

ASX RELEASE

Notice of Annual General Meeting and Explanatory Statement to Shareholders

Date of Meeting 1:00 PM (Australian Western Standard Time or Perth time)
on Friday, 29 November 2024

Place of Meeting Fortuna Advisory Group
Suite 1.02, 110 Erindale Road
Balcatta, Western Australia
AUSTRALIA

PURPOSE OF THIS DOCUMENT

This Notice of Annual General Meeting and Explanatory Statement has been prepared for the purpose of providing Shareholders with all information known to the Company that is material to Shareholders' decision on how to vote on the proposed Resolutions at the Annual General Meeting (**AGM**). Shareholders should read this Notice of Annual General Meeting and Explanatory Statement in full to make an informed decision as to how to vote on the Resolutions to be considered at this Annual General Meeting.

The Chair of the Annual General Meeting will vote open proxies received in favour of all Resolutions to be considered at the Annual General Meeting, except where not permitted to do so by a voting exclusion.

This Notice of Annual General Meeting and Explanatory Statement is dated 29 October 2024.

ASX

A copy of this Notice of Meeting and Explanatory Statement has been lodged with ASX. Neither ASX nor any of its officers take any responsibility for the contents of this document. There was no requirement to lodge a copy of this Notice of Meeting or Explanatory Statement at ASIC.

ENQUIRIES

If you have any questions regarding the matters in this Notice of Annual General Meeting and Explanatory Statement, please contact the Company or your professional advisors.

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ASX Code | AUQ



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Notice of Annual General Meeting

The Annual General Meeting of Shareholders of Alara Resources Limited ABN 27 122 892 719 (**Alara** or the **Company**) will be held at the office of **Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia, AUSTRALIA** at **1:00 pm (Australian Western Standard Time or Perth time)** on **Friday, 29 November 2024**.

Agenda

1. 2024 Annual Report

To consider and receive the 2024 Directors' Report, Financial Statements and Audit Report of the Company.

The 2024 Full Year Financial Report and Directors' Report (**2024 Full Year Report**) will be sent (contained in the Company's 2024 Annual Report) to Shareholders who elected to receive a printed version. Otherwise, electronic versions of the 2024 Annual Report may be viewed and downloaded from the Company's website: www.alararesources.com.

2. Resolution 1 – Adopt 2024 Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an advisory, non-binding resolution:

“That the Remuneration Report included in the Directors' Report for the financial year ended 30 June 2024 be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

A **Voting Exclusion** applies to this Resolution, on the terms specified in the Explanatory Statement.

3. Resolution 2 – Re-Elect Sanjeev Kumar as a Director

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

“Non-Executive Director Mr Sanjeev Kumar, being eligible, is re-elected as a Non-Executive Director of the Company.”

4. Resolution 3 – Approve 10% Share placement facility

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

“For the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the number of ordinary Shares on issue by way of placements over a 12-month period, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2; and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

A **Voting Exclusion** applies to this Resolution, on the terms specified in the Explanatory Statement.

Dated: 29 October 2024

Stephen J. Gethin, Chair
By Authority of the Board

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Explanatory Statement

This Explanatory Statement is provided to the Shareholders of Alara Resources Limited (**Alara** or the **Company**) pursuant to and in satisfaction of the *Corporations Act (Cth) 2001 (Corporations Act)* and the Listing Rules (**Listing Rules**) of the Australian Securities Exchange (**ASX**). This Explanatory Statement is intended to be read in conjunction with the Notice of Annual General Meeting (**AGM**).

1. Receive 2024 Full-Year Report

Section 317 of the Corporations Act requires the Directors of the Company to lay before the AGM the Directors' Report, the Financial Report and the Auditor's Report for the financial year which has ended before the AGM. These reports are contained in the Company's 2024 Financial and Directors' Report (**2024 Full-Year Report**) and also in its 2024 Annual Report.

A copy of the 2024 Annual Report will be sent to those shareholders who have elected to receive a printed version. Otherwise, an electronic version of the 2024 Full Year Report and 2024 Annual Report may be obtained from the Company's website: www.alararesources.com or the ASX website (www.asx.com.au) under ASX Code: AUQ and will be emailed to shareholders upon request to info@alararesources.com.

Shareholders as a whole will have a reasonable opportunity to ask questions of Directors and the Company's auditor, and make statements in relation to these reports and on the Company's business and operations, however no resolution to adopt the Reports will be put to shareholders at the AGM, as is standard practice.

2. Resolution 1 – Adopt 2024 Remuneration Report (Advisory, Non-Binding Resolution)

This Resolution seeks Shareholders' approval to adopt the Company's Remuneration Report for the financial year ended 30 June 2024. The Remuneration Report is part of the Directors' Report and is included in the 2024 Full-Year Report (please see above for how to access the 2024 Full-Year Report).

Section 250R(2) of the Corporations Act requires the Company to present the Remuneration Report to its Shareholders for adoption.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to "Key Management Personnel" (**KMP**). KMP are the Directors and Executives of the Alara consolidated entity who are identified as such in that Report. The Remuneration Report contains details of the remuneration of each KMP and any service agreements which the Company has with them, including the details of any performance-based and equity based benefits provided to any member of KMP, where applicable.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions of Directors and the Company's auditor about and comment on the Remuneration Report.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. Nevertheless, the vote on this Resolution has consequences for the Company, as detailed under the headings "Consequences if this Resolution is passed" and "Consequences if this Resolution is not passed", below.

Directors' Recommendations

As each Director has a personal interest in their own remuneration from the Company and, as further detailed in the voting exclusion on this Resolution set out below, each Director and each Closely Related Party of a Director is excluded from voting on this Resolution. The Directors unanimously recommend that **Shareholders vote in favour of this Resolution** to adopt the Remuneration Report.

Consequences if this Resolution is passed by a majority above 75%

Although Resolution 1 is advisory only, it has the following consequences if it is passed by the votes in favour of more than 75% of the votes attached to shares held by Shareholders present at the meeting¹, eligible to vote and which vote (that is, if votes representing less than 25% of the votes attached to shares held by Shareholders present at the meeting², eligible to vote and which vote are cast against it). If this Resolution is passed by that majority, it would:

- indicate to the market that a large majority of the Company's Shareholders consider that the Company's Board of Directors is providing good value for the remuneration paid them; and
- avoid the negative consequences for the Company which will ensue if this Resolution is not passed by that majority, as explained in more detail in the next section.

¹ Meaning present in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative.

² See footnote 1.

Consequences if this Resolution is not passed by a majority above 75%

Although Resolution 1 is advisory only, it has the following consequences if it is not passed by the votes in favour of more than 75% of the votes attached to shares held by Shareholders who vote in person or by proxy (that is, if votes representing at least 25% of the votes attached to shares held by Shareholders present at the meeting³, eligible to vote and which vote are cast against it).

If:

- at an AGM (the **Later AGM**) of the Company at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are *against* adoption of the Report;
- at the immediately preceding AGM (the **Earlier AGM**) of the Company, at least 25% of the votes cast on the Resolution that the Remuneration Report be adopted were also against adoption of the Report; and
- a resolution was not put to the vote at the Earlier AGM under an earlier application of section 250V (explained below), then Corporations Act section 250V applies.

Where section 250V applies, at the Later AGM there must be put to the vote a resolution (the **Spill Resolution**) that:

- another meeting (the **Spill Meeting**) of the Company's Shareholders be held within 90 days; and
- all the Company's Directors who:
 - were Directors of the Company when the Resolution to make the Directors' report considered at the Later AGM was passed; and
 - are not a Managing Director of the Company who may, in accordance with the ASX Listing Rules continue to hold office indefinitely without being re-elected to the office,
 cease to hold office immediately before the end of the Spill Meeting and resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.

A Spill Motion must be passed as an Ordinary Resolution; that is, a resolution passed by votes in favour of at least 50% of the votes attaching to shares held by Shareholders present at the meeting⁴, eligible to vote and which vote.

This is colloquially known as the "two-strikes rule" in relation to the Remuneration Report.

At the Company's previous AGM the vote in favour of the Remuneration Report was 99.31%. Therefore, if at least 25% of Shareholders who vote in person or by proxy vote against this Resolution:

- no Spill Motion will be put to a vote at this AGM. (That will mean, however, that this AGM will be considered the "Earlier AGM" for the purpose of section 250V); and
- if votes representing at least 25% of the votes attached to shares held by Shareholders present at the meeting⁵, eligible to vote and which vote are cast against the equivalent of this Resolution put to the Company's *next AGM* (which will thus become the "Later AGM" for the purpose of section 250V),

a Spill Motion must be put to Shareholders at the Company's next AGM. If a Spill Motion is put at the Company's next AGM and is passed as an Ordinary Resolution (as explained above) then:

- the positions of all Directors other than the Managing Director will become vacant at the Spill Meeting; and
- one more new Directors may be elected in their place and/or one or more of the Directors removed from office by the Spill Motion (who will be eligible to stand again at the Spill Meeting) may be re-elected.

If votes representing at least 25% of the votes attached to shares held by Shareholders present at the meeting⁶, eligible to vote and which vote are cast against this Resolution, this would be known colloquially as a "first strike" against the Company's Remuneration Report. A "first strike" may be considered detrimental to the Company in the market, as it would indicate that a significant proportion of Shareholders did not consider that the Company's Board of Directors provides good value for the remuneration paid to them.

Voting Exclusion

Under section 250R of the Corporations Act a vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

³ See footnote 1.

⁴ See footnote 1.

⁵ See footnote 1.

⁶ See footnote 1.

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- a member of KMP, details of whose remuneration are included in the Remuneration Report; or
- a Closely Related Party of a member of KMP.

A “**Closely Related Party**” of a member of KMP means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
- a company which the member controls.

Under section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution (on the basis that it is directly or indirectly connected with the remuneration of members of the Key Management Personnel of the Company's consolidated entity) if:

- the person is either:
 - a member of the Key Management Personnel of the Company's consolidated entity; or
 - a Closely Related Party of a person referred to above; and
- the appointment does not specify the way the proxy is to vote on the resolution.

The above exclusion does not apply if:

- the person is the Chair of the meeting at which the resolution is voted on; and
- the appointment expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel of the Company's consolidated entity.

Shareholders should note that if a Shareholder appoints the Chair as their proxy, or if the Chair is appointed by default under the Proxy Form, and the Chair is not directed as to how to vote on this Resolution, then the Chair intends to vote any undirected proxies in favour of this Resolution on a poll for this Resolution. Shareholders may also choose to direct the Chair to vote against this Resolution or to abstain from voting on this Resolution.

The Company encourages Shareholders to indicate their voting direction FOR or AGAINST, or to ABSTAIN, in relation to each Resolution on their Proxy Form, including this Resolution. If a Shareholder appoints the Chair of the Meeting as their proxy (or the Chair of the Meeting becomes their proxy by default) the Shareholder may direct the Chair to vote FOR or AGAINST, or to ABSTAIN from voting on this Resolution by marking the appropriate Voting Direction box opposite this Resolution. However, if the Chair of the Meeting is a Shareholder's proxy under the Proxy Form and the Shareholder does not mark any of the voting direction boxes opposite this Resolution, the Shareholders is, in effect, directing the Chair to vote FOR this Resolution. That is because the Chair of the Meeting intends to vote undirected proxies in favour of this Resolution. Shareholders are urged to *carefully read* the Proxy Form and provide a direction to their proxy on how to vote on this Resolution.

3. Resolution 2 – Re-Elect Mr Sanjeev Kumar as a Director

This Resolution proposes the re-election of Mr Sanjeev Kumar as a Director of the Company.

Under Listing Rule 14.4 and clause 5.2 of the Constitution, Director who has been in office for three (3) years since their appointment or previous election or – if no director has been in office for three years – the Director who has been in office longest since their appointment or last election, must retire. A Director who retires under this rule is eligible to stand for re-election. (The Managing Director is exempt from retirement and re-election.)

Mr Sanjeev Kumar was appointed as a Non-Executive Director on 13 October 2020 and was last re-elected as a Director at the 2021 AGM. Therefore, Mr Kumar retires with effect at the start of this AGM and submits himself for re-election by Shareholders at the Meeting under this rule.

Qualifications and experience

Mr Kumar has extensive Australian and international business experience, with a specialisation in high-value asset lending. He holds an MBA (Finance and Marketing) IMT Ghaziabad, India (2008) and a BE (Metallurgy), VNIT Nagpur, India (1998).

He is currently also a director of Tradexcel Global Pty Ltd, an Australian company which he co-founded in 2017.

Tradexcel assists Australian and New Zealand businesses expand into overseas markets, including assessing new

markets, navigating entry barriers, providing regulatory clearance services and business strategy and planning and assistance with forming local partnerships.

Mr Kumar's previous roles include Vice President at India Factoring and Finance Solutions (a subsidiary of Fimbank); Associate Vice President at Tata Capital Financial Services, India and Manager, Infrastructure Division, at ICICI Bank Limited.

Enhancing Board independence

The Board considers Mr Kumar to be an independent Director for the following reasons. Mr Kumar does not hold any equity interest in the Company. Prior to his appointment as a Director he had no prior involvement with the Company as an executive or a consultant. There is no intention by the Company to employ him in an executive capacity or engage him as a consultant in future.

With Mr Kumar as a Director the Alara Board is comprised of one (1) independent Director (namely Mr Kumar) and four (4) non-independent Directors, including the Chair. It is considered good corporate governance, as reflected in the ASX Corporate Governance Principles, for a listed company to have independent Directors on its Board. This ensures that a broader set of perspectives are brought to bear on strategic decisions.

Alara is also required by law to have at least two (2) Australian-resident Directors. Mr Kumar is an Australian resident. Chair Mr. Stephen Gethin is the Company's only other Australian-resident Director. Managing Director Mr. Sthapak resides in Oman, to enable him to manage the Company's major projects. The Company's other two directors reside in India and Oman. In addition to the other benefits Mr Kumar's re-election of will bring to the Company, this will assist it to meet the requirement to have two Australian-resident Directors.

Consequences if this Resolution is passed

If this Resolution is passed then:

- Mr Kumar will be re-elected as a Director. This will give the Company the benefit of his considerable skills and experience in international business in its decision-making processes.
- The Company will continue to satisfy the legal requirement to have two Australian-resident Directors.
- The Company will continue to have one independent director. It is beneficial from a corporate governance perspective for a company to have independent directors.

Consequences if this Resolution is not passed

If this Resolution is not passed then:

- Mr Kumar will not be re-elected as a Director and will be taken to have vacated his position from the start of the meeting. This will deny the Company the benefit of his considerable skills and experience in international business in its decision-making processes.
- The Company will no longer satisfy the requirement to have two Australian-resident directors under Australian law. As consequence, the Company's Board of Directors will be required to nominate another Australian-resident person to serve as a Director in his place until their appointment can be ratified (or otherwise) by a vote of the Shareholders at its next General Meeting. In that event the Board of Directors would use best endeavours to nominate a replacement who would satisfy the criteria for independence as a Director.

Directors' Recommendation

The Board (other than Mr Kumar, who makes no recommendation concerning his own re-election) supports the re-election of Mr Kumar as a Director and recommends that Shareholders **vote in favour of this Resolution**.

4. Resolution 3 – Approve 10% Share placement facility (Special Resolution)

Background

Listing Rule 7.1A enables an "eligible entity" to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after its 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 which is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity as at the time of this Notice of Meeting and expects to remain an eligible entity at the date of the Annual General Meeting.

The Company is seeking Shareholders' approval by way of a special resolution for the capacity to issue Equity Securities under the 10% Placement Facility. As a special resolution, this Resolution requires approval of 75% of the votes cast by

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Shareholders present at the Meeting⁷, eligible to vote and which cast a vote. If Shareholders approve this Resolution by that majority, the number of Equity Securities which the Company may issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, the practical effect of which is explained below.

The key objectives of the Company are to continue its focus on mining project development and mineral resources exploration activities in highly prospective acreage, and the vertical integration of new business opportunities in high equity positions which align with the Company's exploration portfolio. The Company may use the 10% Placement Facility for one or more of: acquiring exploration or development opportunities or investments or for exploration activities encompassing drilling and/or feasibility studies of the Company's other projects and repaying debt. Potential uses of funds raised from any issue under LR 7.1A.2 are set out in more detail below.

Summary of Listing Rule 7.1A

(a) **Shareholder approval**

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholders' approval by way of a special resolution at an Annual General Meeting.

(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 this Notice, has on issue only one class of quoted Equity Securities, namely fully paid, ordinary shares.

(c) **Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that the formula for calculating the number of Equity Securities which may be issued under the 10% Placement Facility is $(A \times D) - E$, where:

A means the number of fully paid, ordinary securities on issue at the commencement of the relevant period.

D means 10%.

E means the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the relevant period, where the issue or agreement has not been subsequently approved by holders of all its ordinary securities under rule 7.4.

Relevant period means the 12-month period immediately before the date of the issue or agreement.

(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. At the date of this Notice, the Company has 718,087,541 Shares on issue. If this Resolution 5 is passed, the Company will have the capacity to issue:

- 107,713,131 Equity Securities under Listing Rule 7.1; and
- 71,808,754 Equity Securities under Listing Rule 7.1A

a total of 179,521,885 Equity Securities; or

The actual number of Equity Securities that the Company will have the 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) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be a cash consideration per Equity Security of not less than 75% of the volume-weighted average price (**VWAP**) of Equity Securities in the same class as those to be issued, 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 between the Company and the recipient of the 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.

⁷ See footnote 1.

Effect of passing a resolution under Listing Rule 7.1A

The effect of this Resolution, if passed will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period (defined below) without using the Company's 15% placement capacity under Listing Rule 7.1.

Specific information required by Listing Rule 7.3A

The following information is provided under Listing Rule 7.3A in relation to the approval of the 10% Placement Facility:

- (a) If given, Shareholders' approval under this Resolution will last until the earlier of:
- 12 months after the date of the AGM at which the approval is obtained;
 - the time and date of the Company's 2025 AGM; or
 - the time and date of the approval by holders of the eligible entity's ordinary securities of a transaction under ASX listing rule 11.1.2 (relating to a significant change in the nature or scale of the Company's activities) or 11.2 (relating to the Company disposing of its main undertaking), (the **10% Placement Period**).
- (b) Any Equity Securities issued under the 10% Placement Facility under Listing Rule 7.1A if this Resolution is passed, will be issued at an issue price not less than the minimum issue price calculated in accordance with paragraph (e) above.
- (c) 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, to the extent existing Shareholders do not receive any Shares under the issue. There is a risk that:
- (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 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.
- (d) The table below shows the dilution of existing Shareholders on the basis of the market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at 22 October 2024.
- (e) The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Facility.

Scenario – Shares Issued Outside Rule 7.1A	Number of Shares			Funds Raised if Issue Price is			Dilution ⁵
	Total after column 1 issue	No. Issued in 10% Placement	New Total ³	50% < current (\$0.0155)	= current ⁴ (\$0.031)	50% > current (\$0.0465)	
1 Current	718,087,541	71,808,754	789,896,295	\$1,113,036	\$2,226,071	\$3,339,107	9.09%
2 50% increase¹	1,077,131,312	107,713,131	1,184,844,443	\$1,669,554	\$3,339,107	\$5,008,661	39.39%
3 100% increase²	1,436,175,082	143,617,508	1,579,792,590	\$2,226,071	\$4,452,143	\$6,678,214	54.55%

Notes:

- 1 The number of Shares on issue (formula variable A) may increase before an issue under Listing Rule (LR) 7.1A as a result of an issue of Shares that does not require Shareholders' approval (such as under a *pro rata* rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under LR 7.1, before any issue under LR 7.1A. In that case, the maximum number of Shares that could be issued under LR 7.1A would be 10% of the new number of Shares after that prior issue. This row shows the scenario if there was a 50% increase in the number of Shares on issue before an issue under LR 7.1A.
- 2 This row shows the scenario if there was a 100% increase in the number of Shares on issue before an issue under LR 7.1A. Note 1 explains the circumstances in which this could occur.
- 3 After the issue in Column 1 (if any) plus the issue of a further 10% of the number of Shares in existence after the issue (if any) in Column 1 under LR 7.1 A.
- 4 The closing price of Alara shares on ASX on 22 October 2024.
- 5 This is the percentage by which a Shareholder's percentage voting and economic interest (held via Shares) in the Company which they would hold after the issue (if any) in Column 1 and a further 10% issue under LR 7.1A, would be

lower than the percentage interest which they held before those issues. This is the same as the percentage of the Company's total shareholding after the issue under LR 7.1A represented by the number of those Shares issued.

The above table has been prepared on the following assumptions:

- (i) Variable A is 718,087,541, being the number of Shares on issue at the date of this Notice of Meeting.
 - (ii) The Company issues the maximum number of Equity Securities (in this case, Shares) available under the 10% Placement Facility.
 - (iii) No Options (including any listed options issued under the 10% Placement Facility) are exercised resulting in the issue of Shares before the date of the issue of any Shares under LR 7.1A.
 - (iv) Shareholders approve this Resolution.
 - (v) The table shows only the effect of issues of Shares under Listing Rule 7.1A, and other assumed issues specified in Column 1 of the table. The table does not directly consider the effect of issues under the 15% placement capacity under LR 7.1. (The table does, however, also include scenarios in which there has been a 50% increase, and a 100% increase, in the number of Shares on issue before an issue of Shares under the 10% Placement Facility. Any prior issue or issues of Shares resulting in that hypothetical 50%, or 100%, increase could include an issue under the 15% placement facility under LR 7.1).
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities was comprised of or included the issue of listed options, each entitling the holder to be issued with one (1) Share (**Options**), it is assumed that those Options would be exercised, resulting in the issue of fully paid, Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (f) The Company will only issue and allot any Equity Securities under LR 7.1A under this approval (if given) during the 10% Placement Period. The approval under this Resolution for the issue of the Equity Securities will cease to be valid at the earliest to occur of the times and dates in paragraph (a), above.
- (g) If the Company issues Equity Securities under the 10% Placement Facility, it will do so only for the purpose of raising cash:
- (i) for general working capital;
 - (ii) to enable it to pay consideration for the direct or indirect acquisition of a new actual or potential mineral asset or an interest in a mineral asset, whether directly or by subscribing for shares in or otherwise contributing capital to or lending money to a company which directly or indirectly holds an interest in that asset;
 - (iii) for construction of improvements to an existing asset, such as but not limited to the construction of mine-site or ore processing infrastructure in relation to one or more mineral assets in which the Company presently or in future has a direct or indirect interest;
 - (iv) to fund exploration, development, drilling, geophysical surveying, geotechnical testing, hydrological testing, metallurgical testing or expenditure on geological, geotechnical, geophysical, water, marketing, engineering and other studies, including studies in the nature of or part of a scoping study, preliminary feasibility study or definitive/bankable feasibility study in relation to any mineral asset in which the Company presently or in future has a direct or indirect interest; and/or
 - (v) to repay debt.
- Without limiting the above, the Company may not issue Equity Securities under the 10% Placement Facility for a non-cash consideration.
- (h) The Company will comply with its disclosure obligations under LR 7.1A.4 upon issue of any Equity Securities under this approval, if it is given.
- (i) The Company's allocation policy for Shares issued under this approval will be 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 factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to: rights issues or other issues in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and

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(iv) advice from corporate, financial, legal and broking advisers (if applicable).

The allottees under any issue under the 10% Placement Facility have not been determined as at the date of this Notice, as the Board has not decided to make a specific issue under this proposed facility at the date of this notice. Allottees under any issue under the 10% Placement Facility may include existing substantial Shareholders and/or new Shareholders who are not related parties, or associates of a related party, of the Company.

- (j) The Company obtained Shareholders' approval under LR 7.1A at its previous AGM, held on 28 November 2023 (**Prior 7.1A Approval**). The Company did not issue any Shares under Listing Rule 7.1A in the 12-month period ending on the date of this notice of Meeting (29 October 2024) and has no proposal to issue any Equity Securities under LR 7.1A between the date of this Notice of Meeting and the Meeting itself. The Company does not anticipate any proposal to issue any Equity Securities under LR 7.1A before the date of the Meeting (29 November 2024).
- (k) A voting exclusion statement is not required to be included in this Notice of Meeting, on the basis that the Company is not proposing to make a specific issue of Equity Securities under Listing Rule 7.1A.2 at the time of dispatch of this Notice of Meeting.

At the date of this Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holder to participate in an issue of Equity Securities.

In these circumstances (and in accordance with the note in ASX Listing Rules 14.11.1 relating to ASX LR 7.1 and 7.1A) for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities to be issued under any future decision to use the 10% Placement Facility the subject of this Resolution) Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude the votes of any Shareholder on this Resolution.

No existing Shareholders' votes will therefore be excluded from this Resolution under the voting exclusion in this Notice.

Consequences if this Resolution is passed

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of Equity Securities that a listed company may issue without Shareholders' approval over any 12-month period to 15% of the fully paid, ordinary securities it had on issue at the start that period.

Under Listing Rule 7.1A, however, an "Eligible Entity" may seek approval from its Shareholders, by way of a special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% to 25%. An "Eligible Entity" means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. Alara is an Eligible Entity for these purposes.

This Resolution seeks Shareholders' approval by way of special resolution for Alara to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholders' approval at the time of any such future issue made within the 10% Placement Period.

If this Resolution is passed Alara will be able to issue Equity Securities up to the combined 25% limit in Listing Rule 7.1 and 7.1A without any further Shareholders' approval, subject to complying with the other conditions stated above.

Consequences if this Resolution is not passed

If this Resolution is not passed, Alara will not be able to access the additional 10% capacity to issue Equity Securities without Shareholders' approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholders' approval in Listing Rule 7.1.

Directors' Recommendation

The Board believes that the 10% Placement Facility will be beneficial for the Company, as it will give the Company flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Directors of the Company believe that this Resolution is in the best interests of the Company and unanimously recommend that Shareholders vote **in favour of this Resolution**.

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Glossary

In this Explanatory Statement, the following terms have the following meanings:

2024 Annual Report means the Company's annual report for the year ended 30 June 2024, which can be downloaded from the Company's website at www.alararesources.com.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 724 791) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules, Listing Rules or LRs means the official Listing Rules of ASX.

Board means the Board of Directors of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- a company the member controls; or
- a person prescribed by the Corporations Regulations.

Company means Alara Resources Limited (ABN 27 122 892 719).

Constitution means the Company's constitution.

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

Director means a director of the Company.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Statement means the explanatory statement to this Notice.

Key Management Personnel means the Directors and Executives of the Company's consolidated group, as identified in the Company's Remuneration Report (which is included in its 2024 Annual Report).

Meeting means the annual general meeting convened by the Notice.

Notice or **Notice of Meeting** means the notice of meeting accompanying this Explanatory Statement.

Option means an option which entitles the holder to be issued with a Share on electing to do so (**Exercising** the Option) within a specified period, which also requires the holder to pay a specified amount. The option holder's right to exercise the option may also be subject to one or more conditions being satisfied which, if they exist, are specified as part of the terms of the Option.

Remuneration Report means that section of the Directors' Report under the heading "Remuneration Report" in the 2024 Annual Report.

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

Shareholder means a shareholder of the Company

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Registered and Principal Office:

Suite 1.02, 110 Erindale Road
Balcatta Western Australia 6021
AUSTRALIA

T | +61 8 9240 4211
F | +968 2449 2491
E | info@alararesources.com
W | www.alararesources.com

Share Registry:

Automic Group
Level 5, 191 St Georges Terrace
Perth Western Australia 6000
AUSTRALIA

W | www.automicgroup.com.au

ASX Code | AUQ



Time and Place of AGM and how to Vote

Venue

The Annual General Meeting of the shareholders of Alara Resources Limited will be held at the office of **Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia at 1:00 pm (Australian Western Standard Time or Perth time) on Friday, 29 November 2024.**

Voting Rights

(Subject to the voting exclusions noted in the Notice of AGM)

- At any meeting of the shareholders, each shareholder entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a shareholder which is a corporation, by corporate representative.
- Every person who is present in the capacity of shareholder or the representative of a corporate shareholder shall, on a show of hands, have one vote.
- Every shareholder who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

Voting in person

To vote in person, attend the meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Annual General Meeting as soon as possible and either:

- by mail to Alara Resources Limited, PO Box 963, Balcatta WA 6914;
- by hand delivery to Alara Resources Limited, Office of Fortuna Advisory Group, Suite 1.02, 110 Erindale Road, Balcatta, Western Australia; or
- by e-mail to cosec@alararesources.com,

so that it is received **not later than 1:00 pm (Australian Western Standard Time or Perth time) on Wednesday, 27 November 2024.**

Proxies received after that time, or received by fax or other method, will **not** be effective.

Shareholders which are bodies corporate

A body corporate may appoint an individual as its authorised corporate representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. A properly executed original (or certified copy) of an appropriate "Appointment of Corporate Representative" should be produced for admission to the meeting. Previously lodged Appointments of Corporate Representative will be disregarded by the Company.

Voting by attorney

A shareholder may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the Annual General Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or one of the addresses listed above for the receipt of proxy appointments at least 48 hours before the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

Voting entitlement

In accordance with section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the Annual General Meeting all shares in the Company will be taken to be held by the persons who held them as registered shareholders at **4:00 pm Australian Western Standard Time** or Perth time (being 7:00 pm, Australian Eastern Daylight Time or Sydney time) on **Wednesday, 27 November 2024 (Voting Entitlement Time)**. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

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Annual General Meeting Proxy Form

A. Appointment of Proxy

I/we are being a Shareholder(s) of Alara Resources Limited and entitled to attend and vote, hereby appoint:

The Chair of the Meeting OR

Write here name of person appointed if this person is **not** the Chairman of the Meeting.

or, failing the person named above or if no person is named above, the Chair of the Meeting as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the directions below (or if no directions are given below, as the proxy sees fit) at the Annual General Meeting of Alara Resources Limited to be held at **Fortuna Advisory Group, Suite 2, 110 Erindale Road, Balcatta, Western Australia, AUSTRALIA at 1:00 pm** (Australian Western Standard Time or Perth time) on **Friday, 29 November 2024** and at any adjournment of that meeting

Important:

The Company encourages Shareholders to indicate their voting direction FOR, AGAINST, or to ABSTAIN, for each resolution in Section B, below. If you leave Section A, above, blank or if your named proxy does not attend the Meeting, the Chair of the Meeting will be your proxy by default.

If the Chair of the meeting becomes your proxy (by specific appointment or by default) you can direct them to vote FOR, AGAINST, or ABSTAIN from voting on each Resolution by marking the appropriate voting direction box in Section B below. Note that under Section A, if the Chair of the meeting is your proxy and you do not mark a Voting Direction box for any Resolution in Section B below you are directing the Chair to vote "For" that Resolution – i.e. the Chair will vote all undirected proxies on a Resolution **For** that Resolution.

Your Acknowledgements on the Remuneration-Related Resolution

Chairman's intention to vote undirected proxies on Remuneration Resolutions: I/we acknowledge that the Chair of the meeting intends to vote undirected proxies **in favour** of Resolution 1.

Direction to Chairman for voting on Resolution 1: Where I/we appoint the Chair of the meeting as my/our proxy (or the Chair of the meeting becomes my/our proxy by default) but I/we have not marked any box opposite Resolution 1 in Section B below, I/we **expressly** authorise the Chair of the meeting to exercise my/our proxy in respect of Resolution 1 even though the Chair is, and that item is connected directly or indirectly with the remuneration of, a member of the Company's Key Management Personnel.

B. Voting Directions to Proxy (Please mark to indicate your directions)

Resolutions

	For	Against	Abstain
1. Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-Elect Sanjeev Kumar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve 10% share placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If (2) two proxies are being appointed, the proportion of voting rights this proxy represents is: _____%. * If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

C. Change of Address and Annual Report/Notice of Meeting Election (refer notes 1 and 2 overleaf)

- mark to make any changes to your address details and write new address at top of form
- mark to receive a printed Annual Report by post
- mark to receive Annual Reports and Notices of Meeting by email and insert your email address below.

D. Please Sign Here

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Director (Sole Director for a 1 Director company or first Director for a 2 (or more) Director company)

Director/Secretary (Second Director or Company Secretary for a 2 Director company or a 1 Director company with a Secretary)

Contact name

Contact telephone

Date

Email address

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STEP 1

STEP 2

STEP 3

STEP 4

Instructions for Completing Proxy Form

1. Change of Address

Your pre-printed name and address is shown as it appears on the share register of Alara Resources Limited. If this information is incorrect, please mark the box at Section C of the form and make the correction at the top of the form. Shareholders sponsored by a broker should advise their broker of changes.

2. Annual Report Elections

Companies are no longer required to mail out printed Annual Reports to Shareholders. Instead, Shareholders can now make an election as follows: (a) make a written request for a hard copy Annual Report to be mailed to you; or (b) make a written request for an electronic copy of the Annual Report to be emailed to you. If you wish to update your Annual Report elections, please complete Section C of the Proxy Form.

3. Voting on Remuneration Matters

The Company will disregard any votes cast on Resolution 1 (Adoption of Remuneration Report) by or on behalf of a member of "Key Management Personnel" (as defined in the Accounting Standards) and their "Closely Related Parties" (as defined in the *Corporations Act 2001*) (**Restricted Voter**). Key Management Personnel (**KMP**) are the Company's Directors and Executives identified in the Company's Remuneration Report. A "Closely Related Party" of a KMP means a spouse or child of the KMP, a child of the KMP's spouse, a dependant of the KMP or of the KMP's spouse, anyone else who is one of the KMP's family and may be expected to influence the KMP or be influenced by the KMP in the KMP's dealings with the Company, or a company which the KMP controls. The Company need not disregard a vote if a vote is cast by a KMP on Resolution 1 as a proxy, for a person other than a Restricted Voter, and either:

- (a) you directed the KMP the way they are to vote on Resolution 1; or
- (b) if the Chair of the Meeting is your proxy, you expressly authorised them to vote as they see fit on Resolution 1 under the Proxy Form even though the Resolution is connected directly or indirectly with the remuneration of a member of KMP.

Shareholders may also choose to direct the Chair to vote against these resolutions or to abstain from voting.

4. You may direct your proxy how to vote by marking one of the voting direction boxes opposite each Resolution. If you do not mark a voting direction box your proxy may, to the extent permitted by law, vote as they choose. If you mark more than one voting direction box on a Resolution your vote on that Resolution will be invalid.

5. Lodging a proxy does not prevent a Shareholder who is a natural person attending the Meeting if they wish. Where a Shareholder lodges a valid proxy and attends the Meeting in person, the proxy's authority to speak and vote is suspended while the Shareholder is present.

6. A Shareholder who is entitled to attend and vote may appoint not more than two (2) proxies. Where two (2) proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two (2) proxies and the appointments do not specify each proxy's proportion of the Shareholder's votes, each proxy may exercise half of those votes.

7. A proxy need not be a Shareholder of the Company.

8. If you mark the "abstain" box for a particular Resolution you are directing your proxy not to vote on that Resolution on a show of hands or a poll, and your Shares will not be counted in computing the required majority on a poll.

9. If a representative of a Shareholder which is a company is to attend the meeting and the Shareholder does not appoint the representative as a proxy, the representative must produce a properly executed original (or copy certified as correct by a lawyer) of an "Appointment of Corporate Representative" for admission to the meeting. Appointments of Corporate Representative lodged for previous meetings will be disregarded.

10. Signing Instructions

You must sign this form as follows in the spaces provided at **Section D**, depending on which type of Shareholder you are:

Natural person (an individual): That person must sign personally or their attorney under a power of attorney may sign for them.

Two or more natural persons (individuals) who are joint Shareholders: Each of the joint shareholders must either sign personally or their attorney under a power of attorney may sign for the person.

Shareholder which is a company:

Where the company has:

- **One Director** – that director must sign this form; or
- **Two or more Directors** – this form must be signed by a Director and either: a) another Director, or b) the Company Secretary. Each signatory should indicate the office which they hold by signing in the appropriate box.

Signing the Proxy under a power of attorney:

- **Shareholder which is a natural person (individual):** You must lodge an original or a certified copy of the power of attorney with your completed proxy form and produce a properly executed original or certified copy of the power of attorney at the meeting. A certified copy must be certified as a true copy by a lawyer or other person authorised by law to witness statutory declarations, or the equivalent type of document under the law of the place of residence of the Shareholder.
- **Shareholder which is a company:** A director **may not have** their personal attorney under a power of attorney sign for them as Director. A company may only execute a proxy under a power of attorney where the company has appointed an attorney under a corporate power of attorney. In that case the same rules for lodging the power of attorney apply as for a shareholder which is a natural person.

11. Cut-off time for new Shareholders

Under regulation 7.11.37 of the Corporations Regulations, for the purposes of this Meeting Shares in the Company will be taken to be held by the companies or individuals who are the registered holders of the Shares at **4:00 pm** Australian Western Standard Time or Perth time (7:00 pm Australian Eastern Daylight Time or Sydney time) on **Wednesday, 27 November 2024**. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at this meeting.

12. How and when to lodge a Proxy

By Post:

Alara Resources Limited
C/- Fortuna Advisory Group
PO Box 963
Balcatta Western Australia 6914 AUSTRALIA

By Hand/Courier Delivery (Do not post to this address)

Alara Resources Limited
C/- Fortuna Advisory Group
Suite 1.02, 110 Erindale Road
Balcatta Western Australia AUSTRALIA

By email

cosec@alararesources.com