director of the Company; and
 - (ii) in respect of Resolution 4, Mr David Ian Chalmers, the Technical Director of the Company, or their respective nominees. No other Directors are entitled to participate in the issue of securities under this approval.
- (b) The issue of Performance Rights under Resolutions 3 and 4 falls under Listing Rule 10.14.1 as each of Mr Earner and Mr Chalmers is a Director.
- (c) The maximum number of securities proposed to be issued in connection with Resolution 3 to Mr Earner is 825,115 Performance Rights (upon vesting and exercise, and in circumstances where all of these Performance Rights vest and are exercised, this entitles Mr Earner to 825,115 Shares).
- (d) The maximum number of securities proposed to be issued in connection with Resolution 4 to Mr Chalmers is 193,809 Performance Rights (upon vesting and exercise, and in circumstances where all of these Performance Rights vest and are exercised, this entitles Mr Chalmers to 193,809 Shares).
- (e) Mr Earner's total remuneration package for the year ended 30 June 2021 totalled \$1,335,675 and included:
 - (i) TFR of \$600,000 (inclusive of superannuation);
 - (ii) a long-term incentive component being the vesting of performance rights of \$532,292; and
 - (iii) a short-term incentive component being the vesting of performance rights of \$175,149.

Full details of Mr Earner's remuneration are set out in the Remuneration Report as set out in the Annual Report.

Mr Earner's total remuneration package includes:

- (i) TFR of \$650,000 (inclusive of superannuation);
- (ii) A short-term incentive component being the granting of Performance Rights, upon pre-determined short term performance hurdles of up to \$292,500 (subject to Shareholder approval, which will be sought in 2022 once the number of Performance Rights to be issued, if any, has been determined); and
- (iii) A long-term incentive component being the granting of Performance Rights the subject of Resolution 3 upon pre-determined long term performance hurdles being met of up to \$845,000 (being the value that is 130% of Mr Earner's salary as at September 2021, refer to Section 3.2 of the Explanatory Statement for further details on the basis of grant).

Mr Chalmers' total remuneration package for the year ended 30 June 2021 totalled \$621,915 and included:

- (i) TFR of \$330,800 (inclusive of superannuation);
- (ii) a long-term incentive component being the vesting of performance rights of \$83,956; and
- (iii) a short-term incentive component being the vesting of performance rights of \$64,377.

Full details of Mr Chalmers' remuneration are set out in the Remuneration Report as set out in the Annual Report.

Mr Chalmers' total remuneration package includes:

- (i) TFR of \$330,800 (inclusive of superannuation);
- (ii) A short-term incentive component being the granting of Performance Rights, upon pre-determined performance hurdles of up to \$99,240 (subject to Shareholder approval, which will be sought in 2022 once the number of Performance Rights to be issued, if any, has been determined); and



- (iii) A long-term incentive component being the granting of Performance Rights the subject of Resolution 4 upon pre-determined long term performance hurdles being met of up to \$198,480 (being the value that is 60% of Mr Chalmers' salary as at September 2021 of the Explanatory Statement for further details on the basis of grant).

(For further details the long term incentive vesting conditions see "*Vesting conditions and performance hurdles*" above).

- (f) The Plan was last approved by Shareholders at the Company's 2019 annual general meeting. The Company has issued the following securities under the Plan:

- (i) To Mr Chalmers, 1,016,745 Shares under the terms of the Plan on the vesting and exercise of 710,960 FY2018 LTI Performance Rights and 305,785 FY2019 LTI Performance Rights. The early vesting and exercise of these Performance Rights was approved by Shareholders at the Company's general meeting held on 16 July 2020;
- (ii) To Mr Earner, 8,462,496 Shares under the terms of the Plan on vesting and exercise of 5,965,251 FY2018 LTI Performance Rights and 2,497,245 FY2019 LTI Performance Rights. The early vesting and exercise of these Performance Rights was approved by Shareholders at the Company's general meeting held on 16 July 2020;
- (iii) To Mr Chalmers, 152,348 FY2018 LTI Performance Rights and 65,525 FY2019 LTI Performance Rights under the terms of the Plan as approved by Shareholders at the Company's 2017 and 2018 annual general meetings, which were cancelled in accordance with Shareholder approval at the Company's general meeting held on 16 July 2020;
- (iv) To Mr Earner, 1,278,268 FY2018 LTI Performance Rights and 535,124 FY2019 LTI Performance Rights under the terms of the Plan as approved by Shareholders at the Company's 2017 and 2018 annual general meetings, which were cancelled in accordance with Shareholder approval at the Company's general meeting held on 16 July 2020;
- (v) To Mr Chalmers, 241,186 FY2020 LTI Performance Rights under the terms of the Plan as approved by Shareholders at the Company's 2019 annual general meeting, of which 42,562 were cancelled in accordance with Shareholder approval at the Company's general meeting held on 16 July 2020;
- (vi) To Mr Earner, 1,969,877 FY2020 LTI Performance Rights under the terms of the Plan as approved by Shareholders at the Company's 2019 annual general meeting, of which 347,625 were cancelled in accordance with Shareholder approval at the Company's general meeting held on 16 July 2020.
- (vii) To Mr Chalmers, 174,903 FY2021 LTI Performance Rights under the terms of the Plan as approved by Shareholders at the Company's 2019 annual general meeting; and
- (viii) To Mr Earner, 687,346 FY2021 LTI Performance Rights under the terms of the Plan as approved by Shareholders at the Company's 2019 annual general meeting.

In accordance with the terms of the Plan, the Shares and Performance Rights were issued for nil consideration.

- (g) The Performance Rights are issued on the terms set out in this Explanatory Statement and on the terms as summarised in Annexure A. Unless the Plan expressly provides otherwise, the Plan shall prevail to the extent of any inconsistency with the terms of the Performance Rights. Refer to Annexure B for a summary of the terms of the Plan.

The Company has chosen to issue Performance Rights to Messrs Earner and Chalmers for the following reasons:

- (i) to focus on the long term outcomes required by the Board;
- (ii) to align the rewards of Messrs Earner and Chalmers with shareholders' interests by payment in equity;
- (iii) to provide an incentive to satisfy performance hurdles over a three year period which are measured on Shareholder value and provide a counter balance for any tendency to focus on short term outcomes;

The Company has not received an independent valuation in relation to the Performance Rights the subject of Resolutions 3 and 4. The fair value of the Performance Rights proposed to be issued pursuant to Resolutions 3 and 4 will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Messrs Earner and Chalmers are deemed to have received their offers to participate in the Scheme.

The fair value of Performance Rights issued to Messrs Earner and Chalmers in previous years is detailed in the Annual Report.



The number of long term Performance Rights proposed for grant the subject of Resolution 3 and Resolution 4 was calculated in September 2021, with Mr Earner entitled to receive up to 130% of his salary in value in Performance Rights and Mr Chalmers entitled to receive up to 60% of his salary in value in long term Performance Rights. The calculation was determined based on the VWAP of Shares calculated over the trading days in Shares during the month of August 2021, being \$1.02 (rounded). The value of the Performance Rights on that basis is set out in Table 1 below.

Table 1 - Details of Performance Rights

Name	Relationship	Number of Performance Rights	Vesting	Value
Nicholas Earner	Director	825,115	On satisfaction of vesting conditions— refer Section 3.2	\$845,000
David Ian Chalmers	Director	193,809	On satisfaction of vesting conditions— refer Section 3.2	\$198,480

The number of Performance Rights is fixed and the value will change as the underlying Share price changes. The indicative value of the Performance Rights as at the date of this Notice, based upon the closing Share price on 12 October 2021 of \$0.915 (being \$932,315), is set out in Table 2 below.

Table 2 - Details of Performance Rights

Name	Relationship	Number of Performance Rights	Vesting	Value
Nicholas Earner	Director	825,115	On satisfaction of vesting conditions— refer Section 3.2	\$754,980
David Ian Chalmers	Director	193,809	On satisfaction of vesting conditions— refer Section 3.2	\$177,335

- (h) If Resolutions 3 and 4 are approved, the Company proposes to issue the Performance Rights to Messrs Earner and Chalmers as soon as practicable and, in any event, within three years from the date of this Annual General Meeting.
- (i) In accordance with the Plan, the Performance Rights (and any Shares allocated on the vesting and exercise of Performance Rights) will be allocated for no consideration.
- (j) A summary of the terms of the Plan is set out at Annexure B.
- (k) No loan will be provided by the Company in relation to the grant of the relevant Performance Rights (including the Shares issued on the vesting and exercise of those Performance Rights) to Messrs Earner or Chalmers.
- (l) Details of any securities (being, Performance Rights and Shares upon the vesting and exercise of Performance Rights) issued under the Plan will be published in each annual report relating to a period in which the securities have been issued, along with a statement that approval for the issue of those securities was obtained under Listing Rule 10.14. Any additional persons who become entitled to participate in the Plan after Resolutions 3 and 4 are approved and who were not named in this Notice, will not participate until Shareholder approval is obtained under Listing Rule 10.14.
- (m) Voting exclusion statements for Resolutions 3 and 4 are included in this Notice.

3.5 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. For the purposes of Chapter 2E, Mr Earner, being the Managing Director, and Mr Chalmers, being the Technical Director, are "related parties" of the Company and the grant of the Performance Rights (including the Shares issued on the vesting and exercise of those Performance Rights) pursuant to the Performance Rights will constitute the giving of "financial benefits".

The Board (other than Mr Earner in respect of Resolution 3 and Mr Chalmers in respect of Resolution 4) considers that the grant of the Performance Rights (including the allocation of Shares on the vesting and exercise of those Performance Rights) to Mr Earner and Mr Chalmers (respectively) is an appropriate and reasonable component of their remuneration, and that the financial benefit represented by the grant of the Performance Rights (including the allocation of Shares on the vesting and exercise of those Performance Rights) falls within the "reasonable remuneration" exception in section 211 of the Corporations Act. For this reason, the Company is not seeking Shareholder approval of Resolution 3 or Resolution 4 for the purposes of Chapter 2E of the Corporations Act.



3.6 Sections 200B and 200E of the Corporations Act

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a "managerial or executive office" in the Company, or its related bodies corporate, if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the payment limits set out in the Corporations Act, including where the aggregate benefits do not exceed one year's average base salary).

The term "benefit" is open to a wide interpretation and may include the early or accelerated vesting (allowing for subsequent exercise by the holder, where relevant) of Performance Rights under the Plan. As outlined in the summary of the Plan in the Company's 2019 notice of annual general meeting, early or accelerated vesting may occur, subject to the Directors' absolute discretion, in various circumstances including the end of employment with the Group.

If the Board were to exercise its discretion to vest some or all of the Performance Rights early in the circumstances referred to above, this may amount to the giving of a termination benefit requiring Shareholder approval in accordance with the Corporations Act. Shareholder approval of Resolutions 3 and 4 are also being sought so that early or accelerated vesting (allowing for subsequent exercise by the holder, where relevant) of the Performance Rights and the allocation of Shares (upon the vesting and exercise of the Performance Rights) do not count towards such maximum termination amounts for the purposes of the Corporations Act.

Details of Mr Earner's and Mr Chalmers' remuneration, including other termination benefits, are set out in the Company's Annual Report as released to ASX.

The value of any benefits cannot be ascertained at the present time. The benefits will be the market value of Shares issued or transferred to Mr Earner or Mr Chalmers on vesting (and exercise, where relevant) of such benefits. Apart from the future Share price being unknown, the following are matters which will or are likely to affect the value of the benefits:

- (a) the performance criteria determined to apply to the Performance Rights;
- (b) the reasons for cessation of employment;
- (c) the number of Performance Rights granted to Mr Earner or Mr Chalmers;
- (d) employee and Company performance factors used to determine vesting of Performance Rights;
- (e) the amount of other remuneration payable to Mr Earner or Mr Chalmers; and
- (f) the exercise of the Directors' discretion at the relevant time.

3.7 Directors' recommendation

The Directors (other than Mr Earner in respect of Resolution 3 and Mr Chalmers in respect of Resolution 4) unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4 as they believe, based on the information available, including the information contained in this Explanatory Statement, the granting of these Performance Rights will align Messrs Earner and Chalmers' rewards with the long-term creation of value for Shareholders.

As Mr Earner has an interest in the outcome of Resolution 3 and Mr Chalmers has an interest in the outcome of Resolution 4, they make no recommendation to Shareholders as to how to vote on those Resolutions, respectively.



4. RESOLUTIONS 5 AND 6: APPROVAL OF THE GRANT OF RESTRICTED PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS (SHORT TERM INCENTIVES)

4.1 General

Resolutions 5 and 6 seek approval for:

- (a) the grant of Restricted Performance Rights (pursuant to the terms of the Plan); and
- (b) the issue or transfer of Shares upon the vesting and exercise of those Restricted Performance Rights, to the Company's executive Directors, Messrs Nicholas Paul Earner and David Ian Chalmers under the Company's Executive Incentive Scheme for executive short term incentives.

The terms of the Plan were approved by Shareholders at the Company's 2019 annual general meeting, and are summarised in Annexure B.

In line with market practice, performance based incentive programs form a key component of total remuneration for Messrs Earner and Chalmers. A significant portion of total annual remuneration has been placed at-risk to better align the executive Directors' interests with those of Shareholders, to encourage long term sustainable growth and to assist with retention.

Resolutions 5 and 6 seek Shareholder approval for the grant of the following short term incentive allocations for and the allocation of Shares (upon the vesting and exercise of those Restricted Performance Rights) in accordance with the Plan and Scheme:

Nicholas Paul Earner	184,552 Restricted Performance Rights
David Ian Chalmers	67,833 Restricted Performance Rights

For each Restricted Performance Right that vests and is exercised, the Company will allocate one Share. Further details regarding the Restricted Performance Rights are set out below.

4.2 Listing Rule approval

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- (a) a director of the company (Listing Rule 10.14.1);
- (b) an associate of a director of the company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the company or a person referred to in Listing Rule 10.14.1 to Listing Rule 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Restricted Performance Rights falls within Listing Rule 10.14.1 (as Mr Earner and Mr Chalmers are Directors) and therefore requires the approval of the Company's Shareholders under Listing Rule 10.14.

Resolutions 5 and 6 seek the required Shareholder approval to the proposed issue of Restricted Performance Rights to Mr Earner and Mr Chalmers, respectively, under and for the purposes of Listing Rule 10.14.

If Resolution 5 is passed, the Company will be able to proceed with the issue of 184,552 Restricted Performance Rights to Mr Earner. If Resolution 6 is passed, the Company will be able to proceed with the issue of 67,833 Restricted Performance Rights to Mr Chalmers.

If Resolution 5 and/or Resolution 6 is/are not passed, the Company will not be able to proceed with the issue of the Restricted Performance Rights and the Company will negotiate with Mr Earner and/or Mr Chalmers an appropriate alternative payment, seeking further shareholder approval if required.

Further, if Resolutions 5 and 6 are approved for the purposes of Listing Rule 10.14, pursuant to Listing Rule 7.2 (Exception 14) a grant of Restricted Performance Rights or an issue of Shares (upon the vesting and exercise of those Restricted Performance Rights) will not reduce the Company's 15% placement capacity under Listing Rule 7.1 and separate approval of Resolutions 5 and 6 is not required under Listing Rule 7.1. In addition, approval under Listing Rule 10.14 is an exception to the prohibition on a company issuing shares to related parties without member approval under Listing Rule 10.11.

Each of Resolutions 5 and 6 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

4.3 Information required by Listing Rule 10.15

In accordance with Listing Rule 10.15, the Company provides the following information:



- (a) The Restricted Performance Rights will be granted to:
- (i) in respect of Resolution 5, Mr Nicholas Paul Earner, the Managing Director of the Company; and
 - (ii) in respect of Resolution 6, Mr David Ian Chalmers, the Technical Director of the Company,
- or their respective nominees. No other Directors are entitled to participate in the issue of securities under this approval.
- (b) The issue of Restricted Performance Rights under Resolutions 5 and 6 falls under Listing Rule 10.14.1 as each of Mr Earner and Mr Chalmers is a Director.
- (c) The maximum number of securities proposed to be issued in connection with Resolution 5 to Mr Earner is 184,552 Restricted Performance Rights (upon vesting and exercise, and in circumstances where all of these Restricted Performance Rights vest and are exercised, this entitles Mr Earner to 184,552 Shares).
- (d) The maximum number of securities proposed to be issued in connection with Resolution 6 to Mr Chalmers is 67,833 Restricted Performance Rights (upon vesting and exercise, and in circumstances where all of these Restricted Performance Rights vest and are exercised, this entitles Mr Chalmers to 67,833 Shares).
- (e) Details of Mr Earner's and Mr Chalmers' current total remuneration packages is set out in paragraph 3.4(e) above.

As disclosed in the 2020 Notice of Annual General Meeting Mr Earner's total remuneration package from 1 July 2020 included:

- (i) a short-term incentive component being the granting of Restricted Performance Rights, upon pre-determined short term performance hurdles being met, of up to \$270,000 (subject to Shareholder approval).
- (ii) a short-term incentive component being the granting of Restricted Performance Rights, upon pre-determined short term performance hurdles being exceeded, of up to \$67,500 (subject to Shareholder approval).

As disclosed in the 2020 Notice of Annual General Meeting Mr Chalmers' total remuneration package from 1 July 2020 included:

- (i) a short-term incentive component being the granting of Restricted Performance Rights, upon pre-determined short term performance hurdles being met, of up to \$99,240 (subject to Shareholder approval).
 - (ii) a short-term incentive component being the granting of Restricted Performance Rights, upon pre-determined short term performance hurdles being exceeded, of up to \$24,810 (subject to Shareholder approval).
- (f) Details of the number of securities that have previously been issued to Mr Earner and Mr Chalmers under the Plan and the consideration paid is set out in paragraph 3.4(f) above.
- (g) The Restricted Performance Rights are issued on the terms set out in this Explanatory Statement and on the terms as summarised in Annexure A. Unless the Plan expressly provides otherwise, the Plan shall prevail to the extent of any inconsistency with the terms of the Restricted Performance Rights. Refer to Annexure B for a summary of the terms of the Plan.

The Company has not received an independent valuation in relation to the Restricted Performance Rights the subject of Resolutions 5 and 6. The fair value of the Restricted Performance Rights proposed to be issued pursuant to Resolutions 5 and 6 will be determined in accordance with Australian Accounting Standards and is dependent on the date on which Messrs Earner and Chalmers are deemed to have received their offers to participate in the Scheme.

The number of Restricted Performance Rights proposed for grant was calculated in August 2021. The value of the Restricted Performance Rights on that basis is set out in Table 1 below:

Table 1 - Details of Restricted Performance Rights

Name	Relationship	Number of Restricted Performance Rights	Vesting	Value
Nicholas Earner	Director	184,552	12 months from date of issue	\$189,000
David Ian Chalmers	Director	67,833	12 months from date of issue	\$69,468



The Restricted Performance Rights have been calculated based on five specific criteria, with the results set out in Table 2 below:

Table 2 - Details of Restricted Performance Rights Criteria and Outcomes

Criteria	Weighting	Outcome	Percentage Actual Reward Received
Budget Ounces at TGO	25%	Stretch target exceeded. TGO produced 56,958 ounces for the year ended 30 June 2021. The result exceeded the “Stretch” metric set of 54,941 ounces.	125%
Budget Dollar Profit at TGO	25%	Stretch target exceeded. TGO profit for the year ended 30 June 2021 totalled \$73.2m. This result exceeded the “Stretch” metric set of \$48M.	125%
Safety Performance, Environment and Social Licence	25%	The Board assessed the Company’s performance for the year ended 30 June 2021 against the objective metrics and determined to grant 30% of the available award for this component.	30%
SAR Planning Approval	10%	Target not met.	Nil
Resource Growth	15%	Target not met.	Nil
TOTAL	100%		

- (h) If Resolutions 5 and 6 are approved, the Company proposes to issue the Restricted Performance Rights to Messrs Earner and Chalmers as soon as practicable and, in any event, within three years from the date of the Meeting.
- (i) The Restricted Performance Rights will be subject to the continuation of employment with the Company and will vest 12 months from date of issue.
- (j) In accordance with the Plan, the Restricted Performance Rights (and any Shares allocated on the vesting and exercise of Restricted Performance Rights) will be issued for no consideration.
- (k) A summary of the terms of the Plan is set out at Annexure B.
- (l) No loan will be provided by the Company in relation to the grant of the relevant Restricted Performance Rights (including the Shares issued on the vesting and exercise of those Restricted Performance Rights) to Messrs Earner or Chalmers.
- (m) Details of any securities (being, Restricted Performance Rights and Shares upon the vesting and exercise of Restricted Performance Rights) issued under the Plan will be published in each annual report relating to a period in which the securities have been issued, along with a statement that approval for the issue of those securities was obtained under Listing Rule 10.14. Any additional persons who become entitled to participate in the Plan after Resolutions 5 and 6 are approved and who were not named in this Notice, will not participate until Shareholder approval is obtained under Listing Rule 10.14.
- (n) Voting exclusion statements for Resolutions 5 and 6 are included in this Notice.



4.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of "financial benefits" to "related parties" by a public company. For the purposes of Chapter 2E, Mr Earner, being the Managing Director, and Mr Chalmers, being the Technical Director, are "related parties" of the Company and the grant of the Restricted Performance Rights (including the Shares issued on the vesting and exercise of those Restricted Performance Rights) pursuant to the Restricted Performance Rights will constitute the giving of "financial benefits".

The Board (other than Mr Earner in respect of Resolution 5 and Mr Chalmers in respect of Resolution 6) considers that the grant of the Restricted Performance Rights (including the allocation of Shares on the vesting and exercise of those Restricted Performance Rights) to Mr Earner and Mr Chalmers (respectively) is an appropriate and reasonable component of their remuneration, and that the financial benefit represented by the grant of the Restricted Performance Rights (including the allocation of Shares on the vesting and exercise of those Restricted Performance Rights) falls within the "reasonable remuneration" exception in section 211 of the Corporations Act. For this reason, the Company is not seeking Shareholder approval of Resolution 5 or Resolution 6 for the purposes of Chapter 2E of the Corporations Act.

4.3 Sections 200B and 200E of the Corporations Act

The Corporations Act provides that the Company may only give a person a benefit in connection with their ceasing to hold a "managerial or executive office" in the Company, or its related bodies corporate, if it is approved by Shareholders or an exemption applies (for example, where the benefit together with other benefits does not exceed the payment limits set out in the Corporations Act, including where the aggregate benefits do not exceed one year's average base salary).

The term "benefit" is open to a wide interpretation and may include the early or accelerated vesting (allowing for subsequent exercise by the holder, where relevant) of Restricted Performance Rights under the Plan. As outlined in the summary of the Plan in the Company's 2019 notice of annual general meeting, early or accelerated vesting may occur, subject to the Directors' absolute discretion, in various circumstances including the end of employment with the Group.

If the Board were to exercise its discretion to vest some or all of the Restricted Performance Rights early in the circumstances referred to above, this may amount to the giving of a termination benefit requiring Shareholder approval in accordance with the Corporations Act. Shareholder approval of Resolutions 5 and 6 are also being sought so that early or accelerated vesting (allowing for subsequent exercise by the holder, where relevant) of the Restricted Performance Rights and the allocation of Shares (upon the vesting and exercise of the Restricted Performance Rights) do not count towards such maximum termination amounts for the purposes of the Corporations Act.

Details of Mr Earner's and Mr Chalmers' remuneration, including other termination benefits, are set out in the Company's Annual Report as released to ASX.

The value of any benefits cannot be ascertained at the present time. The benefits will be the market value of Shares issued or transferred to Mr Earner or Mr Chalmers on vesting (and exercise, where relevant) of such benefits. Apart from the future Share price being unknown, the following are matters which will or are likely to affect the value of the benefits:

- (a) the vesting conditions applied to the Restricted Performance Rights;
- (b) the reasons for cessation of employment;
- (c) the number of Restricted Performance Rights granted to Mr Earner or Mr Chalmers; and
- (d) the exercise of the Directors' discretion at the relevant time.

4.4 Directors' recommendation

The Directors (other than Mr Earner in respect of Resolution 5 and Mr Chalmers in respect of Resolution 6) unanimously recommend that Shareholders vote in favour of Resolutions 5 and 6 as they believe, based on the information available, including the information contained in this Explanatory Statement, the granting of these Restricted Performance Rights will align Messrs Earner and Chalmers' rewards with the creation of value for Shareholders.

As Mr Earner has an interest in the outcome of Resolution 5 and Mr Chalmers has an interest in the outcome of Resolution 6, they make no recommendation to Shareholders as to how to vote on those Resolutions, respectively.



5. RESOLUTION 7 – INCREASE IN MAXIMUM AGGREGATE REMUNERATION FOR NON-EXECUTIVE DIRECTORS

5.1 General

Listing Rule 10.17 provides that an entity must not increase the aggregate amount of the remuneration payable by it or its child entities as Directors' fees to non-executive Directors without the approval of holders of its ordinary securities. This requirement is reflected in rule 10.2 of the Constitution.

Executive Directors receive salary and other remuneration in accordance with the terms of their employment agreements, but do not receive Directors' fees. The remuneration paid by the Company to the executive Directors is not included in the maximum aggregate amount of Directors' fees for the purpose of this Resolution. The relevant remuneration is all fees payable to a non-executive Director for acting as a director of the Company (including attending and participating in any Board committee meetings) and includes superannuation contributions for the benefit of a non-executive Director and any fees which a non-executive Director agrees to sacrifice for other benefits.

The current maximum aggregate remuneration available for non-executive Directors set at \$700,000 was approved by shareholders at the Annual General Meeting held on 16 May 2013.

As set out in further detail below, the Directors consider it is reasonable and appropriate given the Company growth since listing to seek Shareholder approval for an increase to the maximum fee pool for non-executive Directors in recognition of the need to pay market competitive fees to ensure the Company is able to attract and retain non-executive Directors of the requisite calibre for the Company's Board and in recognition of Directors' increased workloads.

If Resolution 7 is passed, the maximum Directors' fees that may be paid to all of the Company's non-executive Directors in each financial year increases from \$700,000 to \$950,000 (an increase of \$250,000). The remuneration of each non-executive Director for the year ended 30 June 2021 is detailed in the Remuneration Report contained in the Annual Report.

The Directors take the view that based on best practice, it is appropriate to increase the maximum non-executive Director remuneration pool to provide flexibility to attract and retain non-executive directors on remuneration terms commensurate with their skills and expertise and the Company's size and stage of development.

The increase is in line with non-executive director fee pools of comparable companies and the Board does not, however, intend to pay the full amount of the increase in the short to medium term.

No options or performance rights are currently held by non-executive directors. No securities have been issued to a non-executive Director under Listing Rule 10.11 or 10.14 with the approval of Shareholders at any time in the previous 3 years.

Resolution 7 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Accordingly, the Board considers it appropriate to put this proposed increase to the Shareholders at this time.

Disclosure of Directors' remuneration will continue to be made to Shareholders in each annual report in accordance with applicable legal and ASX requirements. If Shareholder approval is obtained, the increased fee pool will apply for the financial year ending 30 June 2022.

5.2 Voting exclusion

A voting exclusion statement applies to Resolution 7, as set out in the Notice.

5.3 Directors' recommendation

Given the interest of the non-executive Directors (Mr Gandel, Mr Lethlean and Mr Smith) in Resolution 7, the Board makes no recommendation to Shareholders regarding this Resolution.

6. RESOLUTION 8 – APPROVAL OF POTENTIAL TERMINATION BENEFITS

6.1 Reason for seeking shareholder approval

The benefits (**termination benefits**) that can be given, without shareholder approval, to members of the Company who hold a hold a managerial or executive office, as defined in the Corporations Act (**Managerial or Executive Office**), on cessation of their employment or retirement from office with Alkane or a Related Body Corporate, are restricted by Part 2D.2 of the Corporations Act.



These restrictions apply to individuals (ie to Relevant Executives) who hold a Managerial or Executive Office in Alkane or a related body corporate and to individuals who have held such an office during the last three years before they ceased to hold such an office or position of employment. This includes members of the Company's KMP, which includes all the Company's directors, and directors of subsidiary companies of Alkane.

Under Part 2D.2 of the Corporations Act, a Relevant Executive may only be given a benefit in connection with their ceasing to hold their office or position if it is approved by shareholders or an exemption applies. The exemptions include an exemption for benefits such as statutory entitlements to accrued annual and long-service leave, amounts required to be paid by law or by court order, certain types of "deferred bonuses" and, subject to certain conditions, payments made in accordance with a company's redundancy policy. Beyond that, in general terms, certain benefits are permitted if they are within a monetary cap. This cap is broadly equivalent to the average 12-months' base salary of the person concerned over the three years preceding cessation of office. If termination benefits are provided beyond those permitted by the Corporations Act, a breach of the Corporations Act can occur even if the Relevant Executive has a pre-existing contractual entitlement to the benefit.

Approval is therefore being sought in relation to Alkane's remuneration policy and practices and commitments. This approval seeks to preserve the discretion of the Board and Remuneration Committee to determine the most appropriate leaving entitlements for holders of Managerial or Executive Office under their relevant employment agreements and incentive plans. Details of the remuneration policy (including information about potential termination benefits) are included in Alkane's 2021 Remuneration Report, contained in Alkane's 2021 Annual Report. The Remuneration Report has been voted on by Alkane shareholders at previous AGMs and has consistently received strong support from shareholders.

Alkane's policy in relation to termination entitlements is to treat employees (including Relevant Executives) appropriately and in accordance with applicable laws, Alkane policy and having regard to market practice. As such, the Board considers it is prudent to seek shareholder approval in respect of the potential termination entitlements or benefits payable (or that could become payable) to any current or future employees who are Relevant Executives at the time of cessation of their employment, or who were Relevant Executives at any time in the three years prior to cessation.

6.2 Approval is sought for a three year period

If shareholder approval is obtained, it will be effective from the date the resolution is passed until the conclusion of the 2024 AGM. If considered appropriate, the Board may seek further shareholder approval at the 2024 AGM for the giving of termination benefits to Relevant Executives after the 2024 AGM.

For completeness, the approval sought by the resolution is in addition to, and in no way derogates from, the approval given at Alkane's 2017 AGM in relation to the termination benefits that may be given to Alkane's Managing Director, Mr Nicholas Earner or those termination benefits for which approval is sought under resolutions 3, 4, 5 or 6.

It can be reasonably anticipated that Alkane's relevant employment agreements and incentive plans will be amended (or replaced) from time to time in line with changing governance standards, market practice and, where required, changes in relation to KMP that will be reported in the Remuneration Report.

However, if shareholder approval is obtained, this approval will remain valid for as long as the relevant employment agreements and incentive plans applying to the Relevant Executives provide for the entitlements, exercise of discretions and treatments on cessation of employment as set out in the "Potential termination benefits subject to approval" section below.

6.3 Approval is sought for the following benefits or entitlements

The potential termination benefits for which approval is sought are detailed in the "Potential termination benefits subject to approval" section below.

Shareholders are not being asked to approve any change or increase in the remuneration or benefits or entitlements for Relevant Executives, or any variations to the existing discretions of the Board and Remuneration Committee. Rather, shareholders are being asked to approve Alkane's policy and practices, including the discretions of the Board and Remuneration Committee, so as to enable Alkane to continue to operate its remuneration programmes to support Alkane's strategy, as described in the Remuneration Report.

If shareholder approval is given, the Board intends that no other termination benefits will be provided to Relevant Executives in connection with cessation of their employment, other than those within the scope of the approval, or within the scope of other approvals given from time to time by shareholders, or which are not otherwise prohibited under Part 2D.2 of the Corporations Act.

Your Board believes it to be in the best interests of Alkane that shareholder approval be given. If approval is not given by shareholders, Alkane will be limited as to the benefits that may be provided to Relevant Executives. This



may have an adverse impact on Alkane's ability to attract and retain key talent with appropriate experience, skills and qualifications, and to build a diverse, sustainable and high achieving workforce.

6.4 The value of the benefits or entitlements

The amount and value of the termination benefits for which shareholder approval is sought is the maximum potential benefit that could be provided from time to time for each of the categories described in the "Potential termination benefits subject to approval" section below. Approval of these termination benefits does not guarantee that any specific individual will receive those termination benefits. Depending on the circumstances of cessation, any specified individual may not ultimately receive the benefits covered by this approval (in whole or part) or may, subject to the restrictions in Part 2D.2 of the Corporations Act, receive termination benefits that are different from those for which shareholder approval is sought.

The amount and value of the potential termination benefits that may be provided to Relevant Executives (and for which shareholder approval is sought) cannot be ascertained in advance. This is because various matters, events and circumstances will, or are likely to, affect the calculation of that amount or value. Matters, events and circumstances that will, or are likely to, affect the calculation of the amount and value of any termination benefit or entitlement are:

- (a) the circumstances in which the individual ceases to hold office or ceases employment and whether they serve all or part of any applicable notice period;
- (b) the base salary and TFR of the individual at the relevant time;
- (c) any change in the individual's role, such as a redeployment;
- (d) the number of unvested equity securities held by the individual at the time of cessation and the number that either the Board or Remuneration Committee determines to vest, lapse or leave on foot in accordance with the relevant incentive plans (as applicable);
- (e) the price of Alkane's shares on ASX when the value of any equity-based cessation entitlement or benefit is determined;
- (f) the value of any payment or contribution that may arise, and be paid, in respect of the notice period provided under the employment or service agreement; and
- (g) any changes in law between the date Alkane enters into an employment or service agreement with the Relevant Executive and the date the Relevant Executive ceases to hold office or employment.

6.5 Potential termination benefits subject to approval

The potential termination benefits are detailed below. Not all of the benefits described below require shareholder approval. However, in the interests of good governance and transparency, the Board considers it appropriate to seek approval for such benefits.

Additional details regarding the relevant agreements and plans are set out in the Remuneration Report which is available on Alkane's website (at <https://www.alkane.com.au/>) or on ASX's website (www.asx.com.au).

(a) Employment Agreements

As described in Alkane's 2021 Remuneration Report, the executive members of the Company's KMP and other Alkane employees are employed under service agreements. These agreements are capable of termination by Alkane or the Relevant Executive giving notice of a specified period. The period of notice varies as between Relevant Executives but in no case does it exceed 6 months.

Alkane may make a payment in lieu of some or all of the notice period in accordance with the terms of the employment agreement. The payment is calculated by reference to the TFR of the Relevant Executive concerned.

In addition to any payment in lieu of notice, some Relevant Executives may be entitled to payment from the end of the period of notice (being up to 12 months' pay, confirmed depending on the individual employment agreement).

Accrued, but untaken, annual leave and any long-service leave will be paid out on termination, in accordance with legislation.

In certain circumstances, incentives granted or issued but not yet vested may be vested and exercisable (if applicable) on termination by notice (if applicable and subject to the payment of any exercise price and the terms of the applicable employee incentive arrangements).



(i) Diminution of Role

Depending on the individual employment agreement, certain Relevant Executives may be entitled to resign from their employment with Alkane or the relevant Related Body Corporate of Alkane (as applicable) in the event of a material diminution of their authority, duties status or responsibilities in their role, a change in their direct reporting relationship with Alkane or the relevant Related Body Corporate of Alkane (as applicable), or a permanent change to location of their employment.

If such Relevant Executive resigns from their role on the basis of a material diminution, the Relevant Executive must give Alkane or the relevant Related Body Corporate of Alkane (as applicable) a specified minimum period of notice (being up to two weeks' notice, depending on the individual employment agreement) at any time during the 12 months following the occurrence of any such material diminution.

If Alkane or the relevant Related Body Corporate of Alkane (as applicable) receives such notice, Alkane or the relevant Related Body Corporate of Alkane (as applicable) will provide that Relevant Executive with 12 months' payment in lieu of notice of termination of employment from the end of the notice period, calculated on the basis of the Relevant Executive's TFR at the relevant time.

In certain circumstances, incentives granted or issued (but not yet vested) may be vested and exercisable (if applicable and subject to payment of any applicable exercise price and the terms of the applicable employee incentive arrangements).

(b) Performance Rights Plan

Under the Company's Performance Rights Plan, participants (which may include KMP and other holders of a Managerial or Executive Office) may have an opportunity to be granted short term and long term incentives in the form of performance rights (calculated at the time of approval by the Remuneration Committee). Any Performance Rights granted to eligible participants will be issued in accordance with the Performance Rights Plan and will be provided in the form of rights to ordinary shares in Alkane that will vest at the end of the specified vesting period provided the predefined targets are met. On vesting, the rights automatically convert into Shares. Participants do not receive any dividends and are not entitled to vote in relation to the rights to shares prior to the vesting period.

(i) Cessation for non-Qualifying Reason

If a participant in the Performance Rights Plan ceases to be employed by Alkane within the relevant vesting period, the rights will be forfeited, except in limited circumstances that are approved by the Board on a case-by-case basis, in the event of a "Qualifying Reason".

(ii) Qualifying Reason

The Board has discretion to approve the retention of Performance Rights to employees on cessation of employment with the Alkane Group in the following circumstances, each of which is a Qualifying Reason:

- (A) death of the participant;
- (B) total and permanent disablement of the participant;
- (C) retirement of the participant;
- (D) the employer (if a Related Body Corporate of Alkane):
 - (aa) ceases to be a Related Body Corporate of Alkane and that causes the participant to cease being employed by Alkane or a Related Body Corporate; or
 - (bb) sells a business it conducts to someone other than Alkane or a Related Body Corporate, and that causes the participant to cease their employment; or
- (E) any other reason as determined the Board to be a Qualifying Reason in its absolute discretion.

If a participant ceases to be employed by a member of the Alkane Group (and is not immediately employed by another member of the Group) because of a Qualifying Reason, the unvested Performance Rights of that participant will be treated on the following basis:



- (A) if less than six months of the Performance Period relating to those Performance Rights has elapsed at the date of the cessation of employment, all of the Performance Rights will lapse (unless the Board, in its absolute discretion, determines otherwise); and
- (B) if six months or more of the Performance Period relating to those Performance Rights has elapsed at the date of cessation of employment, then (unless the Board, in its absolute discretion, determines otherwise) no action will be taken in respect of those Performance Rights until the end of the Performance Period. Following the end of the Performance Period, the number of Performance Rights of that participant that will not lapse will be calculated on a pro rata basis having regard to the number of days:
 - (aa) from the beginning of the Performance Period up to (and including) the date of cessation of employment; and
 - (bb) in the Performance Period,with the balance of the unvested Performance Rights of that participant automatically lapsing.

The Performance Rights calculated in accordance with the above that do not lapse must be taken into account for the purposes of the Board's determination of the number of unvested Performance Rights held by the relevant participant in respect of which the Performance Criteria were satisfied over the Performance Period.

If a participant ceases to be employed by Alkane, or a Related Body Corporate, and is not immediately employed by another Related Body Corporate of Alkane, because of a Qualifying Reason, any vested but unexercised Performance Rights held by that participant will immediately be deemed to have been exercised.



GLOSSARY

In this Explanatory Statement and the Notice, the following terms have the following meanings unless the context otherwise requires:

Alkane Group or Group means Alkane and its Related Bodies Corporate.

Annual General Meeting or Meeting means the annual general meeting of Shareholders to be held as a virtual meeting via a live webcast for the purpose of considering the Resolutions;

Annual Report means the Directors' Report, the Financial Report and Auditor's Report, in respect of the financial year ended 30 June 2021

Associate has the meaning set out in sections 11 to 17 of the Corporations Act;

ASX means ASX Limited ABN 98 008 624 691 and where the context permits, Australian Securities Exchange operated by ASX Limited;

Auditor's Report means the auditor's report on the Financial Report;

Board means the board of Directors of Alkane, as constituted from time to time;

Chairman means the chair of the Meeting;

Closely Related Party has the meaning given in the Corporations Act;

Company or Alkane means Alkane Resources Ltd ACN 000 689 216;

Constitution means the existing constitution of Company adopted in 2019, as amended;

Corporations Act means the Corporations Act 2001 (Cth), as amended;

Director means a director of the Company;

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company;

Explanatory Statement means the Explanatory Statement accompanying the Notice;

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company;

FY2021 means the financial year ending 30 June 2021;

Gold Index means S&P/ASX All Ordinaries Gold Index;

KMP means key management personnel of the Alkane Group from time to time;

Listing Rules means the Listing Rules of the ASX;

LTI means long term incentive;

Managerial or Executive Office has the meaning given to it in section 200AA of the the Corporations Act.

Notice or Notice of Meeting means the notice of meeting accompanying this Explanatory Statement, including the proxy form;

Performance Criteria means, in relation to a Performance Right, the performance criteria determined by the Board which must be satisfied before a Performance Right (or a specified number or percentage of Performance Rights granted) can vest, subject to any adjustments under rule 12 of the Performance Rights Plan.

Performance Period means, in relation to a Performance Right, the period determined by the Board over which the Board will assess whether the Performance Criteria attaching to the Performance Right have been satisfied.

Performance Rights means rights to acquire Shares in the Company as outlined in Resolutions 3 and 4 and subject to the terms of the Performance Rights Plan;

Performance Rights Plan or Plan means the Alkane Resources Performance Rights Plan, as set out by the document entitled "Performance Rights Plan", last approved by Alkane shareholders on 20 November 2019.

Proxy Form means the proxy form attached to the Notice;

Related Body Corporate in relation to Alkane means a body corporate that is related to Alkane by virtue of section 50 of the Corporations Act. It includes Alkane's subsidiaries.



Relevant Executives means the persons who from time to time are KMP or who, from time to time, hold Managerial or Executive Office in Alkane or a Related Body Corporate.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report;

Restricted Performance Rights means rights to acquire Shares in the Company as outlined in Resolutions 5 and 6 and subject to the terms of the Performance Rights Plan;

Resolution means a resolution contained in the Notice;

Scheme means the Company's Executive Incentive Scheme for executive long term incentives;

Section means a section of the Explanatory Statement;

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

Shareholder means the holder of a Share;

TFR means in relation to a KMP's employment agreement with Alkane, or Related Body Corporate, or the Remuneration Report, the "total fixed remuneration" of a Relevant Executive, "fixed remuneration package" or similar;

TGO means Tomingley Gold Operations Pty Ltd;

TSR means total shareholder return;

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

VWAP means volume weighted average price.

**ANNEXURE A****SUMMARY OF THE TERMS OF THE PERFORMANCE RIGHTS AND RESTRICTED PERFORMANCE RIGHTS**

The key terms of the Performance Rights and Restricted Performance Rights are set out below. Unless otherwise defined below, any capitalised terms used in this section relating to the grant of Performance Rights or Restricted Performance Rights refer to terms defined in the Performance Rights Plan rules only.

Grant Date	<p>If Resolutions 3 and 4 are approved, the Company proposes to issue the Performance Rights to Messrs Earner and Chalmers as soon as practicable and, in any event, within three years from the date of the Meeting.</p> <p>If Resolutions 5 and 6 are approved, the Company proposes to issue the Restricted Performance Rights to Messrs Earner and Chalmers as soon as practicable and, in any event, within three years from the date of the Meeting.</p>															
Acquisition price / consideration payable by you	No amount is payable by a participant to acquire the Performance Rights or Restricted Performance Rights the subject of this Notice, nor upon the vesting or exercise of the Performance Rights or Restricted Performance Rights (as applicable).															
Vesting conditions	<p>Performance Rights</p> <p>Performance Rights will be subject to Performance Criteria assessed over a 3-year period from 1 July 2021 to 30 June 2024.</p> <p>As at 30 June 2024, the Company’s TSR will be compared to the Gold Index TSR and the number of Performance Rights will vest according to performance as follows:</p> <table><tr><th>Shareholder comparison</th><th>return</th><th>Proportion of Performance Rights that vest</th></tr><tr><td>TSR is less than Gold Index TSR</td><td></td><td>0%</td></tr><tr><td>TSR is equal to Gold Index TSR</td><td></td><td>25% ⁽¹⁾</td></tr><tr><td>TSR is >5% and <10% greater than Gold Index TSR</td><td></td><td>50% ⁽¹⁾</td></tr><tr><td>TSR is equal to or >10% greater than Gold Index TSR</td><td></td><td>100% ⁽¹⁾</td></tr></table> <p>Note 1: Straight line pro rata vesting of Performance Rights will occur if TSR is between above noted ranges.</p> <p>Restricted Performance Rights</p> <p>The Restricted Performance Rights will be subject to the continuation of employment with the Company and will vest 12 months from the Grant Date.</p> <p>Assessment of vesting conditions</p> <p>The Board will make a determination whether the vesting conditions attaching to the Performance Rights and Restricted Performance Rights (as applicable) have been satisfied or determine to waive the vesting conditions.</p> <p>Provided the Board determines that the vesting conditions are met or are otherwise waived by the Board, a vesting notice will be sent to the relevant participant from the Board, informing them that the Performance Rights have vested. Unless and until a vesting notice is issued by the Company in connection with the Performance Rights or the Restricted Performance Rights, the Performance Rights or Restricted Performance</p>	Shareholder comparison	return	Proportion of Performance Rights that vest	TSR is less than Gold Index TSR		0%	TSR is equal to Gold Index TSR		25% ⁽¹⁾	TSR is >5% and <10% greater than Gold Index TSR		50% ⁽¹⁾	TSR is equal to or >10% greater than Gold Index TSR		100% ⁽¹⁾
Shareholder comparison	return	Proportion of Performance Rights that vest														
TSR is less than Gold Index TSR		0%														
TSR is equal to Gold Index TSR		25% ⁽¹⁾														
TSR is >5% and <10% greater than Gold Index TSR		50% ⁽¹⁾														
TSR is equal to or >10% greater than Gold Index TSR		100% ⁽¹⁾														



	<p>Rights (as applicable) will not have vested.</p> <p>Following the issue of a vesting notice, any vested Performance Right or Restricted Performance Rights will be eligible to be exercised for the issue and/or transfer of the requisite number of Plan Shares (refer to the section “Exercise of vested Performance Rights or Restricted Performance Rights and issue/transfer of Plan Shares” below).</p>
Exercise of vested Performance Rights or Restricted Performance Rights and issue/transfer of Plan Shares	<p>Upon issue of a vesting notice, any vested Performance Rights or Restricted Performance Rights (as applicable) may be exercised at any time until the date on which the Performance Rights or Restricted Performance Rights (as applicable) lapse, by a signed written notice to the Board specifying the Performance Rights or Restricted Performance Rights (as applicable) being exercised and providing the certificate for those Performance Rights or Restricted Performance Rights (as applicable) and you will be issued and/or transferred one fully paid ordinary share in Alkane for each Performance Right or Restricted Performance Right (as applicable) that has been exercised.</p>
Dividends	<p>Upon issue and/or transfer of Plan Shares, a participant will be entitled to any dividends declared and distributed by the Company on the Plan Shares which, at the closing date for determining entitlement to such dividends, are standing to the participant's account.</p>
Lapsing of Performance Rights and Restricted Performance Rights	<p>The Performance Rights and Restricted Performance Rights will lapse as set out in the Plan (refer to Annexure B).</p>
Adjustments upon alterations of capital	<p>Subject to the Listing Rules, if the Company makes a new issue of securities or alterations to its capital by way of a rights issue, bonus issue or other distribution of capital, there will be no adjustment to the Performance Rights or Restricted Performance Rights (including, without limitation, to the number of Shares which may be acquired on vesting of the Performance Rights or Restricted Performance Rights) and/or the Performance Criteria.</p> <p>During the currency of any Performance Rights or any Restricted Performance Rights and prior to vesting and the allocation of Shares in respect of those Performance Rights or Restricted Performance Rights (as applicable), a participant is not entitled to participate in any new issue of securities of the Company as a result of their holding of Performance Rights or Restricted Performance Rights (as applicable).</p> <p>The Company may amend the terms of the Performance Rights or Restricted Performance Rights, or your rights under the Plan, to comply with the Listing Rules applying at the time to any reorganisations of capital of the Company.</p>
Disposal restrictions	<p>Except as set out in Alkane's share trading policy and subject to applicable law, no specific disposal restrictions apply to any Plan Shares that are issued and/or transferred to you as a result of the exercise of Performance Rights or Restricted Performance Rights (as applicable).</p>



ANNEXURE B

SUMMARY OF THE TERMS OF THE PERFORMANCE RIGHTS PLAN

The Plan provides "Eligible Employees" the opportunity to receive Performance Rights for no consideration, as determined in the Board's absolute discretion. The key features of the Plan are set out below. In this summary, references to "Performance Rights" includes "Restricted Performance Rights" as the context requires.

Purpose and term	<p>The Plan was established to assist in the recruitment, reward, retention and motivation of Eligible Employees.</p> <p>Under the Plan the Board may grant Performance Rights to Eligible Employees on terms fixed in accordance with the Plan.</p> <p>The Plan continues in operation until the Board decides to end it.</p>
Commencement	17 May 2011
Performance rights	<p>Each Performance Right will represent a right to acquire one Share, subject to the terms of the Plan.</p> <p>A Performance Right granted to a Participant under the Plan is granted for no cash consideration. If Performance Rights vest under the Plan, no amount is payable by a Participant in respect of those Performance Rights vesting, or the subsequent issue or transfer of Shares in respect of them.</p> <p>A Participant does not have a legal or beneficial interest in any Share by virtue of acquiring or holding a Performance Right. A Participant's rights under a Performance Right are purely contractual and personal. In particular, a Participant is not entitled to participate in or receive any dividends or other shareholder benefits until the Performance Right has vested and a Share has been issued or transferred to the Participant.</p> <p>Performance Rights will not be quoted on ASX. Provided that other Shares are quoted on ASX at the time, the Company will apply to ASX for quotation of Shares issued on vesting of Performance Rights as soon as practicable after the issue of those Shares.</p> <p>Any Share issued or transferred to a Participant upon vesting of a Performance Right, will be subject to the Constitution and will rank equally in every way (including for dividends for which the record date is after the date of issue or transfer) with other Shares then on issue.</p>
Invitations to participate in the Plan	<p>The Board may from time to time in its absolute discretion decide that a full time or part time employee of a Group Member who holds salaried employment with a Group Member on a full time or part time basis (Eligible Employee) is eligible to participate in the Plan and may invite them to apply for Performance Rights.</p> <p>An Eligible Employee who is invited to participate in the Plan will receive a written invitation. The invitation will set out, amongst other things, the number of Performance Rights the Eligible Employee is invited to apply for, the performance criteria to which those Performance Rights will be subject (Performance Criteria), and the period of time over which the Performance Criteria must be satisfied (Performance Period), before the Performance Rights can vest.</p>
Performance Criteria and Performance Period	<p>The Board's discretion includes determining the number of Performance Rights the Eligible Employee is invited to apply for, and the Performance Criteria, and Performance Period over which Performance Criteria is assessed, applicable to those Performance Rights.</p>
Vesting of Performance Rights	<p>A Performance Right granted to a Participant will vest:</p>



- at the end of the Performance Period upon the Board giving written notice to the relevant Participant of the number of Performance Rights in respect of which the Performance Criteria were satisfied over the Performance Period; or
- if the Board allows early vesting as a result of an event such as a takeover bid or scheme of arrangement or the cessation of employment of the Participant for a "Qualifying Reason" (see below).

Transfers

A Performance Right granted under the Plan is only transferable by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy.

Subject to the above, Participants are not to grant any security interest in or over or otherwise dispose of or deal with any Performance Rights or any interest in them until the relevant Shares are issued or transferred to that Participant, and any such security interest or disposal or dealing will not be recognised in any manner by the Company.

Exercise on vesting

If an Invitation provides for:

- the deemed automatic exercise of a Performance Right, no further action is required from the Participant upon vesting of a Performance Right in order to exercise that Performance Right; or
- the manual exercise of a vested Performance Right, a Participant may exercise any vested Performance Right at any time from the date the Board notifies the Participant of the vesting of the Performance Right until the date on which a Performance Right lapses, by giving the prescribed form of notice to the Board.

Lapse of Performance Rights

An unvested Performance Right, or (where applicable) a vested but unexercised Performance Right, will lapse on the earliest to occur of:

- the end of the Performance Period if the Performance Criteria relating to the Performance Right have not been satisfied;
- the Participant purporting to transfer a Performance Right or grant a security interest in or over, or otherwise purporting to dispose of or deal with, a Performance Right or interest in it (except where the Performance Right is transferred by force of law upon death to the Participant's legal personal representative or upon bankruptcy to the Participant's trustee in bankruptcy);
- the Participant ceasing employment with a Group Member (and is not immediately employed by another Group Member), except in certain circumstances as explained below under the heading "Qualifying Reason and cessation of employment";
- if in the opinion of the Board, the Participant has acted fraudulently or dishonestly or in breach of his or her obligations to the Group, and the Board determining that the Performance Rights held by the Participant should lapse;
- an event such as a takeover bid or scheme of arrangement occurring (in certain circumstances subject to the Board's discretion); and
- the date that is fifteen years after the grant of the Performance Right.

Qualifying Reason and cessation of employment

Performance Rights of a Participant will automatically lapse if the Participant ceases to be employed by a Group Member (and is not immediately employed by another Group Member), unless the Participant ceases to be employed because of a "Qualifying Reason" in which case that Participant's Performance Rights will be treated as follows:

- if less than six months of the Performance Period relating to those Performance Rights has elapsed at the date of cessation of employment, all of those Performance Rights will lapse (unless the Board, in its absolute discretion, determines otherwise); and



- if six months or more of the Performance Period relating to those Performance Rights has elapsed at the date of cessation of employment, then (unless the Board, in its absolute discretion, determines otherwise) a proportion of the Participant's Performance Rights (calculated by reference to the number of days in the Performance Period which have elapsed as the date of cessation of employment) will be capable of vesting. Such Performance Rights will only vest (unless the Board, in its absolute discretion, determines otherwise) if over the Performance Period the Performance Criteria in respect of those Performance Rights were satisfied and the Board gives notice to the Participant of its determination to that effect. In such circumstances, the remaining Performance Rights of the Participant which do not vest will lapse.

If a Participant ceases to be employed by a Group Member (and is not immediately employed by another Group Member) because of a Qualifying Reason, any vested but unexercised Performance Rights held by that Participant will immediately be deemed to have been exercised.

A "Qualifying Reason" includes the death, total and permanent disablement or retirement of the Participant (as determined by the Board in its absolute discretion), or where the Participant ceases to be employed by a Group Member as a result of a relevant body corporate ceasing to be a Group Member or the sale of a business conducted by a Group Member to a third party (other than to another Group Member). The Board may also determine, in its absolute discretion, that any other reason will constitute a "Qualifying Reason".

Share limit

The Board must not issue an Invitation, or issue a Share under the Plan, if the sum of:

- a) the number of Shares which would be issued were each outstanding offer with respect to Shares, units of Shares, and options to acquire unissued Shares, under an employee share scheme to be accepted or exercised; and
- b) the number of Shares issued during the previous three years under the Plan or any other employee share scheme extended to Eligible Employees,

but excluding any offer made, or option acquired, or Shares issued by way of or as a result of specified excluded offers, would exceed 5% of the total number of Shares on issue at that time.

Impact of takeover bid or scheme

If:

- a) a takeover bid (as defined in the Corporations Act) is made for Shares before the end of the Performance Period;
- b) a Court orders a meeting to be held in relation to a proposed compromise or arrangement 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
- c) any person becomes bound or entitled to acquire Shares under:
 - (i) section 414 of the Corporations Act; or
 - (ii) Chapter 6A of the Corporations Act,

the Board will make a determination as to how a Participant's unvested Performance Rights and any vested but unexercised Performance Rights will be dealt with, and, in doing so, may determine, in its absolute discretion that a Participant's unvested Performance Rights vest (in whole or in part) and any vested but unexercised Performance Rights are deemed to have been exercised and may impose any conditions on such vesting or exercising as it thinks fit.

In making its determination, the Board will have regard, without limitation, to the extent to which the Performance Criteria in respect of a Participant's Performance Rights have been satisfied as at the relevant date.

Adjustments upon alterations of capital

Subject to the Listing Rules, if the Company makes a new issue of securities or alterations to its capital by way of a rights issue, bonus issue or other distribution of capital, reduction of capital or reconstruction of capital, then the Board may



make adjustments to a Participant's Performance Rights (including, without limitation, to the number of Shares which may be acquired on vesting of the Performance Rights) and/or the Performance Criteria on any basis it sees fit in its absolute discretion to ensure that no advantage or disadvantage accrues to the Participant as a result of such corporate actions.

Subject to the above adjustments, during the currency of any Performance Rights and prior to vesting and the issue or transfer of Shares in respect of those Performance Rights, Participants are not entitled to participate in any new issue of securities of the Company as a result of their holding of Performance Rights.

Notwithstanding any other provision of the rules of the Plan dealing with adjustments, an adjustment must not be made under such adjustment rules unless it is consistent with the Listing Rules. The Company may amend the terms of any Performance Right, or the rights of any Participant under the Plan, to comply with the Listing Rules applying at the time to any reorganisations of capital of the Company.

Administration

The Board will manage and administer the Plan, unless it decides to delegate the management and administration of the Plan, and any of its powers or discretions under the Plan, to a committee.

Amendment of the Plan

The Board may by written instrument amend all or any of the provisions of the Plan, with retrospective effect, provided that the amendment does not materially reduce the rights of any Participant as they existed before the date of amendment. The Plan provisions do, however, provide that in limited circumstances (for example, for the purpose of complying with relevant legislation or the Listing Rules) amendments may be made even if they materially reduce the rights of a Participant.

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

Important Note: Due to the ongoing COVID-19 travel restrictions, Shareholders **may** not be able to attend in person at a physical location, but are strongly encouraged to attend online as outlined in the Notice, and by submitting their Proxy Form or CDP Voting Instruction Form to record their vote on the Resolutions.

2021 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Alkane Resources Ltd and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting **OR**



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting of the Company to be held as a virtual meeting **on 17 November 2021 at 10:30am (WST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 3, 4, 5, 6, 7 or 8 (except where I/we have indicated a different voting intention below) even though these resolutions connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Anthony Lethlean	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the Grant of Performance Rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the Grant of Performance Rights to the Technical Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the Grant of Restricted Performance Rights to the Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of the Grant of Restricted Performance Rights to the Technical Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Increase in Maximum Aggregate Remuneration for Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Potential Termination Benefits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholder should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

☐

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

ALKANE RESOURCES LTD - ANNUAL GENERAL MEETING

Due to the ongoing COVID-19 pandemic and uncertainty regarding the level of travel restrictions around the time of the meeting, the Company has determined that Shareholders will be able to attend and participate in the meeting through an online platform provided by Advanced Share Registry.

To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to allow Shareholders to listen to the Meeting and vote online.

Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolutions 1, 3, 4, 5, 6, 7 or 8 by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolutions 1, 3, 4, 5, 6, 7 or 8.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10:30am (WST) on 15 November 2021, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033



ONLINE MEETING GUIDE

By participating in the Meeting online, you will be able to view a live audio webcast of the Meeting, ask questions, and submit your vote in real time.

To access the Meeting, login to the Company's share registry website at www.advancedshare.com.au/virtual-meeting with your Meeting ID and Shareholder ID (found on your personalised proxy form, *available to shareholders only*).

- Open your internet browser on your smartphone, tablet or PC and go to <https://www.advancedshare.com.au/Dashboard/Virtual-Meeting-Centre-Login>
- Login with your Meeting ID and Shareholder ID and click "Login"

Once you access the website, the sign in page appears as follows:

Virtual Meeting Login

Accessible
Attend Meetings and lodge your polling instructions electronically from anywhere in the world.

Convenient
All polling and meeting functions are online.

Automated
Polling lodgements are received and processed immediately.

Meeting Id

Shareholder Id

☐ I agree to the [Terms and Conditions](#)

LOGIN

Shareholders who do not have a Meeting ID and Shareholder ID or have not received their personalised proxy form should contact Advanced Share Registry on the following numbers as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting:

- 1300 113 258 (within Australia); or
- +61 8 9389 8033 (overseas).

For visitors or public who do not hold any Alkane shares by the register cut off time, please view the meeting at:

<https://www.advancedshare.com.au/Dashboard/Meeting-Casting-Control?meetingid=ALK0010>



After the Meeting ID and the unique Shareholder ID are entered, you will enter the Virtual Meeting Portal. You can now directly lodge questions, join the meeting and enter poll instructions. Shareholders will also gain access to the Notice of Meeting.

The screenshot shows the 'Virtual Meeting Information' page for MRS JUDY FALLON & MR JOHN FALLON. The page has a header with the user's name and links for 'MESSAGES' and 'LOGOUT'. Below the header, there is a section titled 'Virtual Meeting Information' with a list of details:

Company	YYY PTY LTD
Meeting Type	DEMO - PANCONTINENTAL OIL & GAS NL
Meeting Venue	TO BE HELD VIRTUALLY
Meeting Date/Time	Wed, 18 Nov 2020 2:30 PM WST
Meeting Status	Pre Meeting
Questions & Answers	ASK NOW
Meeting Casting	JOIN NOW

Below the information section, there is a 'Documents' section with two buttons: [NOTICE OF MEETING](#) and [ANNUAL REPORT](#).

The Chair will open the poll shortly after the Meeting commences and you will be able to vote at any time during the Meeting and for 10 minutes afterwards. Once the Chair has declared the poll open for voting, click on "Polling TAB" to be taken to the voting screen.

The screenshot shows the 'Meeting Poll Instruction' screen. At the top, there is a navigation bar with four tabs: 'TERMS', 'ALLOCATION', 'LODGE' (highlighted in orange), and 'POLL INSTRUCTIONS REVIEW'. Below the navigation bar, the section is titled 'Resolution Selection'. It displays the following information:

Shareholder: JOHN SMITH
Proxyholder: Jones William
Your total holding is **10,000**.
You have selected to cast the total votes of your holding on each resolution. Please choose/review your poll intention below.

If you mark the Abstain box for an item, your votes will not be counted in computing the required majority.
If you are a member of the Company's key management personnel, certain voting exclusions apply to you in relation to remuneration related resolutions. Please refer to the Notice of Meeting for details.

Below this information, there is a 'Voting Selection' table:

Resolution	Direction
ADOPTION OF REMUNERATION REPORT	<input checked="" type="radio"/> For <input type="radio"/> Against <input type="radio"/> Abstain <input type="radio"/> No Change
RE-ELECTION OF MR JOHN SMITH AS A DIRECTOR	<input type="radio"/> For <input checked="" type="radio"/> Against <input type="radio"/> Abstain <input type="radio"/> No Change
APPOINTMENT OF AUDITOR	<input type="radio"/> For <input type="radio"/> Against <input checked="" type="radio"/> Abstain <input type="radio"/> No Change

At the bottom of the screen, there are three buttons: 'CANCEL', 'BACK', and 'CONTINUE' (highlighted in orange).


Select your voting direction and click "confirm" to submit your vote.




You can lodge a question verbally or in writing and it will be instantly visible to the Company.

×

Ask a Question

 VERBAL

 WRITE

It is recommended that you register to use the share registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the share registry by telephone on 1300 113 258 (within Australia) and +61 8 9389 8033 (overseas).



Frequently Asked Questions

1. What do I need to do before the day of the Meeting?

If you wish to participate in the Meeting, please read the Online Meeting Guide (**Guide**) in advance.

Prior to the Meeting, please check that you have a desktop or mobile/tablet device with internet access and your Shareholder ID and Meeting ID.

If you do not have a Meeting ID and Shareholder ID or have not received your personalised proxy form, please contact Advanced Share Registry by telephone as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting:

- 1300 113 258 (within Australia); or
- +61 8 9389 8033 (overseas).

2. How do I register for the Meeting?

You must log into the online portal at www.advancedshare.com.au/virtual-meeting with your Meeting ID and Shareholder ID (found on your personalised proxy form). For further details please refer to the Guide.

3. I can't log into the online portal. What do I do?

Please call the Company's share registry, Advance Share Registry, by telephone on the following numbers:

- 1300 113 258 (within Australia); or
- +61 8 9389 8033 (overseas)

For general enquiries and enquiries on the notice of meeting, please call the Company Secretary on +61 8 9389 2111.

4. What if I am disconnected from the online portal during the Meeting?

You can log back into the online portal using the steps outlined in the Guide.

Alternatively, please call the enquiry telephone numbers set out above.

5. I don't have a (reliable) internet connection – what are my options?

You will need to have a reliable internet connection to participate in the Meeting via the online portal.

If you do not have an internet connection, or are concerned about its reliability, we encourage you to submit your proxy form, as well as any questions you would like to ask, prior to the Meeting.

Further details on how you can do this, including relevant deadlines, are set out in the relevant questions below/above.

6. Can I participate in the Meeting by telephone?

No. The only way to participate is via the online portal.

7. Can I vote prior to the Meeting?

No.

If you are not available to attend the Meeting, we encourage you to submit your proxy form by 10:30am (AWST) on 15 November 2021. Refer to the proxy form for more information. As all resolutions in the Meeting will be conducted by poll, your vote submitted by proxy will be counted in the poll result.

8. Can I vote during the Meeting?

Yes, you can vote during the Meeting via the online portal.

Once you have logged into the online portal simply select your voting direction from the options shown on screen. The Chair will enable voting at the beginning of the meeting.

For detailed instructions, please refer to the Guide.



9. Can I appoint a proxy to vote at the Meeting for me?

You can appoint a proxy to vote on your behalf but must do so prior to the Meeting. You can appoint a proxy either online or in writing using the proxy form. Refer to the proxy form for more detailed instructions.

To be effective, proxy appointments must be received by **10:30am (AWST) on 15 November 2021**.

10. Can I ask questions prior to the Meeting?

Yes. You can ask questions prior to the Meeting by emailing the Company Secretary on dwilkins@alkane.com.au

11. Can I ask questions during the Meeting?

Yes, you can ask questions during the Meeting via the online portal.

Further details on asking questions via the online portal are set out in the Guide.

12. Can others see me if I participate in the Meeting via the online portal?

No.

13. What if I lose connection with the online portal and miss my opportunity to ask a question or vote?

You will need to be logged in to the online portal in order to ask questions and vote at the Meeting. If you lose connection with the online portal you may miss your opportunity to vote or ask a question.

14. When will voting be closed?

Online voting will remain open for 10 minutes after the close of the meeting.

15. Can I watch the general meeting if I'm not a shareholder?

For visitors or public who do not hold any Alkane shares by the register cut off time, please view the meeting at:

<https://www.advancedshare.com.au/Dashboard/Meeting-Casting-Control?meetingid=ALK0010>