



HAWK RESOURCES LIMITED
ACN 165 079 201

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Friday, 28 November 2025

Time of Meeting:
11.30AM (AEDT)

Location:
Suite 1, Level 6, 350 Collins Street Melbourne VIC 3000

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

HAWK RESOURCES LIMITED

ACN 165 079 201

Registered office: Suite 1, Level 6, 350 Collins Street, Melbourne Victoria 3000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders of Hawk Resources Limited (the “Company”) will be held at Suite 1, Level 6, 350 Collins Street, Melbourne Victoria 3000 on Friday, 28 November 2025 at 11.30am (AEDT) (“Annual General Meeting” or “Meeting”).

The Explanatory Statement and proxy form which accompany and form part of this Notice, include defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2025.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (included in the Directors’ Report) for the financial year ended 30 June 2025 be adopted.”

Resolution 2: Re-election of Mr Tom Eadie as a Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Tom Eadie, who retires by rotation pursuant to the Constitution of the Company, Listing Rule 14.5 and for all other purposes and, being eligible, offers himself for re-election, be re-elected as a Director of the Company on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 3: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed for in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanied and formed part of this Notice.”

Resolution 4: Renewal of Proportional Takeover Provisions in Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of section 648G(4) of the Corporations Act and for all other purposes, the members (shareholders) of the Company approve the renewal of the proportional takeover provisions in clause 37 of the Constitution for a period of three (3) years from the date of the Meeting.”

Resolution 5: Ratification of Prior Issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify the prior issue of 67,732,350 fully paid ordinary shares, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 6: Approval for Issue of Tranche 2 Placement Shares

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 182,267,650 Shares to unrelated professional and sophisticated investors, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 7: Approval for Issue of Placement Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of approximately 125,000,000 HWKO Listed Options to unrelated professional and sophisticated investors who participated in the Placement the subject of Resolutions 5 and 6, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 8: Approval of Issue of Placement Securities to Mr Scott Caithness, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 2,000,000 Placement Shares and 1,000,000 Attaching Options to Mr Scott Caithness, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 9: Approval of Issue of Placement Securities to Mr Tom Eadie, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 1,000,000 Placement Shares and 500,000 Attaching Options to Mr Tom Eadie, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 10: Approval of Issue of Placement Securities to Mr Peter Williams, Director of the Company

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue of 500,000 Placement Shares and 250,000 Attaching Options to Mr Peter Williams, Director of the Company (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 11: Approval for Issue of Joint Lead Manager Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 25,000,000 HWKO Listed Options to the Joint Lead Managers (or their nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Resolution 12: Approval for Issue of Advisor Options

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of up to 5,000,000 HWKO Listed Options to Cygnet Capital Pty Limited (or its nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

By order of the Board

A handwritten signature in black ink, appearing to read 'Nova Taylor', written over a horizontal line.

Nova Taylor
Company Secretary

Dated: 29 October 2025

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. **Proxies**

All voting will be conducted by poll.

The Directors instruct all Shareholders who would like to appoint a proxy to lodge a proxy form prior to Wednesday, 26 November 2025 at 11:30am (AEDT) (**Proxy Cut-Off Time**). Please refer to the accompanying proxy form for further details on how to appoint a proxy.

Shareholders are strongly urged to appoint the Chair as their proxy. Shareholders can complete the Proxy Form to provide specific instructions on how a Shareholder's vote is to be cast on each item of business, and the Chair must follow your instructions. Lodgement instructions (which include the ability to lodge proxies online) are set out in the Proxy Form attached to the Notice. If a person other than the Chair is appointed as proxy, the proxy will revert to the Chair in the absence of the appointed proxy holder's attendance at the Meeting.

4. **Asking questions**

A discussion will be held on all items of business to be considered at the Meeting. Shareholders will have a reasonable opportunity to ask questions during the Meeting, including an opportunity to ask questions of the Company's external auditor.

To ensure that as many Shareholders as possible have the opportunity to speak, we ask that all shareholders observe the following when asking questions:

- (a) all Shareholder questions should be stated clearly and should be relevant to the business of the Meeting, including matters arising from the Annual Report, Directors' Report (including the Remuneration Report) and Auditor's Report, and general questions about the performance, business or management of the Company;
- (b) if a Shareholder has more than one question on an item, all questions should be asked at the one time; and
- (c) Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

If you wish to register questions in advance of the Meeting, you are invited to do so by sending your questions at least two business days prior to the Meeting by email to nova@jmc corp.com.au. We will attempt to address the more frequently asked questions at the Meeting.

5. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

6. **How the Chairman will vote undirected proxies**

Subject to the restrictions set out below, the Chair of the Meeting intends to vote all undirected proxies on, and in favour of, all of the proposed Resolutions.

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on any of the Resolutions by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

7. **Voting Exclusion Statement:**

The Corporations Act and the Listing Rules require that certain persons must not vote, and that the Company must disregard any votes cast by or on behalf of certain persons, on the resolutions to be considered at the Meeting. These voting exclusions are described below.

Resolution 1

In accordance with sections 250BD and 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member of the Key Management Personnel.

A vote may be cast as proxy by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or

- (b) the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

Resolutions 2 and 4

There are no voting exclusions for Resolutions 2 and 4.

Resolutions 3 and 5 to 12

- (a) **Resolution 3:** If at the time of the Meeting, the Company is proposing to make an issue of Equity Securities under rule 7.1A.2, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of any persons who are expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder), or any associate of those persons.
- (b) **Resolution 5:** by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved, or any of their respective associates.
- (c) **Resolution 6:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (d) **Resolution 7:** by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (e) **Resolution 8:** by or on behalf of Mr Scott Caithness (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (f) **Resolution 9:** by or on behalf of Mr Tom Eadie (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (g) **Resolution 10:** by or on behalf of Mr Peter Williams (or his nominee(s)) and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (h) **Resolution 11:** by or on behalf of Cygnet and Canaccord and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.
- (i) **Resolution 12:** by or on behalf of Cygnet and any other person who will obtain a material benefit as a result of, the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity), or any of their respective associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

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

As at the date of dispatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this resolution is not required by Listing Rule 7.3A.7.

8. Enquiries

Shareholders are invited to contact the Company Secretary, Nova Taylor on (03) 8360 3321 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2025 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no requirement for the Company to incur the printing and distribution costs associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 8360 3321, and you may request that this occurs on a standing basis for future years.

Alternatively, you may access the Annual Report at the Company's website: www.hawkresources.com.au or via the Company's announcement platform on ASX. Except as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act 2001 requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2025 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that the in accordance with Division 9 of Part 2G.2 of the Corporations Act 2001, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a **Spill Resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five (25%) per cent of the total votes cast and accordingly, a Spill Resolution will not under any circumstances be required for the Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Board Recommendation

Given the material personal interests of all Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

Resolution 2: Re-election of Mr Tom Eadie as a Director of the Company

Background

The Company's Constitution provides that at the Company's annual general meeting in every year, one third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office.

ASX Listing Rule 14.5 also provides that an entity which has directors must hold an election of directors at each annual general meeting. Mr Tom Eadie, being eligible, offers himself for re-election.

Mr Eadie is a well-credentialed mineral industry leader and explorer with broad experience in both the big end and small end of town. He was the founding Chairman of Southern Cross Gold, Syrah Resources, Copper Strike, and Discovery Nickel as well as a founding Director of Royalco Resources and Hawk Resources and is currently a chairman of Southern Cross Gold Consolidated and Pursuit Minerals.

At Syrah, he was at the helm during acquisition, discovery and early feasibility work of the huge Balama graphite deposit in Mozambique which began production in 2017. Copper Strike, where he was also Managing Director for 10 years, made several significant copper/gold and lead/zinc/silver discoveries in North Queensland, while Discovery Nickel (later to be renamed Discovery Metals), found and developed the Boseto copper deposit in Botswana.

Prior to this, Mr Eadie was Executive General Manager of Exploration and Technology at Pasminco Limited, at the time the largest zinc producer in the world. This came after technical and later management responsibilities at Cominco and Aberfoyle in the 1980s.

Mr Eadie has a Bachelor of Science (Hons) in Geology and Geophysics from the University of British Columbia, a Master of Science in Physics (Geophysics) from the University of Toronto and a Graduate Diploma in Applied Finance and Investment from the Security Institute of Australia. He is a past board member of the Australian Institute of Mining & Metallurgy (AusIMM).

If Resolution 2 is passed, Tom Eadie will be re-elected to the Board as a Non-Executive Director.

In the event that Resolution 2 is not passed, Tom Eadie will not be re-elected to the Board as a Non-Executive Director. The Company may seek nominations or otherwise identify suitably qualified candidates to join the Company.

Board Recommendation

The Board (with Mr Eadie abstaining) recommends that shareholders vote in favour of the re-election of Mr Eadie. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Eadie's re-election.

Resolution 3: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. As at the date of this Notice, the Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of \$9,482,530 (based on the number of Shares on issue and the closing price of Shares on the ASX on 17 October 2025).

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The Company obtained shareholder approval for the 10% Placement Facility at its 2024 Annual General Meeting on 19 November 2024.

If shareholders approve Resolution 3 then the Company will be able to issue Equity Securities under the 10% Placement Facility for the 10% Placement Period (defined below). If shareholders do not approve Resolution 3 then the Company will not be able to issue Equity Securities under the 10% Placement Facility for which approval is sought at the Meeting.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to enhance the value of its assets and new investments. Should the Company utilise the 10% Placement Facility, it anticipates using the funds to either accelerate the work on its current projects, acquire new assets, or to meet additional working capital requirements.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has two classes of quoted securities on issue, being Fully Paid Ordinary Shares (HWK) and Listed Options with exercise price of \$0.05 Expiring 1 October 2026 (HWKO).

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue at the commencement of the “relevant period” (which, for the Company, is the 12-month period immediately preceding the date of the issue or agreement):

(A) plus the number of fully paid shares issued in the relevant period under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;

(B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:

- (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
- (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:

- (i) the agreement was entered into before the commencement of the relevant period; or
- (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;

(D) plus the number of any other fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.4;

(E) plus the number of partly paid shares that became fully paid in the relevant period;

(F) less the number of fully paid shares cancelled in the relevant period.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2

(e) Nature and Consideration for issue and Minimum Issue Price

The Equity Securities issued under Listing Rule 7.1A must be issued for a cash consideration per security which must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or

- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
- (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(10% Placement Period).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A commences on the date of the Annual General Meeting at which the approval is obtained, being 28 November 2025, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 28 November 2026 if shareholders approve resolution 3;
 - (ii) the time and date of the Company's next annual general meeting after the Annual General meeting at which the approval is obtained;
 - (iii) the time and date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
- (b) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
 - (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (c) The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 (for cash consideration only) may be used by the Company include:
 - (i) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s) (provided the Equity Securities are issued for cash); and
 - (ii) continued expenditure on the Company's current business and/or general working capital.
- (d) If this resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may also be exposed to economic risk and voting dilution, including the following:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date.

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at close of trade on 17 October 2025 (**Current Share Price**) and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$0.0175 50% decrease in Current Share Price	\$0.035 Current Share Price	\$0.07 100% increase in Current Share Price
Current Variable A 270,929,449 Shares	10% Voting Dilution	27,092,945 Shares		
	Funds raised	\$474,127	\$948,253	\$1,896,506
50% increase in current Variable A 406,394,174 Shares	10% Voting Dilution	40,639,417 Shares		
	Funds raised	\$711,190	\$1,422,380	\$2,844,759
100% increase in current Variable A 541,858,898 Shares	10% Voting Dilution	54,185,890 Shares		
	Funds raised	\$948,253	\$1,896,506	\$3,793,012

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options are exercised into Shares before the date of the issue of the Equity Securities.
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - The Current Share Price is \$0.035 (3.5 cents), being the closing price of the Shares on ASX on 17 October 2025.
- (e) The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) upon issue of any Equity Securities.

The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new businesses, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new businesses, assets or investments (provided that the Equity Securities are issued for cash consideration).

Equity Issues over the Last 12 Months – Listing Rule 7.3A.6

Due to the forward looking nature of the approval, the allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2024 AGM.

During the 12-month period preceding the proposed date of the Meeting, being on and from 28 November 2024, the Company issued a total of 46,000,000 Equity Securities (ordinary shares) under the Company's 10% Placement Facility under ASX Listing Rule 7.1A. The 46,000,000 Equity Securities issued under the 10% Placement Facility approved by shareholders at the 2024 Annual General Meeting issued during the 12 month period preceding the Meeting represent 16.43% of the total number of equity securities on issue in the Company (being 279,927,506 equity securities, comprising 190,929,449 ordinary shares, and 88,998,057 options) at the commencement of the 12 month period preceding the Meeting (being 28 November 2024).

Details as required by ASX Listing Rule 7.3A.6 for the issue are set out below:

1. **Date of issue** – 12 December 2024.
Number of securities issued – 19,000,000 fully paid ordinary shares.
Recipients – Professional and sophisticated investors.
Price - \$0.025 (2.5 cents).
Discount – The shares were issued at the closing price on the date of issue of \$0.025.
Total consideration – \$475,000 (before costs).
Use of consideration - funds raised from the placement have been and will be primarily applied towards advancing the Company's existing portfolio of projects and identifying and assessing new business opportunities.
2. **Date of issue** – 23 October 2025.
Number of securities issued – 27,092,940 fully paid ordinary shares.
Recipients – Professional and sophisticated investors.
Price - \$0.02 (2 cents).
Discount – The shares were issued at a 17.6% premium to the last closing price on before the date of the agreement to issue of \$0.017.
Total consideration – \$541,858.80 (before costs).
Use of consideration - funds raised from the placement have been and will be primarily applied towards the following:
 - Drilling programme at the Cactus copper-gold Project in Utah;
 - Completion of the acquisition of the Olympus scandium Project in Western Australia;
 - Exploration activities at Olympus; and
 - General working capital.

At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of any Equity Securities. Accordingly, no existing shareholder's votes will be excluded and there is no voting exclusion for Resolution 3 in the Notice.

Board Recommendation

The Board believes that Resolution 3 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 4: Renewal of proportional takeover provisions in the Constitution

Background

Clause 37 of the Constitution contains provisions dealing with member approval requirements if there was to be any proportional takeover bids for the Company's securities (**Proportional Bid Provisions**).

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

The Corporations Act allows a company to provide in its constitution that if a proportional takeover bid is made, shareholders must vote on whether to accept or reject the proportional takeover bid and that decision will be binding on all shareholders. This provision allows shareholders to decide collectively whether a proportional takeover bid is acceptable in principle.

Pursuant to the Proportional Bid Provisions, as well as section 648G(1) of the Corporations Act, the Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by a special resolution of the members. The Board believes it is appropriate that the Proportional Bid Provisions of the Constitution be renewed.

An electronic copy of the Constitution can be sent via email to any shareholder upon request made to Nova Taylor, the Company Secretary, by email to nova@jmc corp.com.au.

The Resolution to renew the Proportional Bid Provisions is proposed as a special resolution. Accordingly, to be passed, at least 75% of the votes validly cast on the Resolution by Shareholders eligible to vote of the Resolution by number of shares must be in favour of the Resolution.

If Resolution 4 is passed, Shareholders holding at least 10% of the Company's issued ordinary shares may, within 21 days after the Meeting, apply to a court to have the purported renewal of the Proportional Bid Provisions set aside. The court may make an order setting aside the purported renewal of the Proportional Bid Provisions if it is satisfied that it is appropriate in the circumstances to do so.

In seeking the members' approval for the renewal of the Proportional Bid Provisions, the Corporations Act requires the below information to be provided to members.

Effect of the Proportional Bid Provisions proposed to be renewed

The Proportional Bid Provisions provide that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Offeror**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

The Proportional Bid Provisions also provide that if an Approving Resolution is not voted upon at the end of the day before the relevant day in relation to the off-market bid under which offers have been made, the Approving Resolution is deemed approved and, if the Approving Resolution is rejected, all unaccepted offers under the proportional takeover bid are deemed withdrawn and the Offeror must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid.

If Shareholders pass this Resolution 4, then the Proportional Bid Provisions as described above will continue to have effect for a period of three years from the date of the Meeting. If the Resolution is approved or deemed to have been approved, a transfer of Shares under the proportional takeover bid may be registered provided it complies with the other provisions of the Corporations Act and the Constitution. If the Resolution is rejected, the registration of any transfer of Shares resulting from the proportional takeover bid is prohibited and the proportional takeover bid is deemed by the Corporations Act to have been withdrawn.

Reasons for the Resolution

Section 648G(1) of the Corporations Act provides that Proportional Bid Provisions such as provided in Clause 37 of the Constitution cease to apply at the end of 3 years from their adoption (or their last renewal).

The Proportional Bid Provisions were last renewed more than 3 years ago and are therefore required to be renewed.

Section 648G(4) enables the members to approve a renewal of Proportional Bid Provisions.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of **all** of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, the Proportional Bid Provisions need to be renewed.

If the Proportional Bid Provisions are renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at the date of the Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company.

Advantages and disadvantages of the Proportional Bid Provisions for Directors and members since last renewed

As there have been no takeover bids made for any of the Shares in the Company since the initial adoption of the Proportional Bid Provisions, there has been no application of the Proportional Bid Provisions with respect to the Company as at the date of the Notice. It may be considered that the potential advantages and disadvantages described below have applied for the period since adoption of Clause 37 as part of the Constitution.

Potential advantages and disadvantages of the proposed Resolution for Directors and members

The potential advantages and disadvantages of renewing the Proportional Bid Provisions to Directors include:

- (a) If the Directors consider a partial bid should be opposed they will be assisted in preventing the Offeror from securing control of the Company as the Offeror requires a majority of votes to be cast in its favour by the independent shareholders before the bid can succeed.
- (b) With the Proportional Bid Provisions in place, the Directors must call a meeting to seek the members' view if any partial takeover offer is made, even if the Directors believe the offer should be accepted.
- (c) Under the Proportional Bid Provisions, the most effective view on a partial bid is the view expressed by the vote of the shareholders themselves, at the meeting.
- (d) The Proportional Bid Provisions may make it easier for Directors to discharge their fiduciary and statutory duties as Directors in the event of a partial takeover bid.
- (e) The Directors remain free to make a recommendation on whether a proportional takeover bid should be accepted.

The potential advantages of the renewal of the Proportional Bid Provisions for members include:

- (a) All members have an opportunity to study a proportional takeover bid, if made, and to attend or be represented by proxy at a meeting called specifically to vote on the proposal. A majority of shares voted at the meeting, excluding the shares of the Offeror and its associates, will be required for the applicable Resolution to be passed, following which members will be able to decide whether to accept the bid that may result in a change of the control of the Company.
- (b) Members are able to prevent a proportional takeover bid proceeding if they believe that control of the Company should not be permitted to pass under the bid and, accordingly, the terms of any future proportional takeover bid is likely to be structured in a manner that is attractive to a majority of members.
- (c) The Proportional Bid Provisions enable shareholders to act together to avoid the coercion of members that might otherwise arise where they believe a partial offer is inadequate, but nevertheless accept due to concerns that a significant number of shareholders may accept.
- (d) Members are protected against being coerced into accepting a partial bid at a high premium where the Offeror indicates its intention to mount a subsequent bid for the remaining shares at a much reduced price, putting members under pressure to accept the initial bid to maximise returns.
- (e) If a partial bid is made, the Proportional Bid Provisions may make it more probable that an Offeror will set its offer price at a level that is attractive to members.
- (f) members, as a group, may more effectively advise, contribute to or guide the Directors' response to a partial bid.
- (g) The Proportional Bid Provisions may increase the likelihood that any takeover offer will be a full bid for the whole shareholding of each member, so that member will have the opportunity to dispose of all of their shares rather than only a portion.

The potential disadvantages to members of renewing the Proportional Bid Provisions include:

- (a) By placing obstacles in the way of partial offers, the proposal may tend to discourage partial offers, thus reducing the opportunity for members to sell a portion of their holdings.
- (b) The continued existence of the Proportional Bid Provisions might adversely affect the market value of the Company's shares by making a partial offer less likely, thus reducing any takeover speculation element in the share price.
- (c) An individual member that wishes to accept the partial offer will be unable to sell to the offeror unless a majority of members vote in favour of the partial takeover bid.
- (d) If a partial takeover bid is made, the Company will incur the costs of calling a shareholders meeting.

Board Recommendation

Balancing the above advantages and disadvantages, the Directors are of the view that the advantages of renewing the Proportional Bid Provisions outweigh any disadvantages and unanimously recommend the renewal of the Proportional Bid Provisions.

Resolution 5: Ratification of Prior Issue of Tranche 1 Placement Shares

On 17 October 2025, the Company announced that it had received commitments from sophisticated investors for a placement of 250,000,000 fully paid ordinary shares (**Placement Shares**) at an issue price of \$0.02 (2 cents) per Placement Share to raise \$5,000,000 before costs (**Placement**). The first tranche of the Placement Shares being 67,732,350 Placement Shares were issued on or around 23 October 2025 utilising the Company's placement capacity in accordance with ASX Listing Rule 7.1 (40,639,410 Shares) and 7.1A (27,092,940) (**Tranche 1 Placement Shares**).

Tranche 2 comprising 182,267,650 Shares (**Tranche 2 Placement Shares**) that are to be issued subject to shareholder approval. Shareholder approval for the issue of the Tranche 2 Placement Shares is being sought under Resolution 6 of this Notice.

Subject to receipt of shareholder approval, participants in the Placement are to receive one (1) attaching HWKO Listed Option for every two (2) Placement Shares subscribed for and issued under the Placement, with each attaching Option exercisable at an exercise price of \$0.05 each and with an expiry date 1 October 2026 (**Attaching Options**). Shareholder approval for the issue of the Attaching Options is being sought under Resolution 7 of this Notice.

The Directors of the Company agreed to participate in the Placement and subscribe combined total of \$70,000 being 3,500,000 Placement Shares and 1,750,000 Attaching Options being:

- (a) 2,000,000 Placement Shares and 1,000,000 Attaching Options to Mr Scott Caithness, a Director of the Company (and/or his nominee(s)) raising \$40,000 (Resolution 8);
- (b) 1,000,000 Placement Shares and 500,000 Attaching Options to Mr Tom Eadie, a Director of the Company (and/or his nominee(s)) raising \$20,000 (Resolution 9); and
- (c) 500,000 Placement Shares and 250,000 Attaching Options to Mr Peter Williams, a Director of the Company (and/or his nominee(s)) raising \$10,000 (Resolution 10).

Cygnnet Capital Pty Limited (**Cygnnet**) and Canaccord Genuity (Australia) Limited (**Canaccord**) were engaged as joint lead managers of the Placement (together the **Joint Lead Managers**) and the Company has agreed to pay the Joint Lead Managers a capital raising fee of 6% of the amount raised under the Placement as well as up to 25,000,000 HWKO Listed Options (**Lead Manager Options**). Resolution 9 seeks shareholder approval to issue the Joint Lead Manager options to Cygnnet and Canaccord (and/or their nominee(s)).

ASX Listing Rules

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1, issue or agree to issue during any twelve (12) month period any Equity Securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

At the 2024 AGM, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25% (**Placement Capacity**).

The issue of the Tranche 1 Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the Placement Capacity under Listing Rules 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rules 7.1 and 7.1A for the 12 month period following the issue date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rules 7.1 and 7.1A (provided the previous issue did not breach Listing Rules 7.1 and 7.1A) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rules 7.1 and 7.1A.

The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rules 7.1 and 7.1A.

If Shareholders approve Resolution 5, the Tranche 1 Placement Shares the subject of Resolution 1 will no longer use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A. If Shareholders do not approve Resolution 5, the Tranche 1 Placement Shares the subject of Resolution 5 will continue to use the Placement Capacity available to the Company under Listing Rules 7.1 and 7.1A, decreasing the Company's Placement Capacity and ability to issue additional Equity Securities in the future.

The following information is provided for Resolution 5 in accordance with ASX Listing Rule 7.5:

- The Company issued the Tranche 1 Placement Shares to unrelated sophisticated investors identified by the Joint Lead Managers or the Company.
- There were no related parties, key management personnel, substantial holders, advisor or associates of these persons who was issued more than 1% of the issued capital of the Company through this issue.
- The number of securities issued by the Company was 67,732,350 fully paid ordinary shares.
- The Tranche 1 Placement Shares were issued prior on or around 23 October 2025.
- The Tranche 1 Placement Shares were issued for \$0.02 per Tranche 1 Placement Share.
- Funds raised from the issue of Tranche 1 Placement Shares the subject of Resolution 5 have been and will primarily be applied towards the following:
 - Drilling programme at the Cactus copper-gold Project in Utah;
 - Completion of the acquisition of the Olympus scandium Project in Western Australia;
 - Exploration activities at Olympus; and
 - General working capital.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 5.

Resolution 6: Approval for Issue of Tranche 2 Placement Shares

On 17 October 2025, the Company announced a Placement the full details of which are outlined in Resolution 5 of this Notice.

Resolution 6 seeks the required Shareholder approval for the proposed issue of 182,267,650 Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by the Joint Lead Managers or the Company.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The effect of Resolution 6 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting without using the Company's 15% Placement Capacity.

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

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Tranche 2 Placement Shares. In addition, the issue of the Tranche 7 Placement Shares will be excluded in calculating the Company's 15% Placement

Capacity (and, if the relevant Shareholder approval is held at the time, 10% Placement Capacity), effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Placement Shares and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Placement Shares:

- The Company intends to issue the Tranche 2 Placement Shares to unrelated professional and sophisticated investors identified by the Joint lead Managers or the Company.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 6.
- The number of securities to be issued is 182,267,650 fully paid ordinary shares (Tranche 2 Placement Shares).
- The Tranche 2 Placement Shares will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The issue price of the Tranche 2 Placement Shares will be \$0.02 per Tranche 2 Placement Share.
- Funds raised from the issue of Tranche 2 Placement Shares the subject of Resolution 6 will primarily be applied towards the following:
 - Drilling programme at the Cactus copper-gold Project in Utah;
 - Completion of the acquisition of the Olympus scandium Project in Western Australia;
 - Exploration activities at Olympus; and
 - General working capital
- A voting exclusion statement as set out in the Notice applies to Resolution 6.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 6.

Resolution 7: Approval for Issue of Placement Options

On 17 October 2025, the Company announced a Placement the full details of which are outlined in Resolution 5 of this Notice.

Subject to the passing of Resolutions 5 and/or 6, Resolution 7 seeks the required Shareholder approval for the proposed issue of approximately 125,000,000 Attaching Options to unrelated professional and sophisticated investors identified by the Joint Lead Managers or the Company who participated in the Placement the subject of Resolutions 5 and 6.

Listing Rule 7.1

As mentioned above, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The effect of Resolution 7 will be to allow the Company to issue the Attaching Options during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% Placement Capacity.

The proposed issue of the Attaching Options does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds the Company's 15% Placement Capacity. It therefore requires the approval of Shareholders under Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to proceed with the issue of the Attaching Options. In addition, the issue of the Attaching Options will be excluded in calculating the Company's 15% Placement Capacity (and, if the relevant Shareholder approval is held at the time, the Company's 10% Placement Capacity), effectively increasing, subject to exercise of the Attaching Options into Shares, the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 7 is not passed, the Company will not be able to proceed with the issue of the Attaching Options and the Company may need to seek an alternative means of raising capital.

For the purposes of Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Attaching Options:

- The Company intends to issue the Attaching Options to unrelated professional and sophisticated investors identified by the Joint Lead Managers or the Company who participate in the Placement the subject of Resolutions 5 and 6.
- There are no related parties, key management personnel, substantial holders, advisor or an associate of these persons proposed to be issued more than 1% of the issued capital of the Company through the issue under this Resolution 7.
- The number of securities to be issued is approximately 125,000,000 Attaching Options.
- The Attaching Options will have an exercise price of \$0.05 (0.5 cents) and expire on the date of 1 October 2026. Upon exercise, entitle the holder to one fully paid ordinary share in the Company. The Attaching Options otherwise have terms as set out in Annexure A.
- The Attaching Options will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 3 months after the date of the Meeting.
- The Attaching Options will be issued for nil consideration as free-attaching to Placement Shares on the basis of one Attaching Option for every two Placement Shares.
- While no funds will be raised from the issue of the Attaching Options, any funds raised from the exercise of the Attaching Options the subject of this Resolution 7 (if any) will be used for working capital requirements.
- A voting exclusion statement as set out in the Notice applies to Resolution 7.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 7.

Resolutions 8 to 10: Approval of Issue of Placement Securities to Directors of the Company

On 17 October 2025, the Company announced a Placement the full details of which are outlined in Resolution 7 of this Notice.

Resolutions 8 to 10 seek the required Shareholder approval for the proposed issue and allotment of the following securities to Director of the Company pursuant to their participation in the Placement on the same terms as unrelated investors:

- (d) 2,000,000 Placement Shares and 1,000,000 Attaching Options to Mr Scott Caithness, a Director of the Company (and/or his nominee(s)) raising \$40,000 (Resolution 8);
- (e) 1,000,000 Placement Shares and 500,000 Attaching Options to Mr Tom Eadie, a Director of the Company (and/or his nominee(s)) raising \$20,000 (Resolution 9); and
- (f) 500,000 Placement Shares and 250,000 Attaching Options to Mr Peter Williams, a Director of the Company (and/or his nominee(s)) raising \$10,000 (Resolution 10).

(together the **Director Placement Securities**)

Listing Rule 10.11

ASX Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company, as a listed company, must not issue equity securities to persons in a position of influence without Shareholder approval.

A person in a position of influence for the purposes of Listing Rule 10.11 includes:

- (a) a related party;
- (b) a person who is, or was at any time in the 6 months before the issue of agreement, a substantial (30%+) holder in the Company;
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- (d) an associate of a person referred to in (a) to (c) above; and
- (e) a person whose relationship with the Company or a person referred to in (a) to (d) above is such that, in the ASX's opinion, the issue or agreement should be approved by Shareholders.

The issue of the Director Placement Securities falls within ASX Listing Rule 10.11.1 (as the proposed recipients of the Director Placement Securities are Mr Scott Caithness, Mr Tom Eadie and Mr Peter Williams (who are Directors of the Company)), and does not fall within any of the exceptions in ASX Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under ASX Listing Rule 10.11.

To this end, this Resolution 8, Resolution 9 and Resolution 10 seek the required Shareholder approval to issue the Director Placement Securities to each of Mr Scott Caithness, Mr Tom Eadie and Mr Peter Williams under and for the purposes of Listing Rule 10.11.

If approval is obtained under Listing Rule 10.11, in accordance with Listing Rule 7.2 (exception 14), separate approval is not required under Listing Rule 7.1.

If Resolution 8, Resolution 9 and Resolution 10 are passed, the Company will be able to proceed with the issue of the relevant Director Placement Securities to each of the Directors. In addition, the issue of the Director Placement Securities will be excluded from the calculation of the Company's placement capacity in accordance with the ASX Listing Rules.

If Resolution 8, Resolution 9 and Resolution 10 are not passed, the Company will not be able to proceed with the issue of the Director Placement Securities to each of the Directors, and the Company will not raise the subscription amounts.

Information required by ASX Listing Rule 10.13

The following information in relation to the issue of the Director Placement Securities to each of Mr Scott Caithness, Mr Tom Eadie and Mr Peter Williams is provided to Shareholders for the purposes of ASX Listing Rule 10.13:

- The Company intends to issue the Director Placement Securities to each of Mr Scott Caithness, Mr Tom Eadie and Mr Peter Williams (and/or their nominee(s)).
- If each of the Directors elects to have the Director Placement Shares and Director Placement Options issued to him personally, ASX Listing Rule 10.11.1 applies. If the Director elects to have the Director Placement Shares and Director Placement Options granted to his nominee, ASX Listing Rule 10.11.4 applies.
- The maximum number of Director Placement Securities to be issued:
 - (a) 2,000,000 Placement Shares and 1,000,000 Attaching Options to Mr Scott Caithness (and/or his nominee(s)) raising \$40,000 (Resolution 8);
 - (b) 1,000,000 Placement Shares and 500,000 Attaching Options to Mr Tom Eadie (and/or his nominee(s)) raising \$20,000 (Resolution 9); and
 - (c) 500,000 Placement Shares and 250,000 Attaching Options to Mr Peter Williams, a Director of the Company (and/or his nominee(s)) raising \$10,000 (Resolution 10).
- The Shares comprising the Director Placement Securities will be fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company. The Attaching Options will have an exercise price of \$0.05 (5 cents) and expire on 1 October 2026. Upon exercise, entitle the holder to one fully paid ordinary share in the Company. The Options otherwise have terms as set out in Annexure A.
- The Director Placement Securities will be allotted and issued as soon as practicable after the Meeting, subject to Shareholder approval, and in any event no later than 1 month after the date of the Meeting.
- The Placement Shares will be issued at \$0.02 (2 cents) per Placement Share. The Attaching Options will be issued for nil consideration as free-attaching to Placement Shares on the basis of one Attaching Option for every two Placement Shares issued.
- Funds raised from the issue of Placement Shares the subject of Resolutions 8 to 10 will primarily be applied towards the following:
 - Drilling programme at the Cactus copper-gold Project in Utah;
 - Completion of the acquisition of the Olympus scandium Project in Western Australia;
 - Exploration activities at Olympus; and
 - General working capital.
- The issue of the Director Placement Securities are not intended to remunerate or incentivise the Directors but are being issued in consideration for the payment of the relevant subscription price under the Placement.
- A voting exclusion statement as set out in the Notice applies to Resolution 8.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or

- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Director Placement Securities (which are types of equity security, for the purposes of the Chapter 2E of the Corporations Act) constitutes the giving of a financial benefit.

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

The non-conflicted Directors of the Company (being Mr Tom Eadie and Mr Peter Williams in respect of Resolution 8, Mr Scott Caithness and Mr Peter Williams in respect of Resolution 9 and Mr Scott Caithness and Mr Tom Eadie in respect of Resolution 10) carefully considered the issue of the Director Placement Securities to the Directors and formed the view that the giving of this financial benefit is on arm’s length terms, as the securities are proposed to be issue on the same terms as offered to non-related parties of the Company pursuant to the Placement.

Accordingly, the non-conflicted Directors of the Company believe that the issue of the Director Placement Securities to the Directors fall within the “arm’s length terms” exception as set out in section 210 of the Corporations Act and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of the Director Placement Securities requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Board recommendation

The Directors (with Mr Scott Caithness abstaining) recommend that shareholders vote in favour of Resolution 8.
The Directors (with Mr Tom Eadie abstaining) recommend that shareholders vote in favour of Resolution 9.
The Directors (with Mr Peter Williams abstaining) recommend that shareholders vote in favour of Resolution 10.

Resolution 11: Approval for Issue of Joint Lead Manager Options

Resolution 11 seeks shareholder approval for the issue of up to 25,000,000 HWKO options to the Joint Lead Managers (or its nominee(s)) as part fees for lead manager services provided by the Joint Lead Managers in connection with the Placement.

Summary of engagement letter with the Joint Lead Managers

The key terms of the engagement with the Joint Lead Managers are set out below:

- (a) Services
The Joint Lead Managers were engaged to act as lead managers on the Placement.
- (b) Fees
- (i) Capital raising fee: 6% of all funds raised (comprising a 4% Capital Raising fee and a 2% management fee) (plus GST);
 - (ii) Capital Raising Options: on the basis of three (3) Options for every A\$1.00 of funds introduced under the Placement; The Capital Raising Options will have the same terms as the Placement Options, with an exercise price of \$0.05 and expiry date of 1 October 2026.
 - (iii) Upon successful completion of the Placement, the JLMs will be offered 10,000,000 management Options. The management Options will have an issue price of \$0.0001 per option and otherwise the same terms as the Placement Options, with an exercise price of \$0.05 and expiry date of 1 October 2026.

ASX Listing Rules – Resolution 11

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If shareholders approve Resolution 11, the Company will be able to issue up to 25,000,000 Joint Lead Manager Options. If shareholders do not approve Resolution 11, the Company will not be able to issue the 25,000,000 Joint Lead Manager Options and the Company may need to negotiate an alternate means of payment for the services which may utilise the Company's cash reserves.

The following information is provided for Resolution 11 in accordance with ASX Listing Rule 7.3:

- The Company will issue the Options the subject of Resolution 11 to Cygnet and Canaccord (or their nominee(s)), who are not related parties of the Company.
- The maximum number of securities to be issued is 25,000,000 Options.
- The Options will have an exercise price of \$0.05 (5 cents) and expire on 1 October 2026. Upon exercise, each option will entitle the holder to one fully paid ordinary share in the Company. The Options otherwise have terms as set out in Annexure A.
- The Options the subject of Resolution 11 are to be issued shortly after the Meeting and, in any event, no more than three months after the date of the Meeting.
- The Options the subject of Resolution 11 are to be issued for \$0.0001 per option in consideration as part fees for lead manager services provided by the Joint Lead Managers in connection with the Placement.
- The Options the subject of Resolution 11 are to be issued pursuant to a Capital Raising Mandate entered into between Hawk and the joint Lead Managers on 13 October 2025 (the **Mandate**), the key terms of which are detailed above.
The Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).
- The Options are being issued as part fees for lead manager services provided by the Joint Lead Managers in connection with the Placement. Funds raised from the issue of shares on exercise of Options (if any) will be applied to meeting working capital requirements of the Company at the time of exercise.
- A voting exclusion statement as set out in the Notice applies to Resolution 11.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 11.

Resolution 12: Approval for Issue of Advisor Options

The Company entered into a corporate advisory mandate with Cygnet on 13 October 2025.

Resolution 12 seeks shareholder approval for the issue of up to 25,000,000 HWKO options to the Joint Lead Managers (or its nominee(s)) as part fees for lead manager services provided by the Joint Lead Managers in connection with the Placement.

Summary of engagement letter with the Joint Lead Managers

The key terms of the engagement with the Joint Lead Managers are set out below:

- (a) **Services**
Cygnet were engaged to provide corporate advisory services to the Company.
- (b) **Fees**
 - (i) \$10,000 (plus GST) per month; and
 - (ii) 5,000,000 Options (**Advisor Options**). The Advisor Options will have an issue price of \$0.00001 per option and otherwise the same terms as the Placement Options, with an exercise price of \$0.05 and expiry date of 1 October 2026.
- (c) **Term**
Cygnet will provide the Corporate Advisory Services for a period of twelve (12) months. After the initial term ends, corporate advisory services will continue on a month-to-month basis unless either party provides at least thirty (30) days' prior written notice. In such case, the agreement will terminate on the last calendar day following the 30-day notice period. Alternatively, the parties may elect to enter into a new corporate advisory mandate, which shall be governed by a separate agreement and defined term.

ASX Listing Rules – Resolution 12

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary

securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting.

If shareholders approve Resolution 12, the Company will be able to issue up to 5,000,000 Advisor Options. If shareholders do not approve Resolution 12, the Company will not be able to issue the Advisor Options and the Company may need to negotiate an alternate means of payment for the services which may utilise the Company's cash reserves.

The following information is provided for Resolution 12 in accordance with ASX Listing Rule 7.3:

- The Company will issue the Options the subject of Resolution 12 to Cygnet (or their nominee(s)), who are not related parties of the Company.
- The maximum number of securities to be issued is 5,000,000 Options.
- The Options will have an exercise price of \$0.05 (5 cents) and expire on 1 October 2026. Upon exercise, each option will entitle the holder to one fully paid ordinary share in the Company. The Options otherwise have terms as set out in Annexure A.
- The Options the subject of Resolution 12 are to be issued shortly after the Meeting and, in any event, no more than three months after the date of the Meeting.
- The Options the subject of Resolution 12 are to be issued for \$0.00001 per Option in consideration as part fees for corporate advisory services provided by the Joint Lead Managers in connection with the Placement.
- The Options the subject of Resolution 12 are to be issued pursuant to a corporate advisory mandate entered into between Hawk and Cygnet on 13 October 2025, the key terms of which are detailed above. The corporate advisory mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).
- The Options are being issued as part fees for corporate advisory manager services provided by Cygnet. Funds raised from the issue of shares on exercise of Options (if any) will be applied to meeting working capital requirements of the Company at the time of exercise.
- A voting exclusion statement as set out in the Notice applies to Resolution 12.

Director recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 12.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 3;

“**10% Placement Period**” has the meaning as defined in the Explanatory Statement for Resolution 3;

“**Attaching Options**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2025;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time.

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Canaccord**” means Canaccord Genuity (Australia) Limited ACN 075 071 466;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice and **Chair** shall have a corresponding meaning;

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” means:

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

“**Company**” means Hawk Resources Limited ABN 55 165 079 201;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Convertible Security**” means a security of the Company which is convertible into shares;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Cygnnet**” means Cygnnet Capital Pty Limited ACN 103 488 606;

“**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 and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Joint Lead Managers**” has the meaning as defined in the Explanatory Statement for Resolution 5;

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

“**Lead Manager Options**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this Notice of Meeting including the Explanatory Statement;

“**Placement**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**Placement Shares**” has the meaning as defined in the Explanatory Statement for Resolution 5;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Hawk Resources Limited for the financial year ended 30 June 2025 and which is set out in the 2025 Annual Report.

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

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

“Shareholder” means shareholder of the Company;

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

“Tranche 1 Placement Shares” has the meaning as defined in the Explanatory Statement for Resolution 5;

“Tranche 2 Placement Shares” has the meaning as defined in the Explanatory Statement for Resolution 5; and

“VWAP” means volume weighted average price.

ANNEXURE A – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one new Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on 1 October 2026 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to shareholders of the Company during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian

Proxy Voting Form

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

Your proxy voting instruction must be received by **11:30am (AEDT) on Wednesday, 26 November 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 - APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

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

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



BY MAIL:

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IN PERSON:

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